

## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2017-18

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company has been practicing good Corporate Governance over the years upholding the Tata traditions and values. The Company has put in place adequate system across its business operations to fulfil the long term strategic goals of all its shareholders ensuring compliance to regulatory requirements. It is the philosophy of the Company to continue to have accountability, transparency and integrity in all its business transactions and practices.

### 2. BOARD OF DIRECTORS

2.1 The Board of the Company consists of ten members comprising of a Non-executive Chairman, seven other Non-executive Directors (which includes five Independent Directors) and two Executive Directors including the Managing Director. None of the Directors on the Board is a member in more than 10 Committees and Chairman in more than 5 Committees, as specified in Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the "SEBI Regulation 2015"], across all Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

2.2 Composition, Category of Directors and Number of Board and Committee positions held by them as on 31st March 2018

Name Promoter (P) Non-promoter (NP)	Executive / Non-Executive / Independent Director	Number of Director- ships held in Companies incorporated in India <sup>1</sup>	Number of Committee positions held <sup>2</sup>	
			As Chairman	As Member
Mr. Koushik Chatterjee (P)	Chairman – Non Executive	8	0	1
Mr. Anand Sen (P)	Non-Executive	4	1	1
Mr. Dipak Kumar Banerjee (NP)	Independent	10	3	7
Dr. Sougata Ray (NP)	Independent	1	0	2
Mr. B N Samal (NP)	Independent	1	1	0
Ms. AtrayeeSanyal (P)	Non Executive	1	0	1
Mr. Shashi Kant Maudgal (NP) <sup>3</sup>	Independent	1	0	0
Mr. Subir Bose (NP) <sup>3</sup>	Independent	5	0	1
Mr. Tarun Kumar Daga (P)	Managing Director	1	0	0
Mr. R N Murthy (P) <sup>3</sup>	Executive Director	1	0	0

- Private Limited Companies, foreign companies and companies under Section 8 of the Companies Act, 2013 have not been considered.
- Committee positions held in Listed and unlisted Indian Public Limited Companies are considered including the reporting Company. For this purpose only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.
- Mr Shashi Kant Maudgal and Mr R N Murthy were appointed as Independent Director and Executive Director during FY 2017-18. Mr. Subir Bose was appointed as an Additional Director w.e.f. 29th March, 2018. Mr. Krishnava Dutt ceased to be a Director w.e.f. 1st February, 2018.

2.3 All Independent Directors have confirmed their independence to the Company.

2.4 The Non-executive Directors have no pecuniary relationship or transactions with the Company in their personal capacity.

2.5 None of the Directors of the Company has inter-se relations amongst themselves.

2.6 The minimum information to be placed before Board of Directors as mentioned in Part A of Schedule II of the SEBI Regulation 2015 was made available to the Board members. The Board periodically reviews compliance reports of all laws applicable to the Company.

2.7 The Company has adopted the Tata Code of Conduct for the Managing Director, Senior Management Personnel and other employees of the Company. It has also adopted a separate Code of Conduct for the Non-Executive Directors and Independent Directors of the Company. Both the Codes of Conduct are posted on the website of the Company. The Company has received confirmations from the Non-Executive Directors, Managing Director and Senior Management Personnel regarding compliance with their Code of Conduct for the year ended 31.03.18. A declaration to this effect signed by the Managing Director forms part of the Directors' Report.

2.8 ATTENDANCE RECORD OF THE DIRECTORS

During the year eight meetings of the Board of Directors were held on 03.04.2017, 21.04.2017, 11.05.2017, 06.06.2017, 21.07.2017, 23.10.2017, 22.01.2018 and 29.03.2018. The Companies Act, 2013 (the Act) has permitted the participation of Directors in Board Meetings through electronic mode. In compliance with the Act, some of the Directors participated through electronic mode at the aforesaid Board Meetings.

