

ANNEXURE - 3

Corporate Governance Report for FY 2020-21

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company has been following high standards of Corporate Governance over the years upholding the Tata traditions and values. The Company has not only put in place the system for compliance of regulatory requirements but also a system to ensure customers satisfaction and meeting the expectations of stakeholders, employees and the society. It is the philosophy of the Company to continue to have accountability, transparency and integrity in all its business transactions and practices. We consider it our inherent responsibility to protect the rights of our shareholders and disclose timely, adequate and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

2. BOARD OF DIRECTORS

2.1 As on March 31, 2021 the Board of Directors of the Company comprising of eight members - a Non-executive Chairman, four Non-Executive Independent Directors (including one woman director), 2 Non-Executive Non-Independent Directors and one Managing Director (MD). None of the Directors on the Board is a member in more than 10 Committees and Chairman in more than 5 Committees, as specified in Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ["Listing Regulations"], across all Companies in which he/she is a Director. The necessary disclosures regarding their directorship and Committee positions have been made by the Directors.

2.2 Composition, Category of Directors and Number of Board and Committee positions held by them as on March 31, 2021

Name of the Director	No. of directorship in Indian Public Companies ⁽¹⁾	No. of Board Committee positions in Indian Public Companies ⁽²⁾		Directorship in listed entity (Category of Directorship)
		Chairperson	Member	
Non-Executive, Non-Independent Directors				
Mr. Koushik Chatterjee Chairman DIN: 00004989	6	1	5	a. Tata Steel Limited (Executive Director & Chief Financial Officer) b. TRF Limited (Non-Executive, Non-Independent) c. Tata Steel BSL Limited (Non-Executive, Non-Independent) d. Tata Metaliks Limited (Non-Executive, Non-Independent) e. Tata Steel Long Products Limited (Non-Executive, Non-Independent) f. The Tinplate Company of India Limited (Non-Executive, Non-Independent)
Ms. Atrayee Sanyal DIN: 07011659	2	0	1	The Tinplate Company of India Limited (Non-Executive, Non-Independent)
Mr. Rajeev Singhal DIN: 02719570	6	0	1	a. Tata Steel BSL Limited (Managing Director) b. The Tinplate Company of India Limited (Non-Executive, Non-Independent)
Independent Directors				
Dr. Sougata Ray DIN: 00134136	3	2	3	a. Tata Steel Long Products Limited (Non-Executive, Independent) b. The Tinplate Company of India Limited (Non-Executive, Independent)
Mr. B N Samal DIN: 00429902	1	1	2	The Tinplate Company of India Limited (Non-Executive, Independent)
Mr. Shashi Kant Maudgal DIN: 00918431	3	0	2	a. Tata Steel BSL Limited (Non-Executive, Independent) b. Tata Steel Long Products Limited (Non-Executive, Independent) c. The Tinplate Company of India Limited (Non-Executive, Independent)



Name of the Director	No. of directorship in Indian Public Companies ⁽¹⁾	No. of Board Committee positions in Indian Public Companies ⁽²⁾		Directorship in listed entity (Category of Directorship)
		Chairperson	Member	
Dr. Rupali Basu DIN: 01778854	4	0	1	a. Tata Metaliks Limited (Non-Executive, Independent) b. The Tinplate Company of India Limited (Non-Executive, Independent) c. Goodricke Group Limited (Non-Executive, Independent)
Managing Director				
Mr. R.N.Murthy DIN: 06770611	1	0	1	The Tinplate Company of India Limited (Managing Director)

Note:

- (1) Directorships in Indian Public Companies (including the reporting Company). Foreign Companies and companies under Section 8 of the Companies Act, 2013 have not been considered.
- (2) Committee positions held in Listed and Unlisted Indian Public Limited Companies are considered including the reporting Company. For this purpose only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered. Further, membership includes positions as Chairperson of committee.

- 2.3** All Independent Directors (IDs) confirm that they meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. Further they also confirm that their names are duly registered in the data bank of IDs as maintained by The Indian Institute of Corporate Affairs in terms of Rule 6 of The Companies (Appointment and Qualification of Directors) Rules, 2014.
- 2.4** The Non-executive Directors (NEDs) have no pecuniary relationship or transactions with the Company in their personal capacity.
- 2.5** None of the Directors of the Company has inter-se relations amongst themselves and none of the Directors of the Company are above seventy-five years of age.
- 2.6** None of our Directors serve as Director in more than 7 listed companies, as ID in more than 7 listed companies and the Company's MD serves as IDs on any listed Company as on date. Further, none of our IDs serve as Non-Independent Director of any Company on the Board of which any of our Non-Independent Director is an ID.
- 2.7** IDs are NED(s) as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 along with rules framed thereunder ("the Act"). In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the IDs, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. The Company has issued formal letters of appointment to the IDs. As required under Regulation 46 of the Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at https://www.tatatinplate.com/content/pdf/corporate-governance/21_Terms_Conditions_ID_Appt.pdf
- 2.8** The information to be made available to the Board of Directors as mentioned in Part A of Schedule II of the Listing Regulations was made available to the Board members. The Board periodically reviews compliance reports of all laws applicable to the Company.
- 2.9** The Company has adopted the Tata Code of Conduct for the Managing Director, Senior Management Personnel and other employees of the Company. It has also adopted a separate Code of Conduct for the NEDs and IDs of the Company. Both the Codes of Conduct are posted on the website of the Company. The Company has received confirmations from the NEDs, Managing Director and Senior Management Personnel regarding compliance with their Code of Conduct for the year ended March 31, 2021. A declaration to this effect signed by the Managing Director forms part of the Directors' Report.
- 2.10** The Board also confirms that in their opinion, the IDs fulfill the conditions specified in Listing Regulations and are independent of the management.
- 2.11** There was no instance of non-acceptance of any recommendation of any Committees of the Board which was mandatorily required.

