TINPLATE

THE TINPLATE COMPANY OF INDIA LIMITED

April 14, 2016

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex, Bandra (East)
Mumbai 400051

Dear Sir,

Compliance Report on Corporate Governance

In compliance with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the following:

i) Quarterly Corporate Governance Report for the quarter ended 31st March, 2016

ii) Yearly Corporate Governance Report for the year ended 31st March, 2016

Yours faithfully,
THE TINPLATE COMPANY OF INDIA LIMITED

(KAUSHIK SEAL)
COMPANY SECRETARY

Encls.

Registered Office 4 Bankshall Street Kolkata 700 001 India Tel 91 33 22435401 / 07 / 10 Fax 91 33 22304170
Works Golmuri Jamshedpur 831 003 Jharkhand India Tel 91 0657 2342130 Fax 91 0657 2340517
Corporate Identity Number : L28112WB1920PLC003606 Website : www.tatatinplate.com

A TATA Enterprise

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity: The Tinplate Company of India Limited
2. Quarter ending : As on 31st March, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / ~~cessation~~	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation)	Number of membership in Audit / Stakeholders' Relationship Committee(s) including this listed entity (Refer regulation 26(1) of Listing Regulation)	No. of post of Chairperson in Audit / Stakeholders' Relationship Committee(s) held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation)
Mr.	Koushik Chatterjee	PAN-AETPC4136N, DIN- 00004989	Chairperson – Non-Executive	25.10.2004	NA	3	1	Nil
Mr.	Anand Sen	PAN-AIRPS9920Q, DIN-00237914	Non-Executive	25.07.2002	NA	2	1	1
Mr.	Dipak Kumar Banerjee	PAN-AESPB2776A, DIN-00028123	Independent	05.09.2014	5 Years	6	5	4
Mr.	B N Samal	PAN-AAACL0582H, DIN-00429902	Independent	22.01.2015	5 Years	1	1	Nil
Mr.	Ashok Kumar Basu	PAN-AFCPB2913A, DIN- 01411191	Independent	05.09.2014	2 Years 7 Months	3	6	4

THE TINPLATE COMPANY OF INDIA LTD.

Dr.	Sougata Ray	PAN-AERPR8519N, DIN- 00134136	Independent	05.09.2014	5 Years	1	1	Nil
Ms	Atrayee Sanyal	PAN-AIVPS2674R, DIN-07011659	Non-Executive	22.01.2015	NA	1	1	Nil
Mr	Tarun Kumar Daga	PAN-ACPPD1524M, DIN-01686499	Executive (Managing Director)	09.03.2009	NA	1	Nil	Nil

*Tenure represents the period for which the Independent Director is appointed.

II. Composition of Committees

Name of Committee	*Name of Committee members*	*Category (Chairperson / Executive/Non-executive/Independent/Nominee)*
1. Audit Committee	Mr. Dipak Kumar Banerjee	Chairperson - Independent
	Mr. Ashok Kumar Basu	Independent
	Dr. Sougata Ray	Independent
	Ms. Atrayee Sanyal	Non-Executive
2. Nomination & Remuneration Committee	Mr. Dipak Kumar Banerjee	Chairperson - Independent
	Mr. Koushik Chatterjee	Non-Executive
	Mr. Ashok Kumar Basu	Independent
3. Risk Management Committee (if Applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Ashok Kumar Basu	Chairperson - Independent
	Mr. Anand Sen	Non-Executive
	Mr. B N Samal	Independent

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	*Date(s) of Meeting (If any) in the relevant quarter*	*Maximum gap between any two consecutive (in number of days)*
19th October, 2015	18th January, 2016	90 days

THE TINPLATE COMPANY OF INDIA LTD.

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	*Whether requirement of Quorum met (details)*	*Date(s) of meeting of the committee in the previous quarter*	*Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting: 16th January, 2016	Yes – All members were present	Audit Committee Meeting: 17th October, 2015	90 days

V. Related Party Transactions	
Subject	*Compliance status (Yes/No/NA)*
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes#
Whether details of RPT entered into pursuant to omnibus approval have been received by Audit Committee	Yes
# Note: Details of material transactions with related party is provided in Annexure.	