Sl. No.	Name of Director	No. of Board Meetings		Attendance at last AGM held on
		Held during the year	Attended during the year	25th July, 2017
1	Mr. Koushik Chatterjee	8	8	Yes
2	Mr. Anand Sen	8	4	No
3	Mr. Dipak Kumar Banerjee	8	5	Yes
4	Mr. B N Samal	8	8	Yes
5	Dr. Sougata Ray	8	8	Yes
6	Ms. AtrayeeSanyal	8	7	Yes
7	Mr. Shashi Kant Maudgal	8	6	No
8	Mr. Krishnava Dutt	8	3	Yes
9	Mr. Subir Bose @	8	1	NA
10	Mr. Tarun Kumar Daga	8	8	Yes
11	Mr. R N Murthy	8	4	Yes

@ Mr. Subir Bose was appointed as Additional Independent Director wef 29th March, 2018

**3. AUDIT COMMITTEE**

3.1 Brief Description of terms of reference

- The Audit Committee of the Company was initially constituted on 20.04.87.
- The Audit Committee acts in accordance with the broad terms of reference specified by the Board of Directors in adherence to Section 177 of the Companies Act, 2013 (the Act).
- The scope of activities of the Audit Committee includes the areas laid out in Section 177 of the Act and Part C of Schedule II of the SEBI Regulation 2015.

3.2 During the year six meetings of the Audit Committee were held on 20.04.2017, 08.05.2017, 05.06.2017, 20.07.2017, 14.10.2017 and 17.01.2018.

3.3 The Audit Committee met on 16.04.2018 and reviewed the Annual Audited Accounts of the Company for the year ended 31st March 2018 before recommending the same to the Board of Directors. The Audit Committee had also periodically reviewed the Audited Financial Results during the year before recommending the same to the Board of Directors for adoption and publication.

3.4 During the year the Audit Committee comprised of Mr. Dipak Kumar Banerjee, Chairman (Independent Director), Dr. Sougata Ray (Independent Director), Mr. Krishnava Dutt (Independent Director) and Ms. Atrayee Sanyal (Non-executive Director) as Members. Mr. Krishnava Dutt ceased to be the member w.e.f. 01.02.2018 consequent upon his resignation from Directorship of the Company.

3.5 The composition of the Committee during the financial year and the number of meetings attended by each of the Directors are given below :

Sl. No.	Name of Director	Position	No. of Meetings	
			Held	Attended
1	Mr. Dipak Kumar Banerjee	Chairman	6	5
2	Dr. Sougata Ray	Member	6	6
3	Ms. Atrayee Sanyal	Member	6	6
4	Mr. Krishnava Dutt*	Member	6	2

\*Mr. Krishnava Dutt ceased to be member of the committee w. e. f. 1st February, 2018

- 3.6 All the members of the Committee have accounting or related financial management expertise.
- 3.7 The Chairman of the Audit Committee, Mr. Dipak Kumar Banerjee was present in the last Annual General Meeting held on 25th July, 2017. The Chief Financial Officer, Chief Internal Auditor and the Statutory Auditors were present at all the Audit Committee meetings as invitees.
- 3.8 The Company Secretary, Mr. Kaushik Seal is the Secretary to the Audit Committee and was present at all the meetings held since the date of his appointment as the Company Secretary.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

- 4.1 In order to comply with Section 178 of the Act the erstwhile Remuneration Committee of the Company was renamed as Nomination and Remuneration Committee (NRC) at the meeting of the Board of Directors held on 22.04.2014.
- 4.2 During the year the NRC comprised of Mr. Dipak Kumar Banerjee as Chairman (Independent Director), Mr. Koushik Chatterjee (Non-Executive Director) and Dr. Sougata Ray (Independent Director) as members.
- 4.3 The role of NRC includes the areas laid out in Section 178 of the Act and Part D of Schedule II of the SEBI Regulation, 2015.
- 4.4 During the year three meetings of the NRC were held on 21.04.2017, 06.06.2017 and 29.03.2018. The number of meetings attended by each of the Directors is given below :