2.12 All agenda papers and explanatory notes for the Board and Committee meetings are sent to the Board in advance. The Board periodically reviews compliance reports of all laws applicable to the Company. The Board meets at least once a quarter to review the quarterly financial results and other items on the agenda. Additional meetings are held, as and

when necessary. Committees of the Board meet before the Board meeting, or whenever the need arises for transacting the business. The recommendations of the Committees are placed before the Board for necessary approval and/or noting, as the case, may be.

2.13 Attendance Record of the Directors

During the year, four meetings of the Board of Directors were held on June 13, 2020, July 28, 2020, October 16, 2020 and January 20, 2021. The Companies Act, 2013 (the Act) has permitted the participation of Directors in Board Meetings through electronic mode. In compliance with the Act, some of the Directors participated through electronic mode at the aforesaid Board Meetings. The gap between any two consecutive Board Meetings during this period did not exceed one hundred and twenty days. The necessary quorum was present at all the meetings.

Sl No.	Directors	Category	No. of meetings held during tenure	No. of meetings attended during the tenure of directorship/year	Attendance at last AGM held on September 8, 2020
1.	Mr. Koushik Chatterjee, Chairman	NED	4	4	Yes
2.	Mr. B N Samal	ID	4	4	Yes
3.	Dr. Sougata Ray	ID	4	4	Yes
4.	Ms. Atrayee Sanyal	NED	4	4	Yes
5.	Mr. Shashi Kant Maudgal	ID	4	4	Yes
6.	Mr. R N Murthy	ED	4	4	Yes
7.	Mr. Rajeev Singhal	NED	4	4	Yes
8.	Dr. Rupali Basu	ID	4	4	Yes

2.14 Following is the matrix Director skills, expertise, competencies and attributes desirable in Company's business and sector in which it functions.

Directors	Areas of Skills/Expertise/Competence						
	Leadership	Strategy	Operations	Technology	Finance	Governance	Government/Regulatory affairs
Mr. Koushik Chatterjee	#	#	#		#	#	#
Dr. Sougata Ray	#	#		#	#	#	#
Mr. B N Samal	#	#				#	
Ms. Atrayee Sanyal	#	#			#	#	
Mr. Shashi Kant Maudgal	#	#	#	#	#	#	#
Mr. Rajeev Singhal	#	#	#	#	#	#	#
Dr. Rupali Basu	#	#	#		#	#	#
Mr. R N Murthy	#	#	#	#		#	

3. AUDIT COMMITTEE

3.1 Brief Description of terms of reference

- a) The Audit Committee of the Company was initially constituted on April 20, 1987.
- b) The Audit Committee acts in accordance with the broad terms of reference specified by the Board of Directors in adherence to Section 177 of the Companies Act, 2013 (the Act).
- c) The scope of activities of the Audit Committee includes the areas laid out in Section 177 of the Act and Part C of Schedule II of the Listing Regulations. A brief description of terms of reference is provided in the Annexure to the Corporate Governance Report.

3.2 The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely

disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the Internal Auditor, the Statutory Auditor and the Cost Auditor and notes the processes and safeguards employed by each of them. The Committee further reviews the process and controls including compliance with laws, Tata Code of Conduct and Tata Code of Conduct for Prevention of Insider Trading and Code for Corporate Disclosure Practices, Whistle Blower Policy and related cases thereto.

3.3 During the year 5 meetings of the Audit Committee were held on, June 13, 2020, July 3, 2020, July 28, 2020, October 16, 2020 and January 20, 2021.

3.4 The Audit Committee met on April 15, 2021 and reviewed the Annual Audited Accounts of the Company for the year ended March 31, 2021 before recommending the same to the Board of Directors. The Audit Committee had also periodically



reviewed the Audited Financial Results during the year before recommending the same to the Board of Directors for adoption and publication.

- 3.5** The composition of the Committee during the Financial Year and details of attendance of each of the members of the Committee are given below:

Sl No.	Director	Category	Position	No. of meetings held during tenure	No. of meetings Attended
1.	Dr. Sougata Ray (Chairman)	ID	Chairman	5	5
2.	Ms. Atrayee Sanyal	NED	Member	5	5
3.	Mr. Shashi Kant Maudgal	ID	Member	5	5
4.	Mr. B N Samal	ID	Member	5	5

- 3.6** All the members of the Committee have accounting or related financial management expertise.
- 3.7** Dr. Sougata Ray, the Chairman of the Audit Committee was present at the last AGM of the Company. The Chief Financial Officer, Chief Internal Auditor and the Statutory Auditors were present at all the Audit Committee meetings as invitees.
- 3.8** The Company Secretary, Mr. Kaushik Seal is the Secretary to the Audit Committee and was present at all the meetings held since the date of his appointment as the Company Secretary.

4. NOMINATION AND REMUNERATION COMMITTEE

- 4.1** In order to comply with Section 178 of the Act the erstwhile Remuneration Committee of the Company was renamed as Nomination and Remuneration Committee (the Committee) at the meeting of the Board of Directors held on April 22, 2014.
- 4.2** The role of NRC includes the areas laid out in Section 178 of the Act and Part D of Schedule II of the Listing Regulations. A brief description of terms of reference is provided in the Annexure to the Corporate Governance Report.
- 4.3** During the year under review two meetings of the NRC were held on June 13, 2020 and January 20, 2021. The details of attendance of each of the members of the Committee are given below:

Sl. No.	Name of the Director	Category	Position	No. of meetings held during tenure	No. of meetings Attended
1.	Dr. Sougata Ray	ID	Chairman	2	2
2.	Mr. Koushik Chatterjee	NED	Member	2	2
3.	Mr. Shashi Kant Maudgal	ID	Member	2	2

- 4.5** The Board of Directors on recommendation of the NRC and in accordance with the Guidance note on Board Evaluation issued by SEBI on January 5, 2017 has adopted a policy for evaluation of the Board, its Committees and Directors and the same has been discussed in the Directors' Report forming part of this Annual Report. The evaluation process covered the aspects relating to frequency of Board meetings, participation in long-term strategic planning, fulfillment of Director's obligation and fiduciary responsibilities.

