

TCI Express Limited

Corporate Governance Report-For the quarter ended March 31, 2021

Title Mr./ Ms.	Name of the Director	DIN	Category (Chairperson Executive Non- Executive/ Independent/ Nominee)	Initial Date of Appointm ent	Ten ure	Date of Birth	Whether special resolution passed?	No. of Directors hip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)		No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
										Audit Committee	Stakeholders Relationship Committee	Audit Committee	Stakeholders Relationship Committee
Mr.	Dharpal Agarwal	00084105	Non-Executive	07.10.2015	-	24.08.1950	NA	5	1	1	1	-	1
Mr.	Chander Agarwal	00818139	Executive	18.08.2016	-	26.12.1978	NA	3	-	-	1	-	-
Mr.	Vineet Agarwal	00380300	Non-Executive	07.10.2015	-	16.09.1973	NA	4	1	3	3	-	-
Mr.	Murali Krishna Chevuturi	01770851	Independent Director	18.08.2016	56	02.02.1956	NA	1	1	-	-	2	-
Mrs.	Taruna Singhi	00635973	Independent Director	31-Jan-2017	50	28.10.1954	NA	1	1	-	-	-	1
Mr.	Ashok Kumar Ladha	00089360	Independent Director	18.08.2016	56	15.04.1949	NA	1	1	1	-	-	-
Mr.	Prashant Jain	00769291	Independent Director	18.08.2016	56	30.04.1969	NA	1	1	1	-	-	-
Mr.	Phool Chand Sharma	01620437	Non-Executive	18.08.2016	-	14.07.1961	NA	1	0	-	1	-	-

Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

i) Composition of Committees							
Sr. No.	Name of the Committee	Whether Regular chairperson appointed	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Audit Committee	Yes	Mr. Murali Krishna Chevuturi	Independent Director	Chairperson	29-Sep-2016	-
2			Mr. Vineet Agarwal	Non-Executive	Member	29-Sep-2016	-
3			Mr. Ashok Kumar Ladha	Independent Director	Member	29-Sep-2016	-
4			Mr. Prashant Jain	Independent Director	Member	29-Sep-2016	-
1	Nomination and Remuneration Committee	Yes	Mr. Ashok Kumar Ladha	Independent Director	Chairperson	29-Sep-2016	-
2			Mr. Dharpal Agarwal	Non-Executive	Member	29-Sep-2016	-
3			Mr. Murali Krishna Chevuturi	Independent Director	Member	29-Sep-2016	-
4			Mr. Prashant Jain	Independent Director	Member	29-Sep-2016	-
1	Stakeholder's Relationship Committee	Yes	Mrs. Taruna Singhi	Independent Director	Chairperson	31-Jan-2017	-
2			Mr. Vineet Agarwal	Non-Executive	Member	29-Sep-2016	-
3			Mr. Phool Chand Sharma	Non-Executive	Member	29-Sep-2016	-
1	Corporate Social Responsibility Committee	Yes	Mr. Dharpal Agarwal	Non-Executive	Chairperson	29-Sep-2016	-
2			Mrs. Taruna Singhi	Independent Director	Member	31-Jan-2017	-
3			Mr. Chander Agarwal	Executive	Member	29-Sep-2016	-
1	Risk Management Committee	Yes	Mr. Chander Agarwal	Executive	Chairperson	30-Jul-2019	-
2			Mr. Phool Chand Sharma	Non-Executive	Member	30-Jul-2019	-
3			Mr. Mukti Lal	Member-CFO	Member	30-Jul-2019	-

ii) Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
02-Nov-2020	09-Feb-2021	Yes	7	3	98

iii) Meeting of Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting during of the committee in the previous quarter*	Maximum gap between any two consecutive (in number of days)
Audit Committee					
09-Feb-2021	Yes	4	3	02-Nov-2020	98

Nomination & Remuneration Committee					
09-Feb-2021	Yes	4	3	02-Nov-2020	98
Stakeholders Relationship Committee					
09-Feb-2021	Yes	2	0	02-Nov-2020	98
Stakeholders Relationship Committee					
09-Feb-2021	Yes	3	0	-	-

* Details of relevant quarter to be provided

IV) Related Party Transactions		
SI No	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Not Applicable
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

V) Affirmations		
SI No	Subject	Compliance status (Yes/No/NA)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a) Audit Committee b) Nomination & remuneration committee c) Stakeholders relationship committee d) Risk management committee (applicable to the top 500 listed entities)	Yes
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes

For TCI Express Limited
Sd/-
Priyanka
Company Secretary & Compliance Officer

Date: 13.04.2021
Place: Gurugram

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.tciexpress.in
b) Terms and conditions of appointment of independent directors	Yes	www.tciexpress.in
c) Composition of various committees of board of directors	Yes	www.tciexpress.in
d) Code of conduct of board of directors and senior management personnel	Yes	www.tciexpress.in
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.tciexpress.in
f) Criteria of making payments to non-executive directors	Yes	www.tciexpress.in
g) Policy on dealing with related party transactions	Yes	www.tciexpress.in
h) Policy for determining 'material' subsidiaries	NA	-
i) Details of familiarization programmes imparted to independent directors	Yes	www.tciexpress.in
j) Email address for grievance redressal and other relevant details	Yes	www.tciexpress.in
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.tciexpress.in
l) Financial results	Yes	www.tciexpress.in
m) Shareholding pattern	Yes	www.tciexpress.in
n) Details of agreements entered into with the media companies and/or their associates	NA	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.tciexpress.in
p) New name and the old name of the listed entity	NA	-
q) Advertisements as per regulation 47 (1)	Yes	www.tciexpress.in
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.tciexpress.in
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.tciexpress.in
b) Materiality Policy as per Regulation 30	Yes	www.tciexpress.in
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.tciexpress.in
It is certified that these contents on the website of the listed entity are correct.		

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes

Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied:

Not applicable

For TCI Express Limited

Sd/-

Priyanka

Company Secretary & Compliance Officer

Date: 13.04.2021

Place : Gurugram