Sl. No.	Name of Director	Position	No. of Meetings	
			Held	Attended
1.	Mr. Dipak Kumar Banerjee	Chairman	3	2
2.	Mr. Koushik Chatterjee	Member	3	3
3.	Dr. Sougata Ray	Member	3	3

- 4.5 The Board of Directors on recommendation of the NRC and in accordance with the Guidance Note on Board Evaluation issued by SEBI on 5th January, 2017 has adopted a policy for evaluation of the Board, its Committees and Directors and the same has been discussed in the Directors' Report forming part of this Annual Report. The evaluation process covered the aspects relating to frequency of Board meetings, participation in long-term strategic planning, fulfillment of Director's obligation and fiduciary responsibilities.

#### Details of remuneration for year ended 31.03.2018

##### (i) Non-Wholetime Directors

Sl. No.	Name of Director	Commission (₹)	Sitting Fees Paid (₹)
1	Mr. Koushik Chatterjee	Waived <sup>1</sup>	Waived <sup>1</sup>
2.	Mr. Anand Sen	Waived <sup>1</sup>	Waived <sup>1</sup>
3.	Mr. Dipak Kumar Banerjee	8,60,215	2,60,000
4.	Mr. B N Samal	5,59,140	2,20,000
5.	Dr. Sougata Ray	10,32,258	4,40,000
6.	Ms. Atrayee Sanyal	Waived <sup>1</sup>	Waived <sup>1</sup>
7.	Mr. Krishnava Dutt	2,15,054	1,00,000
8.	Mr. Shashi Kant Maudgal	3,01,075	1,40,000
9	Mr. Subir Bose	43,011	20,000

Note : <sup>1</sup> Waived sitting fees for attending meetings and also commission entitlement for the financial year.

The total amount of commission to be paid to the Non-Executive Directors is approved by the Board and thereafter paid to each Non-Executive Director based on the proportion to their attendance in Board and Committee meetings during FY 2017-18. However, The Non-executive Non-Independent Directors in the Board had waived their sitting fees as provided in the notes to the above table and had also waived commission entitlement.

The sitting fees as on 31.03.2018 paid to the Non-executive Directors for attending each Board and Committee Meetings are as follows:

Sl. No.	Type of Meeting	Sitting Fees per Meeting
1.	Board Meeting	20,000
2.	Audit Committee	20,000
3.	Nomination and Remuneration Committee	20,000
4.	Corporate Social Responsibility Committee	20,000
5.	Stakeholders' Relationship Committee	20,000
6.	Meeting of Independent Directors	20,000

None of the Non-executive Directors are holding any shares of the Company, except Mr. Koushik Chatterjee who holds 1000 equity shares of the Company as on 31.03.2018.

**ii) Wholetime Directors**

Name	Salary	Allowance and Perquisites	Contribution to Provident and other funds	Performance linked bonus	Stock Options
Mr. Tarun Kumar Daga	40.43	33.50	10.92	60.65	-
Mr. R N Murthy	29.91	18.90	8.07	44.86	-

Note: The above remuneration do not include post retiral benefits and other long term benefits. Remuneration of Mr. R N Murthy is for the part of the financial year (1st July, 2017 to 31st March, 2018).

**Period of contract of MD :** Mr. Tarun Kumar Daga was reappointed as the Managing Director at the Meeting of the Board of Directors held on 22.04.14 based upon the recommendation of the Remuneration Committee for a period of 5 years w.e.f 17.06.2014 to 16.06.2019. The Shareholders at the Annual General Meeting held on 05.09.2014 approved the appointment and the terms of remuneration.

The contract may be terminated by either party giving the other party 3 months' notice or the Company paying 3 months' salary in lieu thereof.

Severance fees - Nil.

The Company at present has no stock option scheme.

**Period of contract of ED :** Mr. R N Murthy was appointed as the Executive Director at the Meeting of the Board of Directors held on 06.06.2017 based upon the recommendation of the Nomination and Remuneration Committee for a period of 3 years w.e.f 01.07.2017 to 30.06.2020. The Shareholders at the Annual General Meeting held on 25.07.2017 approved his appointment and the terms of remuneration.

