

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, 2022

| 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 | 5 | NIL | 3 | NIL |
| Dr. | Sougata Ray | 00134136 | AERPR8519N | Independent | 04.05.2011 | 05.09.2019 | - | 160 | 10.09.1968 | 2 | 2 | 4 | 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 | 2 | 2 | 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 | 1 | NIL | NIL | NIL |
| Dr. | Rupali Basu | 01778854 | AFUPB7527G | 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> |
| 5 th November, 2021 | - | Yes | 8 | 4 | - |
| 14 th November, 2021 | | | 8 | 4 | 8 day |
| 15 th November, 2021 | | | 8 | 4 | - |
| | 14 th January, 2022 | | 8 | 4 | 59 days |
| | 21 st February, 2022 | | 8 | 4 | 37 days |
| | 14 th March, 2022 | | 8 | 4 | 21 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 | | | | | |
| 16 th October, 2021 | - | Yes | 4 | 3 | - |
| 25 th October, 2021 | | | 4 | 3 | 8 days |
| 5 th November, 2021 | | | 4 | 3 | 10 days |
| 13 th November, 2021 | | | 4 | 3 | 7 days |

| | | | | | |
|---|---------------------------------|-----|---|---|---------|
| 15 th November, 2021 | | | 4 | 3 | 1 day |
| 15 th December, 2021 | | | 4 | 3 | 29 days |
| | 14 th January, 2022 | | 4 | 3 | 59 days |
| | 21 st February, 2022 | | 4 | 3 | 37 days |
| <i>Nomination and Remuneration Committee</i> | | | | | |
| 14 th November, 2021 | | Yes | 3 | 2 | - |
| | 14 th January, 2022 | | 3 | 2 | 60 days |
| | 14 th March, 2022 | | 3 | 2 | 58 days |
| <i>Stakeholder's Relationship Committee</i> | | | | | |
| 8 th December, 2021 | | Yes | 3 | 2 | - |
| | 15 th March, 2022 | | 3 | 2 | 96 days |
| <i>Risk Management Committee</i> | | | | | |
| 15 th March, 2022 | - | Yes | 4 | 2 | - |
| <i>Corporate Social Responsibility Committee</i> | | | | | |
| 7 th October, 2021 | - | Yes | 4 | 1 | - |
| | 10 th January, 2022 | | 3 | 1 | 94 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
 - a) Audit Committee
 - b) Nomination & remuneration Committee
 - c) Stakeholders' relationship committee
 - d) Risk management committee (applicable to the top 1000 listed entities)
- 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 January, 2022.

KAUSHIK SEAL
(COMPANY SECRETARY)

Annual Disclosure**Annexure II to be submitted by Listed entity at the end of the financial year 31st March, 2022(for the whole of the financial year)**

| I. Disclosure on website in terms of Listing Regulations | | | | |
|---|--|---|---|-----------------------------|
| Sl No. | Item | Compliance status (Yes/No/NA) refer note below | If status is “no”, details of non-compliance may be given here | Web Address |
| As per Regulation 46(2) of the SEBI LODR | | | | |
| 1 | Details of Business | Yes | | www.tatatinplate.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.tatatinplate.com |
| 3 | Composition of various committees of board of directors | Yes | | www.tatatinplate.com |
| 4 | Code of conduct of board of directors and senior management personal | Yes | | www.tatatinplate.com |
| 5 | Details of establishment of vigil mechanism/Whistle Blower policy | Yes | | www.tatatinplate.com |
| 6 | Criteria for making payments to non- executive directors | Yes | | www.tatatinplate.com |
| 7 | Policy on dealing with related party transactions | Yes | | www.tatatinplate.com |
| 8 | Policy for determining ‘material’ subsidiaries | NA | | www.tatatinplate.com |
| 9 | Details of familiarization programmes imparted to independent director | Yes | | www.tatatinplate.com |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.tatatinplate.com |
| 11 | Email address for grievance redressal and other relevant details | Yes | | www.tatatinplate.com |
| 12 | Financial Results | Yes | | www.tatatinplate.com |
| 13 | Shareholding pattern | Yes | | www.tatatinplate.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | 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 | | - |

| | | | | |
|----|---|---------------------|--|----------------------|
| 16 | New name and the old name of the listed entity | NA | | - |
| 17 | Advertisement as per regulation 47(1) | Yes | | www.tatatinplate.com |
| 18 | Credit rating or revision in credit rating obtained | Yes | | www.tatatinplate.com |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | 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 | | www.tatatinplate.com |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | NA | | www.tatatinplate.com |
| 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 | (Add notes, if any) | | www.tatatinplate.com |

II Annual Affirmations

| Sl No. | Particulars | Regulation Number | Compliance status(Yes/No/NA) Refer note below | 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) | Yes | |
| 23 | Meeting of Risk Management Committee | 21(3A) | Yes | |
| 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)**

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

Half year ending – March 31, 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 | | | |
| Promoter group or any other entity controlled by them | | | |
| Director (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |
| (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 | | | |
| Promoter group or any other entity controlled by them | | | |
| Director (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity | | | |

| | | | |
|--|-------------------------------------|--|--|
| 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 | | | |
| Promoter group or any other entity controlled by them | | | |
| Director (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |
| <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.</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> | | | |

