



# TCI EXPRESS

LEADER IN EXPRESS

**Listing Department****BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street - Mumbai- 400001

Scrip Code: 540212

**Listing Department****National Stock Exchange of India Ltd.,**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E) Mumbai – 400051

Scrip Symbol: TCIEXP

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024**

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circular(s) issued by SEBI/Exchanges from time to time, we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2024.

Hope you shall find information in order.

Thanking you,  
**For TCI Express Limited**

**PRIYAN** Digitally signed  
by PRIYANKA  
**KA** Date: 2024.05.15  
11:30:01 +05'30'

**PRIYANKA**  
**(Company Secretary & Compliance Officer)**

Date: 15.05.2024  
Place: Gurugram

Encl.: As above

**TCI Express Limited**  
Website: [www.tciexpress.in](http://www.tciexpress.in)

**Corporate Office:** TCI House, Plot No. 69, Sector 32, Institutional Area, Gurugram - 122001, India  
**Tel.:** +91-124-2384090-94 • **Email:** [info@tciexpress.in](mailto:info@tciexpress.in) • **CIN:** L62200TG2008PLC061781  
**Registered Office:** Flat Nos. 306 & 307, 1-8-273, Third Floor, Ashoka Bhoopal Chambers,  
S. P. Road, Secunderabad – 500003 • **Tel.:** ++91 40 27840104



**ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Board of Directors,  
**TCI Express Limited**  
TCI House, Plot No. 69,  
Sector -32, Institutional Area, Gurugram-122001

**Subject: Annual Secretarial Compliance Report for the financial year ended on March 31, 2024**

I, Kanika Verma, a Practicing Company Secretary have examined:

- a) all the documents and records made available to me and explanation provided by **TCI Express Limited** ('the listed entity');
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity; and
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended March 31, 2024 ('Review Period') in respect of compliance with the provisions of:
  - the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
  - the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations as amended from time to time, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable during the review period);**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **(not applicable during the review period);**



- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(not applicable during the review period);**
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; - **(not applicable during the review period);**
- i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However, in the absence of transaction relating to issue of Non-Convertible and/or Debt securities, the compliance of the relevant Regulations mentioned above do not arise. During the previous year Review Period, no observations were made in the previous report for the financial year ended on March 31, 2023. Accordingly, disclosure under table (a) and (b) of the revised format of Annual Secretarial Compliance Report is not required to be enclosed;
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records;
- c) There was no event of appointment/reappointment/resignation of statutory auditor of the Company and the Company was in compliance with Para 6(A) and 6(B) of SEBI circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019;
- d) In terms of the NSE circular ref no: NSE/CMLI2023/21, dated March 16, 2023 and the BSE circular no: 20230316-14, dated March 16, 2023 and amendments therein, affirmations are annexed as **Annexure- A** to this report.

*eSign*

Signed by: KANIKA VERMA  
Reason: Annual Secretarial  
Compliance Report  
Location: Delhi, India  
Date: 27-Apr-2024 (12:19 PM)

**Annexure- A**

As per NSE Circulars/CML/2023/21 dated March 16, 2023 and BSE Circulars 20230316-14 dated March 16, 2023, we confirm the following:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<b><u>Secretarial Standard</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standard (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	None
3	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	None
4	<b><u>Disqualification of Director:</u></b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5	<b><u>To examine details related to Subsidiaries of listed entities:</u></b> <ul style="list-style-type: none"> <li>Identification of material subsidiary companies</li> <li>(b) Requirements with respect to disclosure of material as well as other subsidiaries</li> </ul>	a) NA b) Yes	
6	<b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and	Yes	None

	the Committees at the start of every financial year as prescribed in SEBI Regulations		
8	<b>Related Party Transactions:</b> <ul style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all Related party transactions</li> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</li> </ul>	Yes	None
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the time limits prescribed thereunder	Yes	None
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	No actions have been taken against the listed entity by SEBI.
12	<b>Additional non-compliances, if any:</b> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

**Kanika Verma**  
 (Company Secretary in Practice)  
 M. No. - F 5780  
 C.P. No. 23882  
 UDIN: F005780F000256470



Signed by: KANIKA VERMA  
 Reason: Annual Secretarial  
 Compliance Report  
 Location: Delhi, India  
 Date: 27-Apr-2024 (12:19 PM)

Date: April 27, 2024  
 Place: Delhi