

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity : The Tinplate Company of India Limited

2. Quarter ending : As on 31st March, 2020

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	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 Directorship 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 / Committee 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	AEWPM3880 Q	Independent	21.04.2017	-	-	60	01.02.1954	3	3	2	NIL

Mr.	R N Murthy	06770611	ADMPPM9084 F	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
Ms.	Rupali Basu	01778854	AFUPD7527 G	Independent	10.12.2019	-	-	60	23.11.1963	2	2	1	NIL

Note:

1. While calculating directorships in listed entities, only directorships 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 Regulations.

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, 2020.

<i>Composition of Committees</i>				
<i>Name of Committee</i>	<i>Name of 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	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	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)	NA	NA	NA	-
4. Stakeholders Relationship Committee	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	Mr. Rajeev Singhal	Chairperson – Non-Executive	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 (Enter dates of previous quarter and current quarter in chronological order)</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>	<i>Whether Requirement of Quorum met</i>	<i>No. of Directors Present</i>	<i>No of Independent Directors attending the Meeting</i>
22 nd October' 2019		Yes	6	3
15 th January' 2020	84 days		8	4
Meeting of Committees				
<i>Date(s) of Meeting (Enter dates of previous quarter and current quarter in chronological order)</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>	<i>Whether requirement of Quorum met</i>	<i>No. of Directors Present</i>	<i>No of Independent Directors Present</i>
Audit Committee				
22 nd October 2019		Yes	3	2
15 th January 2020	84 Days		3	3
Stakeholder's Relationship Committee				
12 th March, 2020	-	Yes	2	2
Corporate Social Responsibility Committee				
14 th February, 2020	-	Yes	4	1

I. 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

II. 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 100 listed entities) – Not applicable • 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 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
- 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 15th January, 2020

KAUSHIK SEAL
(COMPANY SECRETARY)

Annual Disclosure

Annexure II to be submitted by Listed entity at the end of the financial year (for the whole of the financial year)

I. Disclosure on website in terms of Listing Regulations				
Sl No.	Item	Compliance status (Yes/No/NA) <small>refer note below</small>	If status is “no”, details of non-compliance may be given here	Web Address
1	Details of Business	Yes		http://www.tatatinplate.com/company/company-profile
2	Terms and conditions of appointment of independent directors	Yes		http://www.tatatinplate.com/content/pdf/corporate-governance/21_Terms_Conditions_ID_Appt.pdf
3	Composition of various committees of board of directors	Yes		http://www.tatatinplate.com/company/board-of-directors
4	Code of conduct of board of directors and senior management personal	Yes		http://www.tatatinplate.com/content/pdf/corporate-governance/21_TataCodeofConductforNon-ExecutiveDirectors.pdf http://www.tatatinplate.com/company/ethics
5	Details of establishment of vigil mechanism/Whistle Blower policy	Yes		http://www.tatatinplate.com/content/pdf/policies/vigil-policy.pdf
6	Criteria for making payments to non- executive directors	Yes		http://www.tatatinplate.com/content/pdf/corporate-governance/criteria-of-making-payments-to-non-executive-directors.pdf
7	Policy on dealing with related party transactions	Yes		http://www.tatatinplate.com/content/pdf/policies/related-party-transaction.pdf
8	Policy for determining ‘material’ subsidiaries	NA		NA
9	Details of familiarization programmes imparted to independent director	Yes		http://www.tatatinplate.com/content/pdf/corporate-

				governance/IndependentDirectorFamiliarizationEducationProgramme.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.tatatinplate.com/investor/investor-contacts
11	Email address for grievance redressal and other relevant details	Yes		http://www.tatatinplate.com/investor/investor-contacts
12	Financial Results	Yes		http://www.tatatinplate.com/investor/financial-results
13	Shareholding pattern	Yes		http://www.tatatinplate.com/investor/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to the stock exchange	NA		NA
16	New name and the old name of the listed entity	NA		NA
17	Advertisement as per regulation 47(1)	Yes		http://www.tatatinplate.com/investor/other-announcements
18	Credit rating or revision in credit rating obtained	Yes		http://www.tatatinplate.com/investor/credit-rating
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		NA
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tatatinplate.com
21	Materiality Policy as per Regulation 30	Yes		http://www.tatatinplate.com/content/pdf/policies/PDMD22122015.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		NA
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.tatatinplate.com

24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	(Add notes, if any)		
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II Annual Affirmations

Sl No.	Particulars	Regulation Number	Compliance status(Yes/No/NA) <small>Refer note below</small>	If status is “no”, details of non-compliance may be given here
1	Independent directors have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) &25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of Directors	17(2)	Yes	
4	Quorum of Board Meeting	17(2A)	Yes	
5	Review of Compliance Report	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/Composition	17(6)	Yes	
9	Minimum information	17(7)	Yes	
10	Compliance certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Director	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	

18	Quorum of Nomination and Remuneration Committee	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20 (1) & (2)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1), (2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party transaction	23 (1),(5),(6),(7)&(8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval of material related party transaction	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &(6)	NA	
31	Annual Secretarial Compliance report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum tenure	25(2)	Yes	

34	Meeting of Independent Director	25(3) & (4)	Yes	
35	Familiarization of Independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O insurance for Independent Director	25(10)	Yes	
38	Membership in Committees	26(1)	Yes	
39	Affirmation in compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non- Executive Director	26(4)	Yes	
41	Policy with respect to Obligation of directors and senior management	26(2) & 26(5)	Yes	

III. 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)