VI. Affirmative

1. The composition of Board of Directors is in terms of SEBI (Listing obligation and disclosure requirement) Regulation, 2015.
2. The composition of the following committee is in terms of SEBI (Listing obligation and disclosure requirements) Regulation, 2015
   a. Audit Committee
   b. Nomination & remuneration Committee
   c. Stakeholders relationship committee
   d. Risk management committee (applicable to the top 100 listed entities) – Not applicable
3. The committee members have been made aware of their power, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirement)Regulation, 2015
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulation, 2015
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors.

THE TINPLATE COMPANY OF INDIA LTD.

KAUSHIK SEAL
Company Secretary

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(COMPANY SECRETARY)

ANNEXURE

DETAILS OF MATERIAL TRANSACTIONS WITH RELATED PARTY FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2016

Sl No.	Name of the Company	Relationship	Nature of Transaction	Amount (Rs. lakhs) 12months Fy16	Amount (Rs. lakhs) Q4 Fy16
1.	Tata Steel Limited	Holding Company	Purchase of Electrolytic Tinplate	21,266.69	3,982.86
2.	Tata Steel Limited	Holding Company	Conversion Income	60,264.16	13,942.80

THE TINPLATE COMPANY OF INDIA LTD.

YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity: The Tinplate Company of India Limited
2. For the Financial Year 2015-16

I. Disclosure on website in terms of Listing Regulations	
Item	**Compliance status (Yes/No/NA)**
Details of Business	**Yes**
Terms and conditions of appointment of independent directors	**Yes**
Composition of various committees of board of directors	**Yes**
Code of conduct of board of directors and senior management personal	**Yes**
Details of establishment of vigil mechanism/Whistle Blower policy	**Yes**
Criteria for making payments to non- executive directors	**NA**
Policy on dealing with related party transactions	**Yes**
Policy for determining 'material' subsidiaries	**NA**
Details of familiarization programmes imparted to independent director	**Yes**
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	**Yes**
Email address for grievance redressal and other relevant details	**Yes**
Financial Results	**Yes**
Shareholding pattern	**Yes**
Details of agreements entered into with the media companies and/or their associates	**NA**
New name and the old mane of the listed entity	**NA**

II. Annual Affirmations

Particulars	Regulation Number	Compliance status(Yes/No/NA)
Independent directors have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) &25(6)	**Yes**
Board composition	17(1)	**Yes**
Meeting of Board of Directors	17(2)	**Yes**
Review of Compliance Report	17(3)	**Yes**
Plans for orderly succession for appointments	17(4)	**Yes**
Code of Conduct	17(5)	**Yes**
Fees/Composition	17(6)	**Yes**

THE TINPLATE COMPANY OF INDIA LTD.

Particulars	Regulation Number	Compliance status(Yes/No/NA)
Minimum information	17(7)	**Yes**
Compliance certificate	17(8)	**Yes**
Risk Assessment & Management	17(9)	**Yes**
Performance Evaluation of Independent Directors	17(10)	**Yes**
Composition of Audit Committee	18(1)	**Yes**
Meeting of Audit Committee	18(2)	**Yes**
Composition of nomination & remuneration committee	19(1) & (2)	**Yes**
Composition of Stakeholder Relationship Committee	20 (1) & (2)	**Yes**
Composition and role of risk management committee	21(1), (2),(3),(4)	**NA**
Vigil Mechanism	22	**Yes**
Policy for related party transaction	23 (1),(5),(6),(7)& (8)	**Yes**
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	**Yes**
Approval of material related party transaction	23(4)	**Yes**
Composition of Board of Directors of unlisted material Subsidiary	24(1)	**NA**
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &(6)	**NA**
Maximum Directorship and tenure	25 (1) & (2)	**Yes**
Meeting of Independent Director	25(3) & (4)	**Yes**
Familiarization of Independent directors	25(7)	**Yes**
Membership in Committees	26(1)	**Yes**
Affirmation in compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	**Yes**
Disclosure of Shareholding by Non-Executive Director	26(4)	**Yes**
Policy with respect to Obligation of directors and senior management	26(2) & 26(5)	**Yes**

II. Affirmation:

The Listed Entity has approved Material Subsidiary Policy and Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – ***NOT APPLICABLE***

THE TINPLATE COMPANY OF INDIA LTD.

KAUSHIK SEAL
(COMPANY SECRETARY)

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Company Secretary