The contract may be terminated by either party giving the other party 3 months' notice or the Company paying 3 months' salary in lieu thereof.

Severance fees - Nil.

The Company at present has no stock option scheme.

**5. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

5.1 The Shareholders' Grievance Committee was constituted on 19.03.2001 to specifically look into the redressal of shareholders' grievances relating to transfer of shares, non-receipt of dividend, non-receipt of balance sheet and any other matters concerning shareholders' grievance.

5.2 Pursuant to the notification of the Companies Act, 2013, the Shareholders' Grievance Committee was renamed as Stakeholders' Relationship Committee (the Committee) at the meeting of the Board of Directors held on 22.04.2014.

- 5.3 The Committee was reconstituted on 31st March, 2017. The Committee presently comprises of Mr. B N Samal (Independent Director) as Chairman, Mr. Anand Sen (Non-Executive Director) and Dr. Sougata Ray (Independent Director) as Member. Mr. Kaushik Seal, Company Secretary is the Compliance Officer of the Company.
- 5.4 During the financial year two meetings of the Stakeholders' Relationship Committee were held on 13.09.2017 and 27.02.2018 which were attended by all three members of the Committee as on the date of the meeting.
- 5.6 The role of Stakeholders' Relationship Committee includes as specified in part D of Schedule II of the SEBI Regulation, 2015.
- 5.7 The details of shareholders' grievances received and attended during FY 2017-18 were as follows :
- Number of pending complaints as on 31.03.2017 - 0
  - Number of complaints received during the year ended 31.03.2018 - 4
  - Number of complaints disposed off during the year ended 31.03.2018 - 3
  - Number of complaints not solved to the satisfaction of the shareholders during the year ended 31.03.2018- 1
  - Number of pending complaints as on 31.03.2018 - 1
- The number of share transfers pending as on 31.03.2018- 11
- 5.8 TSR Darashaw Limited is the Registrar and Share Transfer Agent of the Company. The delegated authority is taking measures so that share transfer formalities are attended to at least once in a fortnight. The Company Secretary is also authorised by the Board to do all acts, deeds and matters and sign all documents that may be required in the matter relating to shares from time to time.

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- 6.1 The Corporate Social Responsibility Committee was constituted on 22.04.2014 to formulate and recommend to the Board, a Corporate Social Responsibility Policy regarding the activities to be undertaken by the Company as specified in Schedule VII of the Act. The Committee shall also recommend the amount of expenditure to be incurred on the activities as mentioned above and monitor the Corporate Social Responsibility Policy of the Company from time to time.
- 6.2 The Committee presently comprises of Mr. Anand Sen - Chairman (Non-executive Director), Dr.Sougata Ray (Independent Director) and Mr. Tarun Kumar Daga (Managing Director) as Members.
- 6.3 During the year two meetings of the Corporate Social Responsibility Committee were held on 13.09.2017 and 27.02.2018 which were attended by all the three members of the Committee.

## 7. MEETING OF INDEPENDENT DIRECTORS

During the financial year a meeting of the Independent Directors was held on 23.03.2018 which was attended by all the Independent Directors as on that date i.e. Mr. Dipak Kumar Banerjee, Mr. B. N. Samal, Dr. Sougata Ray and Mr Shashi Kant Maudgal. At this meeting the Independent Directors reviewed the performance of the Board, Chairman of the Board and Non Independent Directors in line with the requirement of Regulation 25(4) of SEBI Regulations, 2015.

## 8. GENERAL BODY MEETINGS

- 8.1 Location and time, where last three Annual General Meetings (AGM) were held :

Year	AGM/ EGM	Location	Date	Time	No. of Special Resolutions
2014-15	AGM	Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata 700001	23.09.2015	3.00 PM	0
2015-16	AGM	Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata 700001	30.06.2016	11.00 AM	0
2016-17	AGM	Kala Mandir, Sangit Kala Mandir Trust 48, Shakespeare Sarani Kolkata - 700017	25.07.2017	3.00 PM	0

During the year under review, no Resolution was passed by postal ballot and there is no proposal pending as on date for approval as Special Resolution through Postal Ballot.

