



**THE TINPLATE COMPANY OF INDIA LIMITED**

June 1, 2016

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai 400001

The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra-Kurla Complex, Bandra (East)  
Mumbai 400051

Dear Sir,

Please find enclosed a copy of the Notice of the 97<sup>th</sup> Annual General Meeting of the Company for your kind information and record.

Thanking you,

Yours faithfully,  
THE TINPLATE COMPANY OF INDIA LIMITED

( KAUSHIK SEAL )  
COMPANY SECRETARY

Encl.

## **THE TINPLATE COMPANY OF INDIA LIMITED**

### **NOTICE**

THE NINETY-SEVENTH ANNUAL GENERAL MEETING OF THE TINPLATE COMPANY OF INDIA LIMITED will be held on Thursday, 30th June, 2016 at 11.00 am at the Williamson Magor Hall, The Bengal Chamber of Commerce and Industry, 6 Netaji Subhas Road, Kolkata - 700001 to transact the following business :

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on the Equity Shares of the Company.
3. To appoint a Director in place of Mr Anand Sen (DIN: 00237914), who retires by rotation and is eligible for re-appointment.
4. Ratification of appointment of Auditors.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time the Company hereby ratifies the appointment of Messrs Deloitte Haskins and Sells, Chartered Accountants (Firm Registration No. 302009E), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the ninety-eighth AGM of the Company, to be held in year 2017, at such remuneration plus applicable service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### **SPECIAL BUSINESS**

5. Ratification of Cost Auditors' remuneration.

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ( the Act) and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of ₹1.80 Lacs per annum plus applicable service tax and out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration no. 000001), who are appointed by the Board of Directors as Cost Auditors of the Company to conduct Audit of cost records of the Company for the financial year ending 31st March, 2017."

6. Approval of material related party transaction :

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulation, 2015] and the relevant provisions of the Companies Act, 2013 read with related Rules thereto, consent of the Company be and is hereby accorded for purchase of Power from Tata Steel Limited (TSL) [a "Related Party" in terms of Regulation 2(zb) of SEBI Regulation 2015] as per contracts / arrangements (as detailed in the Explanatory Statement annexed to the Notice) in the ordinary course of business and also at arm's length basis for a sum not exceeding ₹ 100 crores per annum for the period commencing from 30th June 2016 upto the end of financial year 2016-17 and each subsequent financial year, till the termination of the said arrangement or any modification in the terms thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects."

29th April, 2016

By Order of the Board of Directors

Registered Office :

4, Bankshall Street,  
Kolkata 700001

CIN : L28112WB1920PLC003606

Tel : 91 33 22435401 Fax : 91 33 22304170

Email : company.secretariat@tatatinplate.com

Website : www.tatatinplate.com

Kaushik Seal  
Company Secretary

**NOTES :**

- (a) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the business under Item Nos. 5 and 6 above is annexed hereto. The relevant details of Director seeking reappointment under item No.3 above pursuant to Regulation 36(3) of SEBI (Listing Regulation and Disclosure Requirements) Regulation, 2015 is also annexed.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (c) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
- (d) The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 16th June, 2016 to Thursday, 30th June, 2016 (both days inclusive).
- (e) If dividend on the Equity Shares as recommended by the Board of Directors is passed at the meeting, payment of such dividend will be made on and from 5th July, 2016 to those members whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before 15th June, 2016. In respect of Equity Shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as at the end of business hours on 15th June, 2016 as per details furnished by the Depositories for this purpose.  
  
Members are requested to register their bank details with their depository participant in case they hold shares in electronic form or with the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited in case of holding in physical form to facilitate payment of dividend etc. either in electronic mode or for printing on the payment instruments.
- (f) Members/proxies/authorized representatives are requested to bring their duly filled attendance slips to attend the Meeting.
- (g) Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the Members. The same has also been hosted at the website of the Company at [www.tatatinplate.com](http://www.tatatinplate.com)
- (h) Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.

- (i) Members who have not yet encashed their dividend warrants for the financial years ended 31st March, 2009 onwards are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for financial year 2008-09 can be claimed by shareholders by 5th September, 2016.
- (j) As per the provisions of the Companies Act, 2013 facility for making nominations is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agents, TSR Darashaw Limited by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participant. The contact details of the Company's Registrars and Share Transfer Agents, TSR Darashaw Limited are given in this Annual report.

To support the Green Initiatives, the Members who have not registered their email addresses are requested to register their email addresses with TSR Darashaw Limited / Depositories based on the mode in which the Shares were held.

- (k) In accordance with the Companies Act, 2013 read with the applicable Rules the Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- (l) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

1. The procedure and instructions for remote e-voting are as under :

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- b. Click on "Shareholders" tab.
- c. Now enter your User ID
  - i. For CDSL : 16 digits beneficiary ID,
  - ii. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

f. If you are a first time user follow the steps given below :

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by the last 8 digits of their Demat Account Number / Folio Number as the case may be in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records for the said demat account or folio.
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>If both details are not recorded with the Depository or Company please enter the number of Shares held in the bank account field.</p>

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant "The Tinsplate Company of India Limited" on which you choose to vote.

- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - o. You can also take out print of the voting cast by you by clicking on "Click here to print" option on the Voting page.
  - p. If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - q. Note for Institutional Shareholders :
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  3. E-voting period will commence from Monday, 27th June, 2016 (9.00 AM IST) and will end on Wednesday, 29th June, 2016 (5.00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd June, 2016 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.

4. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 23rd June, 2016. Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting, as well as voting at the Annual General Meeting (AGM) through polling paper.
5. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of cut-off date i.e. Thursday, 23rd June, 2016, may obtain login ID and password by following the procedure and instructions for remote e-voting as stated above. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details / Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
6. A Member can opt for only one mode of voting i.e., either through e-voting or at the venue of AGM through polling paper. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting through polling paper shall be treated as invalid.
7. The facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting.
8. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
9. Mr A K Labh, Practising Company Secretary (FCS-4848 / CP-3238) of M/s A K Labh & Co. Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process including the e-voting process to be conducted at the venue of AGM in a fair and transparent manner.
10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
11. The Scrutinizer will collate the votes cast at the AGM, votes downloaded from the e-voting system and make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
12. The results declared along with the Scrutiniser's Report shall immediately be placed on the Company's website [www.tatatinplate.com](http://www.tatatinplate.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.



## ANNEXURE TO NOTICE

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following explanatory statement sets out all material facts relating to the business mentioned under item No. 5 and 6 of the accompanying Notice dated 29th April, 2016.

### Item No. 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s Shome & Banerjee, Cost Auditors, to conduct Cost Audit for the financial year ending 31st March, 2017 at a fee of ₹ 1.80 Lacs per annum plus reimbursement of out-of-pocket, travelling and living expenses.

M/s. Shome & Banerjee have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s. Shome & Banerjee have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company.

The Board has approved the remuneration of ₹ 1.80 Lacs per annum plus out-of-pocket expenses to M/s. Shome & Banerjee as the Cost Auditors and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 5.

The Resolution at Item No. 5 is commended for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the resolution mentioned at Item No. 5 of the convening Notice.

### Item No. 6

As per requirements of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulation 2015], all material related party transactions shall require the approval of shareholders through a Resolution. Further, the Explanation to Regulation 23(1) of SEBI Regulations 2015 provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10 % of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. According to this definition, a transaction would be material if it exceeds 10% of the turnover for FY 2015-16, which was approximately ₹ 851.91 crore. Hence, the materiality threshold for transactions entered into by the Company during FY 2016-17 would be 10% of ₹ 851.91 crore i.e. ₹ 85.19 crore.

The Company purchases power from Tata Steel Limited [a related party in terms of Regulation 2(zb) of SEBI Regulation 2015] for its captive consumption at Works and Township situated at Jamshedpur. Tata Steel Limited's sale price of power to the Company is regulated by the Jharkhand State Electricity Regulatory Commission (JSERC). In the last financial year (i.e. FY 2015-16), the Company's purchase of power from Tata Steel Limited amounted to ₹ 75.94 crore. Considering the historical escalation in rates of power tariff, the total power cost is likely to exceed the materiality threshold of ₹ 85.19 crore (as explained above).

Consequently, this related party transaction with Tata Steel Limited may come under the purview of material related party transaction as per Explanation to Regulation 23(1) of SEBI Regulations 2015 and would thus require shareholders' approval as per Regulation 23(4) of SEBI Regulations

## THE TINPLATE COMPANY OF INDIA LIMITED

Ninety-seventh annual report 2015-2016

2015. Hence, it is proposed to secure shareholders' approval on Resolution No. 6 of the Notice convening the AGM for approving the following prospective material related party transaction for the period commencing from 30th June, 2016 upto the end of financial year 2016-17 and each subsequent financial year, till the termination of the contract or arrangement or any modification in the terms thereof :

Sl. No.	Description	Details
1.	Name of the Related Party	Tata Steel Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any	None
3.	Nature of Relationship	Tata Steel Limited is holding 74.96% of Equity Shares of the Company
4.	Nature, material terms, monetary value and particulars of contracts or arrangement	Purchase of power at tariff regulated by JSERC
5.	Any other information relevant or important for members to take a decision on the proposed resolution.	All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

The above information be considered as additional information required to be disclosed pursuant to Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014.

In view of the above, approval of the Shareholders is being sought in terms of Regulation 23(4) of SEBI Regulation 2015.

The Board recommends the above resolution to the shareholders for their approval.

According to the provisions of Regulation 23(4) of SEBI Regulation 2015, related parties shall abstain from voting on the Resolution no 6 of the Notice.

