

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity : The Tinsplate Company of India Limited
2. Quarter ending : As on 31st March, 2019

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	5	1	Nil
Mr.	Anand Sen	PAN- AIRPS9920Q, DIN-00237914	Non- Executive	25.07.2002	NA	3	2	1
Mr.	Dipak Kumar Banerjee	PAN- AESP2776A, 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	2	3	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	3	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>
31 st October, 2018	15 th January, 2019	75 Days

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: 10 th January, 2019	Yes – Requisite quorum was present	- Audit Committee Meeting: 23 rd October, 2018	78 Days

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>	

YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity: The Tinsplate Company of India Limited
2. For the Financial Year 2018-19

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) <small>refer note below</small>	
Details of Business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personal	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria for making payments to non- executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent director	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status(Yes/No/NA) <small>Refer note below</small>
Independent directors have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) &25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Report	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Composition	17(6)	Yes
Minimum information	17(7)	Yes
Compliance certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes

Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20 (1) & (2)	Yes
Composition and role of risk management committee	21(1), (2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party transaction	23 (1),(5),(6),(7)& (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval of material related party transaction	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &(6)	NA
Maximum Directorship and tenure	25 (1) & (2)	Yes
Meeting of Independent Director	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation in compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Director	26(4)	Yes
Policy with respect to Obligation of directors and senior management	26(2) & 26(5)	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.

II. Affirmation:

The Listed Entity has approved Material Subsidiary Policy and Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **NOT APPLICABLE**

KAUSHIK SEAL
(COMPANY SECRETARY)