

**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, 2019

<b>I. Composition of Board of Directors</b>												
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/20 19/78 dated 16.07.2019)	Tenure* of Director (In months)	Date of Birth	No. of Directorships in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation)	No. of Independent Directorships 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	PAN-AETPC4136N, DIN- 00004989	Chairperson – Non-Executive	25.10.2004	03.07.2018	NA	NA	03.09.1968	6	NIL	5	1
Mr.	Anand Sen	PAN-AIRPS9920Q, DIN-00237914	Non-Executive	25.07.2002	26.08.2019	23.10.2019	NA	17.09.1959	3	NIL	3	1
Dr.	Sougata Ray	PAN-AERPR8519N, DIN- 00134136	Independent	04.05.2011	05.09.2019	NA	160	10.09.1968	2	2	3	2

Mr.	B N Samal	PAN- ABSPS9630F, DIN-00429902	Independent	22.01.2015	NA	NA	60	04.03.1953	1	1	1	1
Ms.	Atrayee Sanyal	PAN- AIVPS2674R, DIN-07011659	Non- Executive	22.01.2015	25.07.2017	NA	NA	25.05.1970	1	NIL	1	NIL
Mr.	Shashi Kant Maudgal	PAN – AEWPM3880 Q DIN – 00918431	Independent	21.04.2017	NA	NA	60	01.02.1954	3	3	2	NIL
Mr.	Subir Bose	PAN – AAOPB0781H DIN - 00048451	Independent	29.03.2018	NA	10.12.2019	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.	Rajeev Singhal	PAN- AIOPS2538R DIN- 02719570	Non- Executive	23.10.2019	NA	NA	NA	22.08.1963	2	NIL	1	NIL
Ms.	Rupali Basu	PAN- AFUPD7527G DIN- 01778854	Independent	10.12.2019	NA	NA	60	23.11.1963	2	2	1	NIL

Note: Mr. Anand Sen and Mr. Subir Bose had ceased to be the Director of the Company w.e.f. 23.10.2019 and 10.12.2019.

<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>
<b>1. Audit Committee</b>	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	10.12.2019

		Mr. Shashi Kant Maudgal	Member – Non-Executive Independent	09.09.2019	NA
*Note: Mr. Subir Bose ceased to be the member of the Committee w.e.f. 10.12.2019					
<b>2. Nomination &amp; Remuneration Committee</b>	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
<b>3. Risk Management Committee (if applicable)</b>	NA	NA	NA	NA	NA
<b>4. Stakeholders Relationship Committee</b>	YES	Mr. B N Samal	Chairperson – Non-Executive Independent	22.01.2015	NA
		Mr. Anand Sen*	Member - Non-Executive Non-Independent	16.12.2008	23.10.2019
		Dr. Sougata Ray	Member - Non-Executive Independent	31.03.2017	NA
		Mr. R.N.Murthy	Member – Executive Director	09.09.2019	NA
*Note: Mr. Anand Sen ceased to be the member w.e.f. 23.10.2019					
<b>5. Corporate Social Responsibility Committee</b>	YES	Mr. Rajeev Singhal*	Chairperson – Non-Executive	13.11.2019	NA
		Mr. Anand Sen	Member - Non-Executive Non-Independent	22.04.2014	23.10.2019
		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: Mr. Rajeev Singhal appointed as the Chairman w.e.f. 13.11.2019					

<b>II. Meeting of Board of Directors</b>					
<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 <sup>th</sup> July' 2019		Yes	9	5	58 Days

25 <sup>th</sup> Sept' 2019		Yes	5	2	71 Days
	22 <sup>nd</sup> October 2019	Yes	6	3	26 Days

<b>III. Meeting of Committees</b>					
<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>
	Yes – Requisite quorum was present	4	3	15 July' 2019	94 Days
22 <sup>nd</sup> October 2019	Yes – Requisite quorum was present	3	2		98 Days

<b>IV. Related Party Transactions</b>	
<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.	

<b>V. Affirmative</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligation and disclosure requirement) Regulation, 2015.</li> <li>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"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration Committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities) – Not applicable</li> </ol> </li> <li>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</li> <li>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</li> </ol> <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)

**DETAILS OF MATERIAL TRANSACTIONS WITH RELATED PARTY  
FOR THE QUARTER ENDED 31<sup>st</sup> DECEMBER 2019**

Sl No.	Name of the Company	Relationship	Nature of Transaction	Amount with GST (Rs. lakhs) 9 MonthsFy20	Amount with GST (Rs. lakhs) Q3 Fy20
1.	Tata Steel Limited	Holding Company	Purchase of Hot rolled coils (HRC)	1,22,033.94	37,992.39