- 8.2 As per the provisions of the Act and erstwhile Listing Agreement with the Stock Exchanges the shareholders were given option to vote on all resolutions through electronic means, and by means of ballot at the AGM. Mr A K Labh of A K Labh & Co., Practicing Company Secretaries (Membership No. FCS. 4848/ CP 3238) was appointed as Scrutinizer to scrutinize the voting process connected with the AGM.
- 8.3 Particulars of the Director seeking re-appointment at the ensuing Annual General Meeting is given in the Notice convening the Annual General Meeting as required under Regulation 36(3) of the SEBI Regulation, 2015.

## **9. DISCLOSURES**

- 9.1 The Company had adopted a policy on dealing with Related Party Transactions and the same is disclosed at [http://www.tatatinplate.com/Related\\_Party\\_Policy\\_TCIL.pdf](http://www.tatatinplate.com/Related_Party_Policy_TCIL.pdf).

In accordance with Regulation 27(2)(b) of SEBI Regulation 2015 all material transactions with related parties have been disclosed quarterly along with the compliance report on Corporate Governance. Following are the four material related party transactions for the year ended 31.03.2018 :

<b>Sl. No.</b>	<b>Name of the Company</b>	<b>Relationship</b>	<b>Nature of Transaction</b>	<b>Amount Rs/lacs</b>
1.	Tata Steel Limited	Holding Company	Purchase of Electrolytic Tinplate <sup>1</sup>	10,405.76
2.	Tata Steel Limited	Holding Company	Conversion Income <sup>1</sup>	18,598.45
3.	Tata Steel Limited	Holding Company	Purchase of Hot Rolled Coils <sup>2</sup>	1,32,934.46
4.	Tata Steel Limited	Holding Company	Purchase of Power <sup>2</sup>	10,242.34

- Note : 1. Approved by shareholders by way of Postal Ballot dated 25th June, 2015  
 2. Approved by shareholders at the AGM of the Company held on 25th July, 2017

For the details of all related party relationships and transactions as required by the Indian Accounting Standard - 24 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India please refer Note No 38 of notes to the Audited Financial Statements for the year ended 31.03.2018.

- 9.2 The Company has adopted a Risk Management Policy and has laid down procedures for informing the Board members about the risk assessment and minimization procedures.
- 9.3 The Company has formulated a Whistle Blower Policy and established a Vigil Mechanism for Directors and Employees and the same has been disclosed on the Company's website at <http://www.tatatinplate.com/VigilMechanism.pdf>. The Management affirms that no personnel has been denied access to the Chairman of the Audit Committee.
- 9.4 The Senior Management has informed the Board in accordance with Regulation 26(5) of the SEBI Regulation, 2015 that they are not having any personal interest in material, commercial and financial transactions of the Company that may have potential conflict with the interest of the Company at large.
- 9.5 The Managing Director and Chief Financial Officer have given the necessary certificates as required under Regulation 17(8) of SEBI Regulation, 2015.
- 9.6 The Company has issued formal appointment letters to all Independent Directors and the terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company at <http://www.tatatinplate.com/Termsandcondition.pdf>. The appointments of Independent Directors are in compliance with Regulation 25(1) and (2) of SEBI Regulation, 2015.
- 9.7 The Company has adopted a policy on remuneration for Directors, Key Managerial Personnel and other employees and has laid down evaluation criteria for Independent Directors. The details of the above policies form part of the Directors' Report.

All new Independent Directors (IDs) inducted into the Board are provided with copies of the Board and Board Committee Charter, Tata Code of Conduct, last published Annual Reports, Whistle Blower Policy and schedule of upcoming Board and Committee meetings

which help them to familiarize with the Company. Periodically presentations are sent to the Independent Directors to familiarize them with the strategy, operations and functioning of the Company.

