



TCI EXPRESS

LEADER IN EXPRESS

Dated: May 16, 2023

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

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, we submit herewith the Secretarial Compliance Report for the year ended March 31, 2023, issued by M/s. Sanjeev Bhatia & Associates., Company Secretaries.

This is for your information, records and meeting the compliance requirements as per Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hope you shall find the same in order.

Hope you shall find information in order. Kindly acknowledge receipt of the same

Thanking you,
For TCI Express Limited

PRIYAN Digitally signed
by PRIYANKA
KA Date: 2023.05.16
15:34:23 +05'30'

PRIYANKA
(Company Secretary & Compliance Officer)
Encl.: As above

TCI Express Limited
Website: 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 • **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



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,
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, 2023

I Sanjeev Bhatia, 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;

And for the financial year 2022-23 ('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 as amended from time to time, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The SEBI (Buyback of Securities) Regulations, 2018;
- e) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
- f) The SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- g) The SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- h) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
- i) The SEBI (Depositories and Participant) Regulations, 2018;

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, 2022. 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.

For Sanjeev Bhatia & Associates
Company Secretaries

Sanjeev
Kumar Bhatia

Digitally signed by Sanjeev Kumar Bhatia
DN: cn=Sanjeev Kumar Bhatia,
2.5.4.20=4b6054c9247c7272f9ca88b1104ca3833d2
480ca4e5f5ca1172020637a32383,
postalCode=122001, street=NI-1004,BPTP
SPACIOSECTOR 37-D, Gurgaon,Gurgaon,Gurgaon,
pseudoDn=607431725c120086831e3a6e0993dca8,
serialNumBero=735797eb75de01365333d8d4e018c7f
db55ca1c5579e0d148d093e0f155919ab, title=7623,
o=Personal, cn=Sanjeev Kumar Bhatia
Date: 2023.05.12 15:13:50 +05'30'

(Sanjeev Bhatia)
Proprietor

Place: Gurugram
Date: 12.05.2023

C.P. No. 3870

UDIN: F005214E000297121

Peer Review Cert. No: 2542/2022



Annexure-A

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standard 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	-
2	Adoption and timely updation of the policies a) All applicable policies under the SEBI Regulations are adopted with the approval of Board of Directors of the listed entity; b) All the policies are in conformity with the SEBI Regulations and have been reviewed & timely updated as per the Regulations/circulars/guidelines issued by the SEBI.	Yes	-
3	Maintenance and disclosures on website a) The listed entity is maintaining a functional website; b) Timely dissemination of the documents/ information under a separate section on the website; c) Web-links provided in annual corporate governance reports under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are accurate and specific, which redirects to the relevant document(s)/ section of the website.	Yes	-
4	Disqualification of Director None of the Director of the Company is disqualified under Section 164 of the Companies Act, 2013.	Yes	-
5	To examine details related to Subsidiaries of listed entities a) Identification of material subsidiary companies; b) Requirements with respect to disclosure of material as well as other subsidiaries.	a) NA b) Yes	The listed entity does not have any material subsidiary. It has one wholly owned subsidiary, incorporated on February 14, 2023.
6	Preservation of documents The listed entity is preserving and maintaining records as prescribed under the SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes	-
7	Performance Evaluation The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in the SEBI Regulations.	Yes	-
8	Related Party Transactions a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions ; b) 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.	a) Yes b) NA	- b) Please refer clause 8(a).
9	Disclosure of events or information The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the time limits prescribed thereunder.	Yes	-

10	Prohibition of Insider Trading The listed entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by the SEBI or Stock Exchange(s), if any 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	-
12	Additional non-compliances, if any No any additional non-compliance observed for all SEBI Regulation/circular/guidance note etc.	Yes	-