Details of remuneration for year ended March 31, 2021

(i) Non-Whole time Directors

Sl. No.	Name of Director	Commission (₹)	₹ lakh Sitting Fees Paid (₹)
1.	Mr. B N Samal	9.00	2.60
2.	Dr. Sougata Ray	14.00	3.60
3.	Mr. Shashi Kant Maudgal	10.00	2.60
4.	Dr. Rupali Basu	7.00	1.20

The commission to be paid to the Non-Executive Directors is decided by the Board every year based on the recommendation of the Nomination and Remuneration Committee and distributed amongst the Non-Executive Directors based on the Board evaluation process, considering the criteria such as their attendance and contribution at the Board and Committee meetings. In line with the internal guidelines of the Company no payment is made towards sitting fees and commission to the Non-Executive Directors of the Company who are in full-time employment with any other Tata Company. Hence, Mr. Koushik Chatterjee, Ms. Atrayee Sanayal and Mr. Rajeev Singhal did not receive any sitting fees and commission. None of the Non-Executive Directors have been paid remuneration in excess of fifty percent of the total remuneration as paid to all the Non-Executive Directors of the Company. The Chairman of the Committee was present at the last Annual General Meeting of the Company.

The sitting fees as on March 31, 2021 paid to the Non Executive Directors for attending each Board and Committee Meetings are as follows:

Sl. No.	Type of Meeting	Amount in ₹ Sitting Fees per Meeting
1.	Board Meeting	20,000
2.	Audit Committee	20,000
3.	Nomination and Remuneration Committee	20,000
4.	Corporate Social Responsibility Committee	20,000
5.	Stakeholders' Relationship Committee	20,000
6.	Meeting of Independent Directors	20,000

None of the Non-Executive Directors is holding any shares of the Company, except Mr. Koushik Chatterjee who holds 1000 equity shares of the Company as on March 31, 2021. The Company does not have any convertible instruments.

ii) Managing Director

Name	Salary (₹ lakh)	Allowances and Perquisites (₹ lakh)	Contribution to Provident and other funds (₹ lakh)	Long Term Incentive Plan (₹ lakh)	Performance linked bonus (₹ lakh)
Mr. R N Murthy	49.61	50.66	7.45	41.67	55.81

Note : The above remuneration does not include gratuity, leave encashment and other post retirement benefit.

Period of contract of MD: Mr. R N Murthy was appointed as the Managing Director at the Meeting of the Board of Directors held on July 6, 2018 based upon the recommendation of the Nomination and Remuneration Committee for a period of 3 years with effect from July 10, 2018 to July 9, 2021 and as approved by the Shareholders at the AGM held on August 26, 2019. The Board of Directors of the Company at its meeting held on April 15, 2021 based on the recommendation of the Nomination and Remuneration Committee has reappointed Mr. R N Murthy as the Managing Director of the Company for a period of three years wef July 10, 2021 to July 9, 2024, subject to the approval of the Shareholders at the forthcoming Annual General Meeting of the Company.

The contract may be terminated by either party giving the other party 6 months' notice or the Company paying 6 months' salary in lieu thereof.

Severance fees – Nil.

The Company at present has no stock option scheme.

The total remuneration paid to Mr. Murthy during this period is within the limits as stipulated by the Companies Act, 2013 and Listing Regulations.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

- 5.1** The purpose of Stakeholders' Relationship Committee ('SRC') is to consider and resolve the grievances of the Company's shareholders, debenture holders and other security holders, including complaints relating to non-receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests, issue of new/duplicate certificates, general meetings and the Company's engagement with other stakeholders such other grievances as may be raised by the security holders from time to time.
- 5.2** The Shareholders' Grievance Committee was constituted on March 19, 2001 to specifically look into the redressal of shareholders' grievances relating to transfer of shares, non receipt of dividend, non-receipt of balance sheet and any other matters concerning shareholders' grievance.
- 5.3** Pursuant to the notification of the Companies Act, 2013, the Shareholders' Grievance Committee was renamed as Stakeholders' Relationship Committee (the Committee) at the meeting of the Board of Directors held on April 22, 2014.
- 5.4** The Committee presently comprises of Mr. B N Samal (Non Executive Independent Director) as Chairman, Dr. Sougata Ray (Non Executive Independent Director) and Mr. R N Murthy

(Managing Director) as Members. In terms of Regulation 6 and Schedule V of Listing Regulations, the Board has appointed Mr. Kaushik Seal, as the Company Secretary and the Compliance Officer of the Company. The contact details of the Compliance Officer is available at the Company's website at <http://www.tatatinplate.com/investor/investor-contacts>.

- 5.5** During the year two meetings of the Committee were held on October 5, 2020 and March 10, 2021. The details of attendance of the Members are given below:

Sl. No.	Name of the Director	Category	Position	No. of Meetings Attended	No. of meetings held during tenure
1.	Mr. B. N. Samal	ID	Chairman	2	2
2.	Dr. Sougata Ray	ID	Member	2	2
3.	Mr. R N Murthy	MD	Member	2	2

- 5.6** Mr. B. N. Samal, Chairman of SRC was present at the AGM of the Company held on September 8, 2020.

- 5.7** The role of Stakeholders' Relationship Committee includes as specified in part D of Schedule II of the Listing Regulations.

- 5.9** TSR Darashaw Consultants Private Limited is the Registrar and Share Transfer Agent of the Company. The delegated authority is taking measures so that share transfer formalities are attended to at least once in a fortnight. The Company Secretary is also authorised by the Board to do all acts, deeds and matters and sign all documents that may be required in the matter relating to shares from time to time.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- 6.1** The Corporate Social Responsibility (CSR) Committee was constituted on April 22, 2014 to formulate and recommend to the Board, a CSR Policy regarding the activities to be undertaken by the Company as specified in Schedule VII of the Act. The CSR Committee shall also recommend the amount of expenditure to be incurred on the activities as mentioned above and monitor the CSR Policy of the Company from time to time. The CSR Policy is available on our website at <https://www.tatatinplate.com/content/pdf/policies/CorporateSocialResponsibilityPolicy.pdf>

- 6.2** The Committee presently comprises of Mr. Rajeev Singhal (Non-Executive Director) as Chairman, Dr. Sougata Ray (Independent Director), Ms. Atrayee Sanyal (Non-Executive Director) and Mr. R N Murthy (Managing Director) as members.



