

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, 2021

Composition of Board of Directors													
Title (Mr. / Ms.)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of Appointment	Date of Re-Appointment in the current term	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation)	No. of Independent Directors in Listed Entities including this Listed Entity (Refer Regulation 17A(1) of Listing Regulation)	Number of memberships 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	00004989	AETPC4136N	Chairperson – Non-Executive	25.10.2004	-	-	NA	03.09.1968	6	NIL	5	1
Dr.	Sougata Ray	00134136	AERPR8519N	Independent	04.05.2011	05.09.2019	-	160	10.09.1968	2	2	3	2
Mr.	B N Samal	00429902	ABSPS9630F	Independent	22.01.2015	22.01.2020	-	120	04.03.1953	1	1	2	1
Ms.	Atrayee Sanyal	07011659	AIVPS2674R	Non-Executive	22.01.2015	-	-	NA	25.05.1970	1	NIL	1	NIL
Mr.	Shashi Kant Maudgal	00918431	AEWPM3880Q	Independent	21.04.2017	-	-	60	01.02.1954	3	3	2	NIL
Mr.	R N Murthy	06770611	ADMMP9084F	Managing Director	10.07.2018	-	-	NA	17.11.1964	1	NIL	1	NIL

Mr.	Rajeev Singhal	02719570	AIOPS2538R	Non-Executive	23.10.2019	-	-	NA	22.08.1963	2	NIL	1	NIL
Dr.	Rupali Basu	01778854	AFUPD7527G	Independent	10.12.2019	-	-	60	23.11.1963	3	3	1	NIL
	•	Whether regular chairperson is appointed									Yes		
	•	Whether Chairperson is related to managing director or CFO									No		

Note:

1. While calculating directorship in Listed Entities, only directorship in equity listed companies has been considered.
2. While calculating the committee positions of the Directors, both Listed and Unlisted companies have been considered, in compliance with Regulation 26(1)(a) of SEBI Listing Regulation.
3. Pursuant to the FAQs on Corporate Governance Report published by the National Stock Exchange of India Limited (NSE), number of membership in committees include chairmanship in committees during the quarter ended March 31, 2021.

Composition of Committees					
Name of the Committee	Whether regular chairperson appointed	Name of the Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Dr. Sougata Ray	Chairperson - Non-Executive Independent	22.01.2015	-
		Ms. Atrayee Sanyal	Member – Non-Executive Non-Independent	31.07.2015	-
		Mr. Shashi Kant Maudgal	Member – Non-Executive Independent	09.09.2019	-
		Mr. B N Samal	Member – Non-Executive Independent	08.01.2020	-
2. Nomination & Remuneration Committee	Yes	Dr. Sougata Ray	Chairperson - Non-Executive Independent	31.03.2017	-
		Mr. Koushik Chatterjee	Member – Non-Executive Non-Independent	29.04.2010	-
		Mr. Shashi Kant Maudgal	Member – Non-Executive Independent	09.09.2019	-
3. Risk Management Committee (if applicable)	Yes	Mr. Shashi Kant Maudgal	Chairperson – Non-Executive Independent	14.07.2021	-
		Dr. Sougata Ray	Member – Non-Executive Independent	14.07.2021	
		Mr. Rajeev Singhal	Member – Non-Executive Non-Independent	14.07.2021	
		Mr. R.N.Murthy	Member – Executive Director	14.07.2021	

4. Stakeholders Relationship Committee	Yes	Mr. B N Samal	Chairperson – Non-Executive Independent	22.01.2015	-
		Dr. Sougata Ray	Member - Non-Executive Independent	31.03.2017	-
		Mr. R.N.Murthy	Member – Executive Director	09.09.2019	-
5. Corporate Social Responsibility Committee	Yes	Mr. Rajeev Singhal	Chairperson – Non-Executive Non-Independent	13.11.2019	-
		Dr. Sougata Ray	Member - Non-Executive Independent	22.04.2014	-
		Mr. R N Murthy	Member – Executive Director	10.07.2018	-
		Ms. Atrayee Sanyal	Member – Non-Executive Non-Independent	09.09.2019	-

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 present</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
15 th April, 2021	-	Yes	8	4	-
-	14 th July, 2021		8	4	89 days
-	28 th August, 2021		8	4	44 days
-	23 rd September, 2021		8	4	25 days

Meeting of Committees					
<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 (details) met</i>	<i>No. of Directors Present</i>	<i>No of Independent Directors Present</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
Audit Committee					
15 th April, 2021	-	Yes	4	3	-
19 th May, 2021	-		4	3	-
-	14 th July, 2021		4	3	55 days
Nomination and Remuneration Committee					
15 th April, 2021	-	Yes	3	2	-

Stakeholder's Relationship Committee					
NIL					
Risk Management Committee					
-	29 th September, 2021	Yes	4	2	-
Corporate Social Responsibility Committee					
7 th April, 2021	-	Yes	4	1	-
13 th April, 2021	-		4	1	-
	8 th July, 2021		4	1	85 days

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

Affirmative
<ul style="list-style-type: none"> • The composition of Board of Directors is in terms of SEBI (Listing obligation and disclosure requirement) Regulation, 2015. • The composition of the following committee is in terms of SEBI (Listing obligation and disclosure requirements) Regulation, 2015 <ul style="list-style-type: none"> a) Audit Committee b) Nomination & remuneration Committee c) Stakeholders' relationship committee d) Risk management committee (applicable to the top 1000 listed entities) – The Risk Management Committee will be constituted within the stipulated period as specified in the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 • The committee members have been made aware of their power, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirement) Regulation, 2015 • The Meeting of the Board of Directors and the above committee have been conducted in the manner as specified in SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 • The Report will be placed before the Board of Directors of the Company at their next meeting. The report submitted in the previous quarter has been placed before the

Board of Directors at their meeting held on 14th July, 2021.

KAUSHIK SEAL
(COMPANY SECRETARY)

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, 2021

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
Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34 (3) read with para c of schedule V	Yes
Note: 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)		

Half-Yearly Compliance Report to be submitted at the end of every 6 months for FY 2021-22

Half year ending – September 30, 2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc.			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entry	Aggregate amount advances during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter group or any other entity controlled by them	Nil	Nil	
Director (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (Guarantee, comfort, letter etc.)	Aggregate amount of issuance during 6 months	Balance outstanding at the end of 6 months
Promoter or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Promoter group or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Director (including relatives) or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
KMPs or any other entity	Not Applicable	Not Applicable	Not Applicable

controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of Security (Cash, Shares etc)	Aggregate value of security provided during 6 months	Balance outstanding at the end of Six months
Promoter or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Promoter group or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Director (including relatives) or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
KMPs or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
<p>II. Affirmations:</p> <p>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company : Not Applicable</p> <p>Sourabh Agarwal Chief Financial Officer</p>			
<p>Note :</p> <p>1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;</p> <p>a) by a government company to/ for the Government or government company</p> <p>b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.</p> <p>c) by a banking company or an insurance company ; and</p> <p>d) by the listed entity to its employees or directors as a part of the service conditions</p> <p>2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..</p>			