The Company has adopted a policy on Independent Director's Familiarization and Continuing Education Programme. The details of the policy are available at <http://www.tatatinplate.com/IndependentDirectorFamiliarizationEducationProgramme.pdf>.

- 9.8 Management Discussion and Analysis is annexed to the Directors' Report to shareholders and forms part of Annual Report.
- 9.9 Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years - Nil.
- 9.10 None of the Non-executive Director has any pecuniary relationship or transactions with the Company.
- 9.11 All the mandatory requirements in respect of Corporate Governance under SEBI Regulation 2015 have been appropriately complied.
- 9.12 The Company has complied with all other requirements specified in Regulation 17 to 27 and applicable Clauses of Sub Regulation (2) of Regulation 46 of SEBI (LODR).

## 10. MEANS OF COMMUNICATION

- 10.1 In compliance with the requirements of the SEBI Regulation 2015, the Company, on quarterly basis, intimates audited financial results to the Stock Exchanges after they are taken on record by the Board. Further, coverage is given for the benefit of the Shareholders and Investors by publication of the financial results in the Business Standard / Financial Express (English) and Aajkal (Bengali).
- 10.2 The financial results of the Company are also put on the website of the Company after these are submitted to the Stock Exchanges. Official information like press releases are also available on the website. The Company's website address is [www.tatatinplate.com](http://www.tatatinplate.com). The shareholders are free to communicate their grievances and queries to the Company through email id: [company.secretariat@tatatinplate.com](mailto:company.secretariat@tatatinplate.com). The contact details of the Company Secretary, responsible for assisting and handling investor grievance are made available on the Company's website.

## 11. GENERAL INVESTORS INFORMATION

### Annual General Meeting

Date & Time	:	3rd July, 2018 at 10.30 am
Venue	:	Kalamandir, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700 017

### Financial Year [April 2018 to March 2019]

Financial Reporting for quarter ending 30.06.2018	-	July 2018
Financial Reporting for half year ending 30.09.2018	-	October 2018
Financial Reporting for quarter ending 31.12.2018	-	January 2019
Financial Reporting for the year ending 31.3.2019	-	April 2019
Annual General Meeting for the year 2019	-	July 2019

**Date of Book closure** : Tuesday, 19th June, 2018 to Tuesday 3rd July, 2018

**Dividend Payment Date** : On and from 6th July, 2018

### Listing on Stock Exchanges

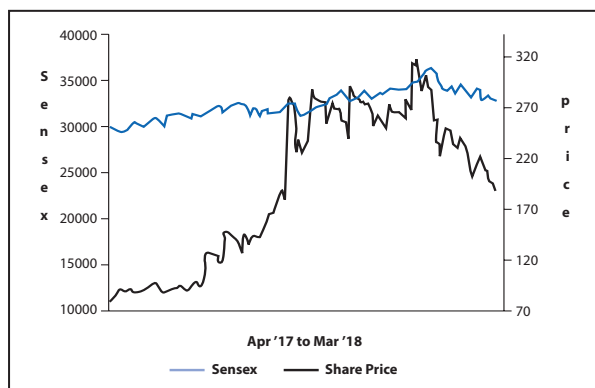
	Stock Code /Symbol
BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	504966
National Stock Exchange of India Ltd. "Exchange Plaza", Bandra - Kurla Complex, Bandra (E) , Mumbai - 400051	TINPLATE EQ

Annual Listing fees for FY 2018-19 in respect of both the Stock Exchanges have been paid

The closing high and low market prices , average volume, average number of trades and average value of shares during each month at BSE Ltd. during April 2017 to March 2018 were as follows :

