

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, 2019

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of Appointment	Date of Re-Appointment in the current term	Date of Cessation (Refer Circular - SEBI/HO/CFD/CMD 1/CIR/P/2019/78 dated 16.07.2019)	Tenure* of Director (In months)	Date of Birth	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation)	No. of Independent Directorship in Listed Entities including this Listed Entity (Refer Regulation 17A(1) of Listing Regulation)	Number of memberships in Audit / Stakeholders' Relationship Committee(s) held in listed entities 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	03.07.2018	NA	NA	03.09.1968	5	0	3	1
Mr.	Anand Sen	PAN-AIRPS9920Q, DIN-00237914	Non-Executive	25.07.2002	26.08.2019	NA	NA	17.09.1959	3	0	2	1
Dr.	Sougata Ray	PAN-AERPR8519N, DIN- 00134136	Independent	04.05.2011	05.09.2019	NA	160	10.09.1968	2	2	3	1

Mr.	B N Samal	PAN-ABSPPS9630F, DIN-00429902	Independent	22.01.2015	NA	NA	60	04.03.1953	1	1	NIL	1
Ms.	Atrayee Sanyal	PAN-AIVPS2674R, DIN-07011659	Non-Executive	22.01.2015	25.07.2017	NA	NA	25.05.1970	1	0	1	NIL
Mr.	Shashi Kant Maudgal	PAN – AEWPM3880 Q DIN – 00918431	Independent	21.04.2017	NA	NA	60	01.02.1954	2	2	1	NIL
Mr.	Subir Bose	PAN – AAOPB0781H DIN - 00048451	Independent	29.03.2018	NA	NA	21	10.12.1949	3	3	2	NIL
Mr.	R N Murthy	PAN - ADMPPM9084F DIN - 06770611	Managing Director	10.07.2018	NA	NA	NA	17.11.1964	1	NIL	1	NIL
Mr.	Dipak Kumar Banerjee	PAN-AESPB2776A, DIN-00028123	Independent	28.07.2003	05.09.2014	05.09.2019	229	19.02.1946	6	6	6	2

<i>Name of the Committee</i>	<i>Whether the Regular Chairperson appointed</i>	<i>Name of the Committee Members</i>	<i>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	YES	Dr. Sougata Ray	Chairperson - Non-Executive Independent	22.01.2015	NA
		Ms. Atrayee Sanyal	Member - Non-Executive Non-Independent	31.07.2015	NA
		Mr. Subir Bose	Member - Non-Executive Independent	14.09.2018	NA
		Mr. Shashi Kant* Maudgal	Member – Non-Executive Independent	09.09.2019	NA
		Mr. Dipak Kumar Banerjee	Non-Executive Independent	16.02.2008	05.09.2019

*Note: Mr. Shashi Kant Maudgal was appointed as the member of the Audit Committee w.e.f 09.09.2019. Dr Sougata Ray was appointed as the Chairman of the Audit

Committee wef 09.09.2019					
2. Nomination & Remuneration Committee	YES	Dr. Sougata Ray	Chairperson - Non-Executive Independent	31.03.2017	NA
		Mr. Koushik Chatterjee	Member - Non-Executive Non-Independent	29.04.2010	NA
		Mr. Shashi Kant Maudgal*	Member – Non-Executive Independent	09.09.2019	NA
		Mr. Dipak Kumar Banerjee	Non-Executive Independent	16.02.2008	05.09.2019
*Note: Mr. Shashi Kant Maudgal was appointed as the member of the Nomination & Remuneration Committee (NRC) w.e.f 09.09.2019. Dr Sougata Ray was appointed as the Chairman of the NRC wef 09.09.2019					
3. Risk Management Committee (if applicable)	NA	NA	NA	NA	NA
4. Stakeholders Relationship Committee	YES	Mr. B N Samal	Chairperson – Non-Executive Independent	22.01.2015	NA
		Mr. Anand Sen	Member - Non-Executive Non-Independent	16.12.2008	NA
		Dr. Sougata Ray	Member - Non-Executive Independent	31.03.2017	NA
		Mr. R.N.Murthy*	Member – Executive Director	09.09.2019	NA
*Note: Mr. R.N.Murthy was appointed as the member of the Stakeholders Relationship Committee w.e.f.09.09.2019					
5. Corporate Social Responsibility Committee	YES	Mr. Anand Sen	Chairperson - Non-Executive Non-Independent	22.04.2014	NA
		Dr. Sougata Ray	Member - Non-Executive Independent	22.04.2014	NA
		Mr. R N Murthy	Member – Executive Director	10.07.2018	NA
		Ms. Atrayee Sanyal*	Member – Non-Executive Non-Independent	09.09.2019	NA
*Note: Ms. Atrayee Sanyal was appointed as the member of the Corporate Social Responsibility Committee w.e.f.09.09.2019					

II. 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>Whether Requirement of Quorum met</i>	<i>No. of Directors Present</i>	<i>No of Independent Directors attending the Meeting</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
15 th April' 2019		Yes	8	5	89 Days

17 th May'2019		Yes	7	5	31 Days
	15 th July' 2019	Yes	9	5	58 Days
	25 th Sept' 2019	Yes	5	2	71 Days

III. 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>No. of Directors Present</i>	<i>No of Independent Directors Present</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>
15 July' 2019	Yes – Requisite quorum was present	4	3	- Audit Committee Meeting: 11 th April, 2019	94 Days

IV. 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 reviewed by Audit Committee	Yes
# Note: Details of material transactions with related party is provided in Annexure.	

V. 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 <p>This report and/or the report submitted in the previous quarter have been placed before the Board of Directors.</p>

KAUSHIK SEAL
(COMPANY SECRETARY)

HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

For the half year ended on 30th September, 2019

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 ¹	18 (1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting ¹	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34 (3) read with para c of schedule V	Yes
Note: 1. Mr Dipak Kumar Banerjee, Independent Director of the Company and the Chairman of Audit Committee and Nomination and Remuneration Committee ('NRC') (as on the date of the last AGM) was unable to participate in the proceedings of the 100 th Annual General Meeting of the Company held on August 26, 2019, due to personal exigencies. In his absence, he had nominated Dr Sougata Ray, Independent Director and Member of Audit Committee and NRC to respond to questions that the Shareholders may have on the Audit Committee and Nomination and Remuneration Committee process of the Company.		
KAUSHIK SEAL (COMPANY SECRETARY)		