

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity : The Tinsplate Company of India Limited
2. Quarter ending : As on 30th September, 2018

| 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 | 4 | 1 | Nil |
| Mr. | Anand Sen | PAN-AIRPS9920Q, DIN-00237914 | Non-Executive | 25.07.2002 | NA | 3 | 1 | 1 |
| Mr. | Dipak Kumar Banerjee | PAN-AESPB2776A, DIN-00028123 | Independent | 05.09.2014 | 5 Years | 6 | 7 | 3 |
| Mr. | B N Samal | PAN-ABSPS9630F, DIN-00429902 | Independent | 22.01.2015 | 5 Years | 1 | Nil | 1 |
| Dr. | Sougata Ray | PAN-AERPR8519N, DIN- 00134136 | Independent | 05.09.2014 | 5 Years | 1 | 2 | Nil |
| Ms | Atrayee Sanyal | PAN-AIVPS2674R, DIN-07011659 | Non-Executive | 22.01.2015 | NA | 1 | 1 | Nil |

| | | | | | | | | |
|-----|-----------------------|-------------------------------------|-------------------|------------|-----------------|---|-----|-----|
| Mr. | Shashi Kant Maudgal | PAN – AEWPM3880Q DIN – 00918431 | Independent | 21.04.2017 | 5 Years | 1 | Nil | Nil |
| Mr. | Subir Bose | PAN – AAOPB0781H DIN - 00048451 | Independent | 29.03.2018 | 1 Year 9 Months | 2 | 1 | Nil |
| Mr. | R N Murthy Note. 1 | PAN - ADMPPM9084F DIN - 06770611 | Managing Director | 10.07.2018 | NA | 1 | Nil | Nil |

Note 1. Mr. R N Murthy was appointed as Managing Director w.e.f. 10th July, 2018 in place of Mr. Tarun Kumar Daga.

II. Composition of Committees

| <i>Name of Committee</i> | <i>Name of Committee members</i> | <i>Category (Chairperson / Executive/Non-executive/Independent/Nominee)</i> |
|--------------------------|----------------------------------|---|
| 1. Audit Committee | Mr. Dipak Kumar Banerjee | Chairperson - Non-Executive Independent |
| | Dr. Sougata Ray | Member - Non-Executive Independent |
| | Ms. Atrayee Sanyal | Member - Non-Executive Non-Independent |
| | Mr. Subir Bose * | Member - Non-Executive Independent |

*Mr. Subir Bose was appointed as Audit Committee member w.e.f. 14th September, 2018.

| | | |
|--|--------------------------|---|
| 2. Nomination & Remuneration Committee | Mr. Dipak Kumar Banerjee | Chairperson - Non-Executive Independent |
| | Mr. Koushik Chatterjee | Member - Non-Executive Non-Independent |
| | Dr. Sougata Ray | Member - Non-Executive Independent |
| 3. Risk Management Committee (if Applicable) | NA | NA |
| 4. Stakeholder's Relationship Committee | Mr. B N Samal | Chairperson – Non-Executive Independent |
| | Mr. Anand Sen | Member - Non-Executive Non-Independent |
| | Dr. Sougata Ray | Member - Non-Executive Independent |

III. Meeting of Board of Directors

| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (If any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|--|--|--|
| 24 th April, 2018 | - | - |
| | 6 th July, 2018 | 72 |
| - | 26 th July, 2018 | 19 |

| IV. Meeting of Committees | | | |
|---|--|--|---|
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days</i> |
| - Audit Committee Meeting: 18 th July, 2018 | Yes – Requisite quorum was present | - Audit Committee Meeting: 16 th April, 2018 | 92 |
| V. Related Party Transactions | | | |
| <i>Subject</i> | | <i>Compliance status (Yes/No/NA)</i> | |
| 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 | | | |
| <ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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. | | | |
| <p>KAUSHIK SEAL (COMPANY SECRETARY)</p> | | | |

HALFYEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Listed Entity: The Tinsplate Company of India Limited

For the half year ended on 30th September, 2018

| I. Affirmation | | |
|--|---------------------------------------|----------------------------------|
| Broad heading | Regulation Number | Compliance Status (Yes / No /NA) |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46 (2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18 (1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting | 19(3) | Yes |
| Whether “Corporate Governance Report” disclosed in Annual Report | 34 (3) read with para c of schedule V | Yes |
| Note: <ol style="list-style-type: none">1. In the column “Compliance Status” compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirement of Listing Regulations. “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.2. If status is “no” details of non-compliance may be given here.3. If Listed Entity would like to provide any other information the same may be indicated here. | | |
| KAUSHIK SEAL (COMPANY SECRETARY) | | |