



24<sup>th</sup> May, 2023

**The National Stock Exchange of India Ltd.,**  
The Listing Department,  
"Exchange Plaza",  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051

**BSE Ltd.**  
The Department of Corporate Services,  
Phiroz Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Scrip Symbol: TCI**

**Scrip Code: 532349**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023**

Pursuant to the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, and other circulars issued by NSE/BSE from time to time, please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s. Sanjeev Bhatia & Associates, Company Secretaries for the Financial Year ended March 31, 2023.

This is for your information, records and meeting the disclosure requirements as per above circular.

Thanking you

For **Transport Corporation of India Limited**

**Archana Pandey**  
**Company Secretary & Compliance Officer**  
Encl: a/a

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**Transport Corporation of India Limited**

**Corporate Office :** TCI House, 69, Institutional Area, Sector-32, Gurugram -122001, Haryana (India)  
Ph. No.: +91 124-2381603, Fax: +91 124-2381611 E-mail : [corporate@tcil.com](mailto:corporate@tcil.com) Web : [www.tcil.com](http://www.tcil.com)

**Regd. Office:-** Flat Nos. 306 & 307, 1-8-271 to 273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003 (Telangana)

Tel: +91 40 27840104 Fax: +91 40 27840163

CIN : L70109TG1995PLC019116



Ref.....

Date :.....

**ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH  
31, 2023**

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

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

I Sanjeev Bhatia, a Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on March 31, 2023 ('Review Period') in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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, 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; ('Listing Regulations')
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity 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 (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the review period)**
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **(Not Applicable to the listed entity during the Review Period)**
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/guidelines issued thereunder.

And based on 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, except in respect of matters as specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken	Type of Action	Details of violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

- (c) I further certify that the Listed Entity has complied with the requirements of paragraph 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMDI/ 114/ 2019 dated October 18, 2019, in the terms of appointment of statutory auditors of the Listed Entity.

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I also report that:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	-
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable 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	-

3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <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	-
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Listed Entity are disqualified under Section 164 of Companies Act, 2013.</p>	YES	-
5.	<p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	YES	For the period under, there was no material subsidiary of the company.
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>As per the confirmations given by the listed entity, and on our test check basis, it 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 Listing Regulations.</p>	YES	-
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees on an annual basis as prescribed in SEBI Regulations.</p>	YES	-
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) <del>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.</del></p>	YES	-
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.</p>	YES	-
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5)&amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	-

11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No Actions has been 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.</p>	YES	-
12.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.</p>	YES	-

**For Sanjeev Bhatia & Associates**  
Company Secretaries

Sanjeev  
Kumar  
Bhatia

Digitally signed by Sanjeev Kumar Bhatia  
DN: c=IN, o=Haryana,  
2.5.4.20=4650452471272719c4f8b110f6ca383342  
4804cdf5c4177b26b28a3283,  
postalCode=122001, email=IN.1004.BPTP  
SPADQSECTOR37@Gurgaon.Gurgaon.Gurgaon,  
pkcs10jarm=49741713a1269581e1ca68b9b0a4c,  
serialNumber=73377a2b75e01365a33884e018c7f  
db20a11c3778ed14620f8e51917add, cDN=7a23,  
o=Firmo&L, ou=Sanjeev Kumar Bhatia  
Date: 2023.05.24 14:44:44 +05'30'

**(Sanjeev Bhatia)**  
Proprietor

**C.P. No. 3870**

**UDIN: F005214E000364903**

**Peer Review Cert. No: 2542/2022**

Place: Gurugram  
Date: 24.05.2023

