

TCIEXPRESS

LEADER IN EXPRESS

April 10, 2018

To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street - Mumbai- 400001

Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E) Mumbai – 400 051

Scrip Code: 540212

Scrip Symbol: TCIEXP

Sub: Submission of Compliance Report on Corporate Governance for the 04th quarter/ FY ended 31st March, 2018

Dear Sir/Madam,

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith compliance report on Corporate Governance for the 04th quarter/ FY ended 31st March, 2018.

This is for your information, records and meeting the compliance requirements as per Clause 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Hope you shall find the same in order.

Thanking you,

Yours faithfully,
For TCI Express Limited



Vinay Gujral
Company Secretary & Compliance Officer
Encl.: As above

TCI Express Limited

CIN: L62200TG2008PLC061781

Corporate Office: TCI House, Plot No. 69, Institutional Area, Sector - 32, Gurugram - 122001, Haryana, India

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Registered Office: Flat Nos. 306 & 307, 1-8-273, Third Floor, Ashoka Bhooopal Chambers, S P Road, Secunderabad - 500003 • Tel.: +91-40-27840104

A TCI Company

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended March 31, 2018

1. Name of the Company: TCI Express Limited
2. Quarter ending: March 31, 2018

I. Composition of Board of Directors										
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation*	Tenure (In Years)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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	Stakeholder's Relationship Committee	Audit Committee	Stakeholder's Relationship Committee
Mr.	D P Agarwal	00084105	Chairperson /Non-Executive	07/10/2015	-	05	01	01	00	00
Mr.	Chander Agarwal	00818139	Executive	18/08/2016	-	03	0	01	00	00
Mr.	Vineet Agarwal	00380300	Non-Executive	07/10/2015	-	04	03	04	00	00
Mr.	Murali Krishna Chevuturi	01770851	Independent	18/08/2016	1 Year & 8 Months	01	00	00	01	00
Ms.	Taruna Singhi	00635973	Independent	31/01/2017	1 Year & 2 Months	01	00	00	00	01
Mr.	Ashok Kumar Ladha	00089360	Independent	18/08/2016	1 Year & 8 Months	02	01	00	01	01
Mr.	Prashant Jain	00769291	Independent	18/08/2016	1 Year & 8 Months	01	01	00	00	00
Mr.	Phool Chand Sharma	01620437	Executive	18/08/2016	-	01	00	01	00	00





II. Composition of Committees		
Name of Committees	Name of Committee Member	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Murali Krishna Chevuturi (Chairman) Mr. Ashok Kumar Ladha Mr. Prashant Jain Mr. Vineet Agarwal	Independent Independent Independent Non-Executive
2. Nomination & Remuneration Committee	Mr. Ashok Kumar Ladha (Chairman) Mr. D.P Agarwal Mr. Murali Krishna Chevuturi Mr. Prashant Jain	Independent Non-Executive Independent Independent
3. Risk Management Committee (If applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mrs. Taruna Singhi (Chairman) Mr. Vineet Agarwal Mr. Phool Chand Sharma	Independent Non-Executive Executive

III. 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	Maximum gap between any two consecutive meeting (in number of days)
November 1, 2017	January 31, 2018	90 Days

IV. Meeting of Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
January 31, 2018	Yes	November 1, 2017	90 Days
Stakeholders Relationship Committee			
January 31, 2018	Yes	November 1, 2017	90 Days



V. Related Party Transaction	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPTs	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

<p>VI. Affirmation</p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (applicable to the top 100 listed entities): Not Applicable <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</p> <p>For TCI Express Limited</p> <div style="display: flex; align-items: center;">   </div> <p>Vinay Gujral Company Secretary & Compliance Officer</p>
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COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Financial Year (FY) ended 31st March, 2018

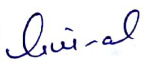

1. Name of Listed Entity: TCI Express Limited
2. FY ending: 31st March, 2018

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
E-mail address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		Yes
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)	Yes



Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulation, "Yes" may be indicated. Similarly, in the case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III. Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: N.A, Since, there is no subsidiary company.</p>		
<p>For TCI Express Limited</p> <div style="display: flex; align-items: center;">   </div> <p>Vinay Gujral Company Secretary & Compliance Officer</p>		