

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of the Listed Entity : The Tinsplate Company of India Limited
2. Quarter ending : As on 31<sup>st</sup> December, 2018

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / <del>cessation</del>	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	2	Nil	Nil
Mr.	Subir Bose	PAN – AAOPB0781H DIN - 00048451	Independent	29.03.2018	1 Year 9 Months	2	2	Nil
Mr.	R N Murthy	PAN - ADMPPM9084F DIN - 06770611	Managing Director	10.07.2018	NA	1	Nil	Nil

## 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
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>
6 <sup>th</sup> July, 2018	-	-
26 <sup>th</sup> July, 2018	-	19
-	31 <sup>st</sup> October, 2018	96

## IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant</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</i>
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<i>quarter</i>			<i>days</i>
Audit Committee Meeting: 23 <sup>rd</sup> October, 2018	Yes – Requisite quorum was present	- Audit Committee Meeting: 18 <sup>th</sup> July, 2018	96

**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 <sup>#</sup>
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.

KAUSHIK SEAL  
(COMPANY SECRETARY)