

Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity: TPL PLASTECH LIMITED

Quarter Ended: March 31, 2016

I. Composition of Board of Directors

| Sr. No. | Title (Mr. / Mrs.) | Name of the Director | PAN ^s & 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 Regulations) | No. of Memberships in Audit / Stakeholder Committee(s) including this Listed Entity (Refer Regulation 26(1) of Listing Regulations) | No. of Post of Chairperson in Audit / Stakeholder Committee held in Listed Entities including this Listed Entity (Refer Regulation 26(1) of Listing Regulations) |
|---------|--------------------|----------------------|------------------------|---|---|---------------------------|---|---|--|
| 1 | Mr. | Sanjaya Kulkarni | 00102575 AAEPK5942R | Chairperson & Independent Director | 29.09.2014 | 5 Years (till 28.09.2019) | 3 | 8 | 2 |
| 2 | Mr. | M.K. Wadhwa | 00064148 AAPW0568L | Director (Non Executive & Independent) | 29.09.2014 | 5 Years (till 28.09.2019) | 3 | 5 | 5 |
| 3 | Mr. | Kamlesh Joisher | 00510086 AACPI6508J | Whole Time Director | 26.09.2015 | - | 1 | 2 | 0 |
| 4 | Mr. | Gyanesh Mathur | 00525324 AFXPM1716P | Director (Non Executive & Independent) | 29.09.2014 | 5 Years (till 28.09.2019) | 2 | 3 | 1 |
| 5 | Mrs. | Monika Shrivastava | 02055547 ANLPS7396F | Director (Non Executive) | 29.09.2014 | - | 1 | 1 | 0 |

*PAN number of any Director would not be displayed on the Website of Stock Exchange

&Category of Directors means Executive / Non-Executive / Independent / Nominee. If a Director fits into more than one category write all categories separating them with hyphen

*To be filled only for Independent Director. Tenure would mean Total Period from which Independent Director is serving on Board of Directors of the Listed Entity in continuity without any cooling off period.

II. Composition of Committee

| Sr. No. | Name of the Committee | Name of the Committee Members | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) [*] |
|---------|--------------------------------------|--|---|
| 1 | Audit Committee | Mr. Sanjaya Kulkarni Mr. M.K. Wadhwa Mr. Kamlesh Joisher | Chairperson (Non Executive & Independent) Member (Non Executive & Independent) Member (Whole Time Director) |
| 2 | Stakeholders' Relationship Committee | Mr. M.K. Wadhwa Mr. Sanjaya Kulkarni Mr. Kamlesh Joisher | Chairperson (Non Executive & Independent) Member (Non Executive & Independent) Member (Whole Time Director) |
| 3 | Nomination & Remuneration Committee | Mr. M.K. Wadhwa Mr. Sanjaya Kulkarni Mrs. Monika Shrivastava | Chairperson (Non Executive & Independent) Member (Non Executive & Independent) Member (Non Executive) |

*Category of Directors means Executive / Non-Executive / Independent / Nominee. If a Director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Sr. No. | Date(s) of Meeting (if any) in the Previous Quarter | Date(s) of Meeting (if any) in the Relevant Quarter | Maximum Gap between any Two Consecutive Meetings (in No. of Days) |
|---------|---|---|---|
| 1 | 10th November, 2016 | 9th February, 2017 | 91 |

IV. Meeting of Committees

| Sr. No. | Name of the Committee | Date(s) of Meeting of the Committee in the Relevant Quarter | Whether Requirement of Quorum Met (Details) | Date(s) of Meeting of the Committee in the Previous Quarter | Maximum Gap between any Two Consecutive Meetings in |
|---------|--------------------------------------|---|--|---|---|
| 1 | Audit Committee | 9th February, 2017 | Yes (All the above mentioned committee members were present) | 10th November, 2016 | 91 |
| 2 | Stakeholders' Relationship Committee | 13th January, 2017 | Yes (All the above mentioned committee members were present) | 7th October, 2016 | - |
| | | 1st February, 2017 | Yes (All the above mentioned committee members were present) | 17th November, 2016 | - |
| | | 18th March, 2017 | Yes (All the above mentioned committee members were present) | 8th December, 2016 | - |

*This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional

V. Related Party Transactions

(Signature)

| Subject | Compliance Status (Yes / No / NA) Refer Note Below |
|---|--|
| Whether Prior Approval of Audit Committee Obtained | NA |
| Whether Shareholder Approval Obtained for Material RPT | NA |
| Whether Details of RPT entered into pursuant to Omnibus Approval have been reviewed by Audit Committee | Yes |
| Note 1 In the Column "Compliance Status", Compliance or Non-Compliance may be indicated by Yes / No / N.A.. For example, if the Board has been composed in accordance with the requirements 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. | |
| Note 2 If status is "No" Details of Non-Compliance may be given here. | |
| VI. Affirmations | |
| 1. The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | |
| 2. The Composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: a. Audit Committee | |
| b. Nomination & Remuneration Committee | |
| c. Stakeholders Relationship Committee | |
| 3. The Committee Members have been made aware of their Powers, Role and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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) Regulations, 2015. | |
| 5. This Report and / or the Report submitted in the Previous Quarter has been placed before Board of Directors. Any Comments / Observations / Advice of Board of Directors may be mentioned here: Nil | |
| <p style="text-align: center;">Kamlesh Joisher Whole Time Director</p> | |