MONTH	HIGH (Closing)	LOW (Closing)	Average per day		
			Avg. Volume / day	Avg. No. of Trades / day	Avg. Value / day ( ` )
April '17	91.10	79.40	183397	1445	16139456
May '17	95.65	85.85	127474	1066	11727639
June '17	95.55	86.95	109705	967	10118052
July '17	147.15	109.45	946528	10071	123141192
August '17	163.05	127.20	418320	4126	61055912
September '17	277.70	159.00	1057414	10993	236616470
October '17	285.30	235.00	570170	6636	153309642
November '17	288.15	240.15	484317	5810	133186627
December '17	270.10	249.05	218241	2989	57178437
January '18	313.65	255.15	645488	7264	191183949
February '18	257.10	222.15	273888	3136	6531599
March '18	230.60	187.65	191581	2118	39986402

**Performance of TCIL Share Price in comparison to BSE Sensex**



**Registrar & Share Transfer Agent**

TSR Darashaw Limited was appointed as the Registrar and Share Transfer Agent of the Company with effect from 01.04.2002 for the Equity Shares held in both physical and dematerialized form. Their address for communication :

Head Office	Branch Office
TSR Darashaw Limited 6-10 Haji Moosa Patrawala Ind Estate 20, Dr. E Moses Road, Mahalaxmi Mumbai 400 011 Tel No. (022) 6656 8484 Fax No. (022) 6656 8494 E-mail : csg-unit@tsrdarashaw.com	TSR Darashaw Limited Tata Centre, 1st Floor 43, J.L.Nehru Road Kolkata 700071 Tel No. (033) 2288 3087 Fax No. (033) 2288 3062 E-mail : tsrdlcal@tsrdarashaw.com

ISIN in respect of Equity Share is INE 422C01014.

**Share Transfer System**

Share transfer in physical form can be lodged with TSR Darashaw Ltd. at the above mentioned addresses or at their branch offices, addresses of which are available on their website or at the Registered Office of the Company. In respect of the shares held in dematerialized mode, shareholders can change address, name etc. directly with the concerned Depository Participants.

In compliance with Regulation 40(9) of SEBI Regulation, 2015 all certificates have been issued within thirty days of the date of lodgment for transfer, subdivision, consolidation, renewal and exchange or endorsement of calls / allotment monies as applicable during FY 2017-18.



The transfers in physical form are normally processed within 15 days if technically found to be in order and complete in all respects. As per directive issued by SEBI dated 27.12.2000 it is compulsory to trade in the Company's Equity Shares in dematerialized form.

### Distribution of Shareholding

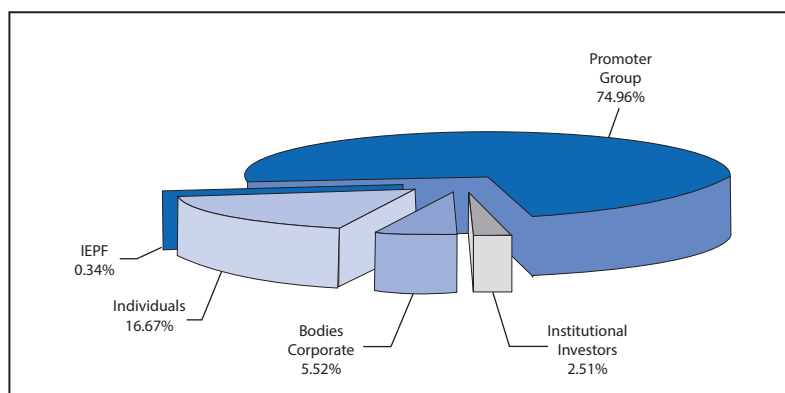
The distribution of Shareholding as on 31.03.2018 and 31.03.2017 are as follows :

In the Range of	31.03.2018 No. of Shareholders	Percent %	31.03.2017 No. of Shareholders	Percent %
1 to 500	54,951	89.94	39,412	86.17
501 to 1000	3,389	5.55	3,469	7.58
1001 to 2000	1,515	2.48	1,546	3.38
2001 to 3000	475	0.78	483	1.06
3001 to 4000	218	0.36	231	0.51
4001 to 5000	182	0.30	177	0.39
5001 to 10000	207	0.34	255	0.49
10001 and above	163	0.27	193	0.42
<b>Total</b>	<b>61100</b>	<b>100.00</b>	<b>45736</b>	<b>100.00</b>