6.3 During the year three meetings of the CSR Committee were held on July 13, 2020, October 5, 2021 and January 13, 2021. The details of attendance of each of the Members are given below:

Sl. No.	Name of the Director	Category	Position	No. of meetings held during tenure	No. of Meetings attended
1.	Mr. Rajeev Singhal	NED	Chairman	3	3
2.	Dr. Sougata Ray	ID	Member	3	3
3.	Mr. R N Murthy	MD	Member	3	3
4.	Ms. Atrayee Sanyal	NED	Member	3	3

7. MEETING OF INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149(8) read with Schedule IV of the Act and Regulations 25(3) & 25(4) of the Listing Regulations a meeting of the Independent Directors

was held on December 31, 2020 and March 17, 2021 which was attended by all the Independent Directors as on that date i.e. Dr. Sougata Ray, Mr. B. N. Samal, Mr. Shashi Kant Maudgal and Dr. Rupali Basu. At this meeting the Independent Directors reviewed the performance of the Board as a whole, Chairman of the Board and Non Executive Non Independent Directors in the line with requirement of Regulation 25(4) of Listing Regulations.

Details of investor complaints received and resolved during the year ended March 31, 2021 are given below :

Opening as on April 1, 2020	0
Received during the year	0
Resolved during the year	0
Closing as on March 31, 2021	0

There were zero demat transfers pending as on March 31, 2021

8. GENERAL BODY MEETINGS

8.1 Location, date and time, where last three Annual General Meetings (AGM) were held:

Year	AGM/EGM	Location	Date	Time	Special Resolutions Passed
2017-18	AGM	Kala Mandir, Sangit Kala Mandir Trust 48, Shakespeare Sarani Kolkata – 700017	03.07.2018	10.30 am	Payment of Commission to Non-Executive Directors of the Company
2018-19	AGM	Kala Mandir, Sangit Kala Mandir Trust 48, Shakespeare Sarani Kolkata – 700017	26.08.2019	3.00 pm	i. Re-appointment of Dr Sougata Ray (DIN:00134136) as an Independent Director ii. Re-appointment of Mr B N Samal (DIN:00429902) as an Independent Director
2019-20	AGM	Annual General Meeting held through Video Conferencing/Other Audio-Visual means ('OAVM')	08.09.2020	3.00 pm	0

The AGM was held through Video Conferencing/Other audio-visual means by following the guidelines of Ministry of Corporate Affairs. During the year under review, no resolution was passed by postal ballot. None of the businesses proposed to be transacted at the ensuing AGM requires passing of a Special Resolution by way of Postal Ballot. No Extraordinary General Meeting was held during the past 3 years.

- 8.2** As per the provisions of the Act and the Listing Regulations the shareholders were given option to vote on all resolutions through electronic means, and by means of ballot at the last AGM. Mr. A K Labh, Practicing Company Secretary, of A K Labh & Co., Company Secretaries (Membership No. FCS. 4848/ CP 3238) was appointed as Scrutinizer to scrutinize the voting process connected with the AGM.
- 8.3** In terms of relevant provisions of the Companies Act, 2013, as amended, Mr. Koushik Chatterjee (DIN: 00004989) is liable to retire by rotation at the ensuing AGM and being eligible, seeks re-appointment.

The Board recommends the above re-appointment for approval of the Shareholders at the ensuing AGM.

Particulars of the Director seeking re-appointment at the ensuing AGM is given in the Notice convening the AGM as required under Regulations 36(3) of the Listing Regulations.

9. DISCLOSURES

- 9.1** The Company had adopted a policy on dealing with Related Party Transactions and the same is disclosed at <http://www.tatatinplate.com/content/pdf/policies/related-party-transaction.pdf>

Details of the material related party transaction for the year ended March 31, 2021 is given below:

Sl. No.	Name of the Company	Relationship	Nature of Transaction	Amount ₹ in crore
1	Tata Steel Limited	Holding Company	Purchase of Hot Rolled Coils	1,388

The shareholders' at the AGM of the Company held on August 26, 2019 had approved the above material related party transaction, relating to purchase of Hot Rolled Coils (HRC) from Tata Steel Ltd. (TSL), for an amount not exceeding ₹ 2,500 crore, for FY 2019-20 and for each subsequent Financial Years. The Company do not have any materially significant related party transactions that may have potential conflict with the interests of listed entity at large.

For the details of all related party relationships and transactions as required by the Indian Accounting Standard 24 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India please refer Note No. 41 of

notes to the Audited Financial Statements for the year ended March 31, 2021.

- 9.2** The Company has adopted a Risk Management Policy and has laid down procedures for informing the Board members about the risk assessment and minimisation procedures.
- 9.3** The Company has formulated a Whistle Blower Policy and established a Vigil Mechanism for Directors and Employees and the same has been disclosed on the Company's website at <http://www.tatatinplate.com/content/pdf/policies/vigil-policy.pdf> The Management affirms that no personnel has been denied access to the Chairman of the Audit Committee.
- 9.4** The Senior Management has informed the Board in accordance with Regulation 26(5) of the Listing Regulations that they are not having any personal interest in material, commercial and financial transactions of the Company that may have potential conflict with the interest of the Company at large.
- 9.5** The Managing Director and Chief Financial Officer have given the necessary certificates as required under Regulations 17(8) of Listing Regulations.
- 9.6** The Company has issued formal appointment letters to all Independent Directors and the terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company at <http://www.tatatinplate.com/content/pdf/policies/appointment-removal-policy.pdf>. The appointments of Independent Directors are in compliance with Regulation 25(1) and (2) of Listing Regulations and all IDs have complied with Rule 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 in connection to registration with Indian Institute of Corporate Affairs.
- 9.7** The Company has adopted a policy on remuneration for Directors, Key Managerial Personnel and other employees and has laid down evaluation criteria for IDs. The details of the above policies have been disclosed on the Company's website at <http://www.tatatinplate.com/content/pdf/policies/remuneration-policy.pdf>.
- 9.8** All new IDs inducted into the Board are provided with copies of the Board and Board Committee Charter, Tata Code of Conduct, last published Annual Reports, and schedule of upcoming Board and Committee meetings which help them to familiarise with the Company. Periodically presentations are sent to the Independent Directors to familiarise them with the strategy, operations and functioning of the Company. The Company has adopted a policy on Independent Director's Familiarisation and Continuing Education Programme. The details of the Independent Director's Familiarisation and



Continuing Education Programme are available at http://www.tatatinplate.com/content/pdf/corporate-governance/IndependentDirector_FamiliarizationEducationProgramme.pdf.

