



TCI EXPRESS

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| 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 (E) Bandra Kurla Complex, Mumbai – 400051 Scrip Symbol: TCIEXP |
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Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2025

Dear Sir/Madam,

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 for the Financial Year ended March 31, 2025.

Request you to kindly take the above information on record.

Thanking you,

Yours faithfully,
For TCI Express Limited

PRIYANKA
(Company Secretary & Compliance Officer)
Encl: as above

Date: 19th May, 2025
Place: Gurugram

TCI Express Limited
Website: www.tciexpress.in

Corporate Office: Plot No. 84, 3rd Floor, 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



ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[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
Plot No. 84, 3rd Floor,
Sector 32, Institutional Area,
Gurugram-122001

Subject: Annual Secretarial Compliance Report for the financial year ended on March 31, 2025

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, 2025 ('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, 2025. 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.

**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. | <u>Secretarial Standard</u> 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 | <u>Adoption and timely updation of the Policies:</u> a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities b) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes | None |
| 3 | <u>Maintenance and disclosures on Website:</u> 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) are accurate and specific which redirects to the relevant document(s)/ section of the website | Yes | None |
| 4 | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | None |



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| 5 | <u>To examine details related to Subsidiaries of listed entities:</u> | NA | The Company had identified and there were no material subsidiary Company of the Company during the review period. |
| | a) Identification of material subsidiary Companies | | |
| | b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | NA |
| 6 | <u>Preservation of Documents:</u> 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 | <u>Performance Evaluation:</u> 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 SEBI Regulations | Yes | None |
| 8 | <u>Related Party Transactions:</u> | Yes | None |
| | 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 | NA | The Company has obtained the prior approval of Audit Committee for all Related party transactions |
| 9 | <u>Disclosure of events or information:</u> 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 |

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| 10 | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | None |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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 | <u>Additional non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes | None |

Digitally signed
 by KANIKA
 VERMA
 Date:
 2025.05.19
 14:20:31 +05'30'

Kanika Verma
 (Company Secretary in Practice)
 Membership No: F 5780
 Certificate of Practice No: 23882
 Peer Review Certificate No: 4334/2023
 (Unique Identification No. I2020UP2111500)
 UDIN: **F005780G000376018**

Date: May 19,2025
 Place: Delhi