The relevant necessary documents shall be available for inspection to the Members during the course of voting at the Registered Office of the Company during the office hours.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

29th April, 2016

By Order of the Board of Directors

Registered Office :

4, Bankshall Street,

Kolkata 700001

CIN : L28112WB1920PLC003606

Tel : 91 33 22435401 Fax : 91 33 22304170

Email : company.secretariat@tatatinplate.com

Website : www.tatatinplate.com

Kaushik Seal  
Company Secretary

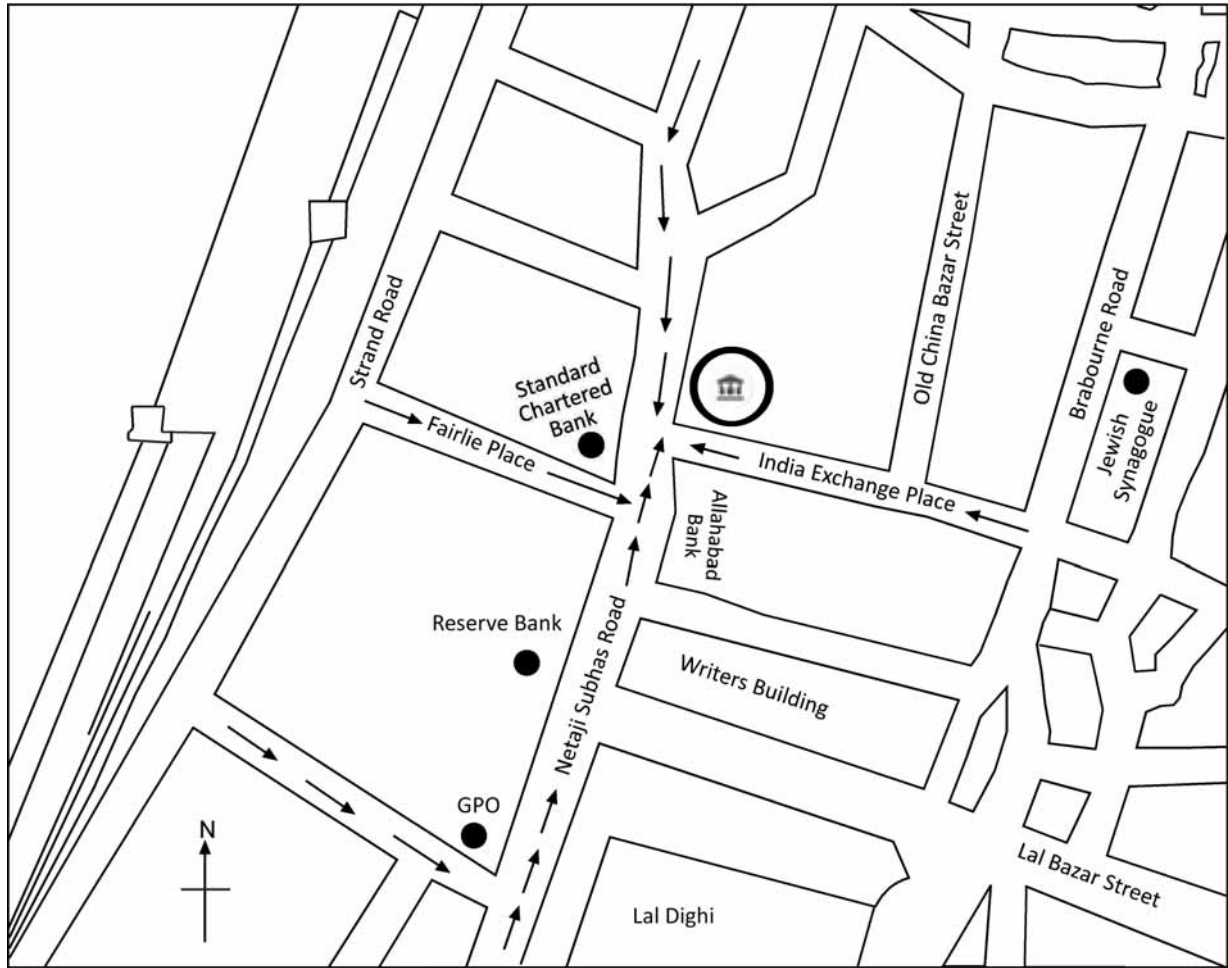
**Details of the Director seeking re-appointment at the Annual General Meeting :**

<b>Name of Director</b>	<b>Mr. Anand Sen</b>
Date of Birth	17th September, 1959
Date of Appointment	25th July, 2002
Qualification	B. Tech. (Met), PGDBM
Expertise in specific functional areas	Expertise in the field of Marketing, presently President (TQM & Steel Business) of Tata Steel Limited
Directorship held in other Companies*	Tayo Rolls Limited,
Membership/ Chairmanship of Committees** across public Companies	Tayo Rolls Limited - SRC The Tinplate Company of India Limited - SRC
No. of shares held in the Company	Nil

\* Names of listed companies are only considered.

\*\*Includes Audit Committee (AC), Stakeholders' Relationship Committee (SRC).

## Route Map to the AGM Venue



Williamson Magor Hall,  
The Bengal Chamber of Commerce and Industry,  
6 Netaji Subhas Road  
Kolkata 700 001