- 9.9** In compliance with Regulation 30 of Listing Regulations the Company has adopted Policy on Determination of Materiality for Disclosure and the same is available on the Company's website at <https://www.tatatinplate.com/content/pdf/policies/PDMD22122015.pdf>.
- 9.10** In compliance with Regulation 9 of Listing Regulations the Company has adopted Document Retention and Archival Policy and the same is available on the Company's website at <https://www.tatatinplate.com/content/pdf/policies/DRAP22122015.pdf>
- 9.11** Management Discussion and Analysis is annexed to the Directors' Report and forms part of this Annual Report.
- 9.12** Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years – Nil.
- 9.13** None of the Non-executive Director has any pecuniary relationship or transactions with the Company.
- 9.14** All the mandatory requirements in respect of Corporate Governance under Listing Regulations have been appropriately complied and the Company has complied with requirement of Schedule V.
- 9.15** The Company has complied with all other requirements specified in Regulation 17 to 27 and applicable Clauses of Sub Regulation (2) of Regulation 46 of Listing Regulations.
- 9.16** Pursuant to the disclosure requirement under Regulation 34(3) read with Schedule V of the Listing Regulations the certificate from a Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is provided in Annexure to this Corporate Governance Report.
- 9.17** Pursuant to the disclosure requirement under Regulation 34(3) read with Part E of Schedule V of the Listing Regulations, the certificate given by Mr A K Labh, Practicing Company Secretary, of A. K. Labh & Co., Company Secretaries is annexed to this Report.

As required by Clause 10 (i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from Mr A K Labh, Practicing Company Secretary, of A. K.

Labh & Co., Practising Company Secretaries certifying that none of our Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India / Ministry of Corporate Affairs or such other statutory authority. The same forms part of this report

- 9.18** Pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, a Company Secretary in Practice carries out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively 'Depositories') and the total issued and listed capital. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in physical form and in dematerialised form (held with Depositories). The audit is conducted every quarter and a report on the same is disseminated to the Stock Exchanges on quarterly basis and is also available on our website at <https://www.tatatinplate.com/investor/reconciliation-of-share-capital-audit-report>.
- 9.19** The Company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilisation of funds, whether in India or abroad hence no credit rating has been obtained during the year in connection to the above. However, the credit ratings obtained from ICRA in connection to long term and short term facilities are available on the Company's website at <http://www.tatatinplate.com/investor/credit-rating>
- 9.20** Total fees for all services paid by the Company to its Statutory Auditors is ₹ 41.93 lakh which includes statutory audit fees (₹ 33.30 lakh), Tax Audit fee (₹ 3.50 lakh), other services (₹ 3.00 lakh) and out of pocket expenses (₹ 2.13 lakh). The Company does not have any subsidiary Company.
- 9.21** Details of disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been made in the Directors' Report.
- 9.22** Discretionary requirements as specified in Part E of Schedule II to Listing Regulations have been adopted by the Company to its possible extent.

10. MEANS OF COMMUNICATION

- 10.1** In compliance with the requirements of the Listing Regulations, the Company, on quarterly basis, intimates audited financial results to the Stock Exchanges (both NSE and BSE) after they are approved by the Board. Further, the financial results are published in the Business Standard / Financial Express (English) and Aajkal (Bengali).

10.2 The financial results of the Company are also put on the website of the Company after these are submitted to the Stock Exchanges. Official information like press releases, if any, are also available on the website. All price sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions to the Exchanges are made through their respective electronic online filing systems. The same are also available on the Company's website www.tatatinplate.com

10.3 The section on 'Investors' serves to inform the Shareholders, by giving complete financial details, stock exchange compliances including shareholding patterns and updated credit ratings amongst others, corporate benefits, information relating to Stock Exchanges, details of Registrars & Transfer Agent and frequently asked questions. The shareholders are free to communicate their grievances and queries to the Company through email id: company.secretariat@tatatinplate.com. The contact details of the Company Secretary, responsible for assisting and handling investor grievance are made available on the Company's website.

Annual General Meeting 2021:

Date	Friday, July 30, 2021
Time	3.00 pm
Venue	In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular no. 02/2021, dated January 13, 2021 and in continuation to circular dated May 5, 2020 (collectively referred to as "MCA Circulars") MCA had permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue of the AGM shall be 4 Bankshall Street, Kolkata - 700001.
Financial Year	April 1, 2020 to March 31, 2021
Book Closure Dates	Friday, July 16, 2021 to Friday, July 30, 2021
Dividend Payment Date	Thursday, August 5, 2021

Financial Year [April 2021 to March 2022]

Financial Reporting for quarter ending 30.06.2021	- July 2021
Financial Reporting for half year ending 30.09.2021	- October 2021
Financial Reporting for quarter ending 31.12.2021	- January 2022
Financial Reporting for the year ending 31.03.2022	- April 2022
Annual General Meeting for the year 2022	- July 2022

Listing on Stock Exchanges

As on March 31, 2021, the Company has issued Equity shares which are listed on BSE Limited and National Stock Exchange of India Limited in India. Annual Listing fees for FY 2021-22 in respect of both the Stock Exchanges have been paid.