### Shareholding pattern as on 31.03.2018 is as follows :

Category	Shares held	% of Shareholding
<b>I. PROMOTERS HOLDING</b>		
Tata Steel Ltd	78,457,640	74.96
<b>II. PUBLIC SHAREHOLDING</b>		
<b>A. Institutions</b>		
Mutual Funds / UTI	6,417	0.01
Financial Institutions / Banks	162,419	0.16
Insurance Companies	1,650	0.00
Foreign Institutional Investors / FPIs	2,451,407	2.34
<b>B. Non-Institution</b>		
Bodies Corporate / Clearing Members / Clearing House / LLP	57,50,462	5.49
Individuals –		
Individual shareholders holding nominal share capital upto Rs. 2 Lakhs	1,56,05,301	14.91
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	18,40,805	1.76
Directors & their Relatives	1,000	0.00
Trusts	1,915	0.00
NBFCs Registered with RBI	33,708	0.03
IEPF	3,54,914	0.34
<b>Total</b>	<b>10,46,67,638</b>	<b>100.00</b>

### Equity Shareholding Group as on 31.03.2018



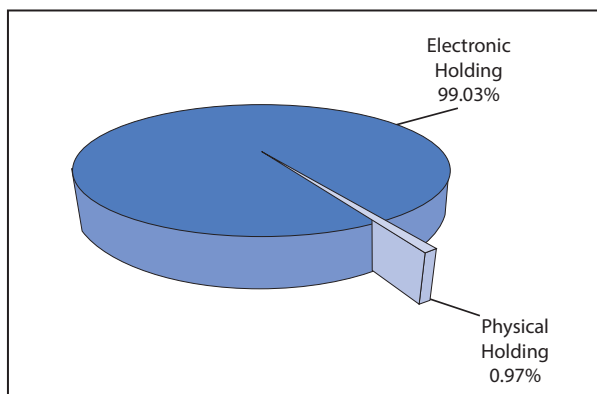
**Dematerialisation of Shares and Liquidity**

As on 31.03.2018 the status of dematerialised securities of the Company are as follows :

Type of Securities	Dematerialised Holding	Percentage
Equity Shares	10,36,50,464	99.03

For the purpose of dematerialization, agreements have been signed by the Company with National Securities Depository Limited and Central Depository Services (India) Limited, whereby the security holders have an option to dematerialise their shares with either of the depositories.

**Break up of Equity Shares held in Electronic and Physical Form**



**Equity Shares**

**Foreign Exchange Risk Management**

The Company uses derivative financial instruments such as forwards, as per the Foreign Exchange Risk Management Policy approved by the Board of Directors and these forwards are used to hedge its risk associated with foreign exchange fluctuation. Such derivative financial instruments are used as risk management tools and not for speculative purpose.

**Plant Location :**

TCIL WORKS :

The Tinsplate Company of India Limited  
 Golmuri, Singhbhum (East), Jamshedpur 831003  
 Tel No. (0657) 2342208  
 E-mail : work.office@tatatinsplate.com

**Address for correspondence:**

REGISTERED OFFICE:

The Tinsplate Company of India Limited  
 4, Bankshall Street, Kolkata 700001  
 Tel. No. (033) 2243-5401/5407/5410  
 Fax No. (033) 2230 4170  
 E-mail : company.secretariat@tatatinsplate.com

## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

### To the Members of The Tinplate Company of India Limited

We have examined the compliance of conditions of Corporate Governance by The Tinplate Company of India Limited ("the Company") in terms of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the year ended 31.03.2018.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For A. K. LABH & Co.**

Company Secretaries

**CS A. K. LABH**

Practicing Company Secretary

FCS – 4848 / CP No.- 3238

Place : Kolkata

Dated : 24th April, 2018