ISIN and Stock Code details:

Stock Exchanges	ISIN	Stock Code / Symbol
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India	INE422C01014	504966
National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Mumbai - 400 051, Maharashtra, India		TINPLATE



Market Data - High, Low and volume during each month in FY 2020-21 of Fully Paid Shares:

Month	BSE Limited			National Stock Exchange of India Limited		
	High (₹)	Low (₹)	Volume (No. of shares traded)	High (₹)	Low (₹)	Volume (No. of shares traded)
April 2020	88.00	80.00	41,55,141.56	87.95	80.10	2,08,48,816.42
May 2020	83.60	78.95	31,75,438.26	83.60	79.40	80,18,797.14
June 2020	126.85	87.55	1,47,90,423.95	126.90	87.45	8,39,68,986.24
July 2020	153.30	118.30	2,03,72,217.09	155.00	118.10	18,27,84,478.09
August 2020	152.60	134.30	1,36,69,821.14	152.70	134.55	16,90,74,779.56
September 2020	139.60	118.60	46,25,064.46	139.70	118.80	4,29,76,031.68
October 2020	137.75	128.00	52,45,820.29	137.80	128.10	5,34,05,960.50
November 2020	147.20	126.05	79,95,399.60	147.45	126.10	8,46,69,992.89
December 2020	154.35	139.30	92,28,600.82	154.30	139.05	10,04,58,709.54
January 2021	187.60	161.45	4,16,62,371.10	187.65	161.65	32,62,43,912.39
February 2021	174.50	166.75	1,25,71,561.90	174.55	166.70	9,44,46,601.70
March 2021	179.25	148.50	96,87,258.71	179.20	148.25	6,69,03,531.90

Performance of the Share Price of the Company in comparison to broad-based Indices like BSE and Nifty Sensex are given below:

Month	Closing Price of Equity share at BSE (₹)	BSE SENSEX	Closing Price of Equity share at NSE (₹)	NIFTY
April 2020	88.00	33,717.62	87.95	9,859.90
May 2020	83.40	32424.10	83.30	9,580.30
June 2020	118.15	34,915.80	118.30	10,302.10
July 2020	130.35	37,606.89	130.40	11,073.45
August 2020	137.30	38,628.29	137.35	11,387.50
September 2020	132.15	38,067.93	131.90	11,247.55
October 2020	129.15	39,614.07	128.80	11,642.40
November 2020	146.10	44,149.72	145.85	12,968.95
December 2020	153.35	47,751.33	153.20	13,981.75
January 2021	161.45	46,285.77	161.65	13,634.60
February 2021	174.20	49,099.99	174.30	14,529.15
March 2021	160.50	49,509.15	160.55	14,690.70

Registrar & Share Transfer Agent

TSR Darashaw Consultants Private Limited is the Registrar and Share Transfer Agent of the Company for the Equity Shares held in both physical and dematerialised form. Their address for communication is:

Head Office

TSR Darashaw Consultants Private Limited
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikroli West, Mumbai – 400083
Tel No. (022) 6656 8484
Fax No. (022) 6656 8494
E-mail: csg-unit@tcplindia.co.in

Branch Office

TSR Darashaw Consultants Private Limited
C/O. Link Intime India Private Limited,
Vaisho Chamber, Flat No. 502, 503
6, Brabourne Road, 5th Floor,
Kolkata - 700001
Tel No. (033) 2288 3087
Fax No. (033) 2288 3062
E-mail: tsrdlcal@tcplindia.co.in

Investor grievance and Share Transfer System

As mentioned in the previous section of this report the Company has a Stakeholders Relationship Committee appointed by the Board to examine and redress the investors' complaints. The status on complaints and share transfers are reported to the entire Board.

The Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') during FY 2018-19, has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form. Therefore, necessary intimations were sent by the

Company to the members regarding the restriction on transfer of securities in the physical form and members holding shares in physical form were requested to consider converting their shareholding to dematerialised form within the due date. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.

In compliance with Regulation 40(9) of Listing Regulations all certificates have been issued within thirty days of the date of lodgment for transfer, subdivision, consolidation, renewal and exchange or endorsement of calls / allotment monies as applicable during FY 2020-21.

Now share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale/ purchase transaction from the broker, shareholders should approach the Depository Participants (DP) with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers.

Shareholders should communicate with TSR Darashaw Consultants Private Limited, the Company's Registrars and Transfer Agents ('RTA') quoting their folio number or Depository Participant ID ('DP ID') and Client ID number, for any queries relating to their securities at the above-mentioned addresses or at their branch offices, addresses of which are available on their website or at the Registered Office of the Company.

Designated e-mail address for investor services

To serve the investors better and as required under Regulation 46(2)(j) of the Listing Regulations, the designated e-mail address for investor complaints is company.secretariat@

tatatinplate.com. The email address for grievance redressal is monitored by the Company's Compliance Officer.

Nomination Facility

Shareholders whose shares are in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit to RTA the prescribed Forms SH-13/SH-14.

The Company has adopted a Risk Management Policy and has laid down procedures for informing the Board members about the risk assessment and minimisation procedures.

Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given directly to the DP.

Shares held in Physical Form

Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, emails ids, nomination and power of attorney should be given to the Company's RTA i.e., TSR Darashaw Consultants Private Limited.

Tata Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 your Company has adopted a Code of Conduct for Prevention of Insider Trading. All Directors, employees and other designated persons, who could have access to unpublished price sensitive information of the Company are governed by this code. The trading window for dealing with equity shares of the Company is duly closed during declaration of financial results and occurrence of any other material events as per the code. Mr. Kaushik Seal, Company Secretary is the Compliance Officer in terms of this Code.

Distribution of Shareholding

The distribution of Shareholding as on March 31, 2021 and March 31, 2020 are as follows:

No. of Shares (in the Range of)	No of Shareholders as on 31-03-2021	% to total holders	No of Shareholders as on 31-03-2020	% to total holders
1 - 500	68,679	90.29	61,053	89.71
501 - 1000	4,270	5.61	4,009	5.89
1001 - 2000	1,776	2.34	1,689	2.48
2001 - 3000	549	0.72	534	0.79
3001 - 4000	235	0.31	241	0.35
4001 - 5000	185	0.24	160	0.24
5001 - 10000	225	0.30	228	0.34
10001 - and above	147	0.19	139	0.20
Total	76,066	100.00	68,053	100.00

**The Status of dividend remaining unclaimed is given hereunder:**

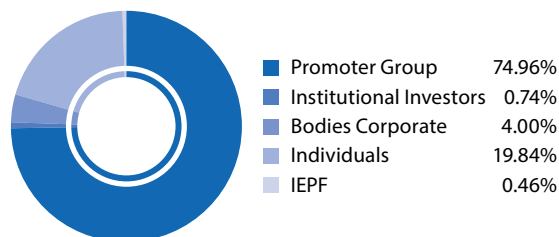
Unpaid Dividend	Status	Whether it can be claimed	Can be claimed from	Action to be taken
Up to and including the Financial Year 1994-95	Transferred to the General Revenue Account of the Central Government	Yes	Office of Registrar of Companies, Kolkata, Nizam Palace, 2 nd Floor, 234/4, AJC Bose Road, Kolkata - 700020	Claim to be forwarded in prescribed Form No. II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978
For the Financial Years 1995-96 to 2011-12	Transferred to the IEPF of the Central Government	Yes	Submit web-form IEPF 5 to the Registered Office of the Company addressed to the Nodal Officer along with complete documents	IEPF Authority to pay the claim amount to the Shareholder based on the verification report submitted by the Company and the documents submitted by the investor
For the Financial Years 2012-13 to 2018-19	Amount lying in respective Unpaid Dividend Accounts	Yes	TSR Darashaw Consultants Private Limited, (formerly TSR Darashaw Limited) Registrars and Transfer Agent	Letter on plain paper

Details of date of declaration & due date for transfer to IEPF:

Financial Year	Dividend per Fully paid-up Equity Share	Date of Declaration	Due date of amount transferred to IEPF Account (At the expiry of 7 years from the date of amount transferred to the unpaid dividend account)
For FY 2013-14	1.60	5-Sep-14	8-Oct-21
For FY 2014-15	1.60	23-Sep-15	26-Oct-22
For FY 2015-16	2.00	30-Jun-16	4-Aug-23
For FY 2016-17	1.60	25-Jul-17	28-Aug-24
For FY 2017-18	2.00	3-Jul-18	6-Aug-25
For FY 2018-19	2.00	29-Aug-19	30-Sep-26
For FY 2019-20	1.00	8-Aug-20	9-Oct-27

Shareholding pattern as on March 31, 2021 is as follows

Category	Share held	%
I. PROMOTERS HOLDING		
Tata Steel Ltd.	7,84,57,640	74.96
II. PUBLIC SHAREHOLDING		
A. INSTITUTIONS		
Mutual Funds/UTI	4,550	0.00
Financial Institutions/Banks	3,104	0.00
Insurance Companies	1,050	0.00
Foreign Institutional Investors/FPIs	7,67,508	0.73
B. NON-INSTITUTION		
Bodies Corporate/Clearing Members / Clearing House / LLP	40,58,218	3.88
Individuals - (NRE/NRO/HUF/RES IND)		
Individual shareholders holding nominal share capital upto ₹ 2 lakh	1,93,88,677	18.52
Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	14,81,325	1.42
Directors & their Relatives	1,000	0.00
Trusts	2,425	0.00
NBFCs registered with RBI	4,500	0.00
CENTRAL GOVT	18,030	0.02
IEPF	4,79,361	0.46
Total	10,46,67,638	100.00

Equity Shareholding Group as on 31.03.2021**Dematerialisation of Shares and Liquidity**

As on March 31, 2021 the status of dematerialised securities of the Company are as follows:

Type of Securities	Dematerialised Holding	Percentage
Equity Shares	10,38,83,759	99.25

As per the notification issued by SEBI, the Company's Equity Shares are compulsorily tradable in electronic form. The International Securities Identification Number ('ISIN') allotted to the Equity Shares of the Company under the Depository System is INE 422C01014.

For the purpose of dematerialisation, agreements have been signed by the Company with National Securities Depository Limited and Central Depository Services (India) Limited, whereby the security holders have an option to dematerialise

their shares with either of the depositories. The entire shareholding of the Promoters are in demat mode.

Secretarial Audit

The Company's Board of Directors appointed Mr. A K Labh, Practising Company Secretary (FCS – 4848 / CP -3238) of M/s A K Labh & Co. Company Secretaries, as Secretarial Auditor to conduct secretarial audit of its records and documents for the Financial Year 2020-21. The secretarial audit report confirms that the Company has complied with all applicable provisions of the Companies Act 2013, Secretarial Standards, Depositories Act 2018, Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015, each as amended and all other regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Board's Report as **Annexure 7**.

Green Initiative

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, amongst others, to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far, are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs.



Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of their Folio No.

Updation of bank details for remittance of dividend/ cash benefits in electronic form

The Securities and Exchange Board of India ('SEBI') vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 ('Circular') to all listed companies requires them to update bank details of their shareholders holding shares in demat mode and/or physical form, to enable usage of the electronic mode of remittance i.e., National Automated Clearing House ('NACH') for distributing dividends and other cash benefits to the shareholders.

The Circular further states that in cases where either the bank details such as Magnetic Ink Character Recognition ('MICR') and Indian Financial System Code ('IFSC'), amongst others, that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, companies or their Registrars and Transfer Agents may use physical payment instruments for making cash payments to the investors. Companies shall mandatorily print the bank account details of the investors on such payment instruments.

Regulation 12 of the Listing Regulations allows the Company to pay dividend by cheque or 'payable at par' warrants where payment by electronic mode is not possible. Shareholders to note that payment of dividend and other cash benefits through electronic mode has many advantages like prompt credit, elimination of fraudulent encashment/delay in transit amongst others. They are requested to opt for any of the above-mentioned electronic modes of payment of dividend and other cash benefits and update their bank details:

- In case of holdings in dematerialised form, by contacting their DP and giving suitable instructions to update the bank details in their demat account.
- In case of holdings in physical form, by informing the Company's RTA i.e., TSR Darashaw Consultants Private Limited, through a signed request letter with details such as their Folio No(s), Name and Branch of the Bank in which they wish to receive the dividend, the Bank Account type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions ('CBS') the 9-digit MICR Code Number and the 11 digit IFSC Code. This letter should be supported by cancelled cheque bearing the name of the first shareholder.

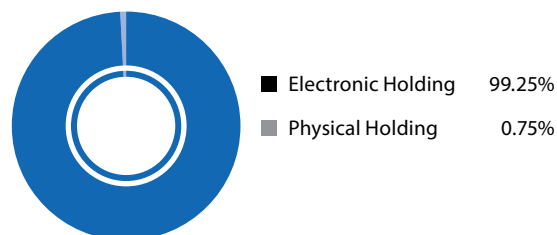
Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the recent past and hence as on March 31, 2021, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

Demat Suspense Account

The Company was not required to transfer any shares to Demat Suspense Account.

Break up of Equity Shares held in Electronic and Physical Form



Foreign Exchange Risk Management

The Company uses derivative financial instruments such as forwards, as per the Foreign Exchange Risk Management Policy approved by the Board of Directors and these forwards are used to hedge its risk associated with foreign exchange fluctuation. Such derivative financial instruments are used as risk management tools and not for speculative purpose.

Plant Location:

TCIL WORKS:

The Tinline Company of India Limited
Golmuri, Singhbhum (East), Jamshedpur 831003
Tel No. (0657) 2342208
Fax No. (0657) 2340517
E-mail: work.office@tatatinplate.com

Address for correspondence:

REGISTERED OFFICE:

The Tinline Company of India Limited
4, Bankshall Street, Kolkata 700001
Tel. No. (033) 2243-5401/5407/5410
Fax No. (033) 2230 4170
E-mail: company.secretariat@tatatinplate.com

ANNEXURES TO THE CORPORATE GOVERNANCE REPORT FOR FY 2020-21:**1. Details of Corporate Policies**

Particulars	Website Details/Links
Composition and Profile of the Board of Directors	https://www.tatatinplate.com/company/board-of-directors
Terms and conditions of appointment of Independent Directors	https://www.tatatinplate.com/content/pdf/corporate-governance/21_Terms_Conditions_ID_Appt.pdf
Policy on Appointment and Removal of Directors	https://www.tatatinplate.com/content/pdf/policies/appointment-removal-policy.pdf
Familiarisation Programme for Independent Directors	https://www.tatatinplate.com/content/pdf/corporate-governance/IndependentDirectorFamiliarizationEducationProgramme.pdf
Remuneration Policy of Directors, KMPs & Other Employees	https://www.tatatinplate.com/content/pdf/policies/remuneration-policy.pdf
Tata Code of Conduct	https://www.tatatinplate.com/content/pdf/company/11_Ethics2017.pdf
Criteria for Making Payments to Non-Executive Directors	https://www.tatatinplate.com/content/pdf/corporate-governance/criteria-of-making-payments-to-non-executive-directors.pdf
Corporate Social Responsibility Policy	https://www.tatatinplate.com/company/policies
Code of Conduct for Non-Executive Directors	https://www.tatatinplate.com/content/pdf/corporate-governance/21_TataCodeofConductforNon-ExecutiveDirectors.pdf
Policy on Related Party Transactions	https://www.tatatinplate.com/content/pdf/policies/related-party-transaction.pdf
Whistle Blower Policy	https://www.tatatinplate.com/content/pdf/policies/vigil-policy.pdf
Code of Corporate Disclosure Practices	https://www.tatatinplate.com/content/pdf/corporate-governance/Code_2015.pdf
Policy on Determination of Materiality for Disclosure	https://www.tatatinplate.com/content/pdf/policies/PDMD22122015.pdf
Document Retention and Archival Policy	https://www.tatatinplate.com/content/pdf/policies/DRAP22122015.pdf
Prevention of Sexual Harassment (POSH) at Workplace Policy	https://www.tatatinplate.com/content/pdf/policies/POSHPolicy.pdf
Reconciliation of Share Capital Audit Report	https://www.tatatinplate.com/investor/reconciliation-of-share-capital-audit-report

2. A brief description of the terms of reference of the Audit Committee and Nomination and Remuneration Committee is given below:

Audit Committee	Nomination & Remuneration Committee
<ul style="list-style-type: none"> • Oversight of financial reporting process. • Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval. • Evaluation of internal financial controls and risk management systems • Recommendation for appointment, remuneration and terms of appointment of auditors of the Company. • Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same. 	<ul style="list-style-type: none"> • Recommend to the Board the setup and composition of the Board and its Committees. • Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel. • Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors. • Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees. • Oversee familiarisation programs for Directors.



3. A certificate from a Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is given below:

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
The Tinplate Company of India Limited

4, Bankshall Street
Kolkata - 700001
West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **The Tinplate Company of India Limited** having CIN : L28112WB1920PLC003606 and having registered office at 4, Bankshall Street, Kolkata - 700001, West Bengal (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Koushik Chatterjee	00004989	25.10.2004
2.	Sougata Ray	00134136	04.05.2011
3.	Biranchi Narayan Samal	00429902	22.01.2015
4.	Shashi Kant Maudgal	00918431	21.04.2017
5.	Rupali Basu	01778854	10.12.2019
6.	Rajeev Singhal	02719570	23.10.2019
7.	Ramdas Narayan Murthy	06770611	01.07.2017
8.	Atrayee Sanyal	07011659	22.01.2015

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: April 15, 2021

CS A K Labh
Membership No.: F - 4848
CP No.: 3238
UDIN: F004848C000100944

4. Compliance certificate from Mr. A. K. Labh, Practising Company Secretary of M/s A. K. LABH & Co., Company Secretaries regarding compliance of conditions of corporate governance has been annexed.

To the Members of The Tinplate Company of India Limited

We have examined the compliance of conditions of Corporate Governance by The Tinplate Company of India Limited ("the Company") in terms of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") for the year ended 31.03.2021.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. K. LABH & Co.
Company Secretaries

CS A. K. LABH
Practising Company Secretary
FCS – 4848 / CP No – 3238
UDIN: F004848C000100900

Place: Kolkata
Date: April 15, 2021