



TML : 4165 : 2019

August 1, 2019

General Manager – Corporate Services  
BSE Ltd.  
Floor 25, P J Towers  
Dalal Street,  
Mumbai – 400001  
Scrip Code: 513434

Manager – Listing  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East)  
Mumbai – 400 051  
Scrip Code: TATAMETALI

Dear Sir/ Madam,

**Sub: Notice of 29<sup>th</sup> Annual General Meeting ('AGM')**

Please find enclosed herewith the Notice of the 29<sup>th</sup> AGM of Tata Metaliks Limited scheduled to be held on Tuesday, August 27, 2019 at 11:00 a.m. at "Kala Mandir", 48, Shakespeare Sarani, Kolkata - 700017. The attendance slip, proxy form and route map forms part of this Notice.

The Notice of the AGM is also available on our website at the link: <https://www.tatametaliks.com/static-files/pdf/agm-notice-18-19.pdf>.

This information is being submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you.

Yours faithfully,  
For **Tata Metaliks Limited**

**Sankar Bhattacharya**  
Chief – Corporate Governance &  
Company Secretary

Encl.: as above

**TATA METALIKS LIMITED**

Tata Centre 43 Jawaharlal Nehru Road Kolkata 700 071 India  
Tel 91 33 66134205 Fax 91 33 2288 4372 e-mail tml@tatametaliks.co.in  
CIN L27310WB1990PLC050000

# NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of Tata Metaliks Limited (CIN: L27310WB1990PLC050000), will be held on Tuesday, August 27, 2019 at "Kala Mandir", 48, Shakespeare Sarani, Kolkata - 700017 at 11:00 a.m. to transact the following business:

## Ordinary Business:

### 1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

### 2. Declaration of Dividend

To declare dividend of ₹ 3.50/- per equity share of ₹10/- each for the Financial Year 2018-19.

### 3. Re-appointment of a Director

To re-appoint a Director in place of Mr. Sanjiv Paul (DIN: 00086974), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment.

### 4. Re-appointment of a Director

To re-appoint a Director in place of Ms. Samita Shah (DIN: 02350176), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment.

## Special Business

### 5. Re-appointment of Mr. Krishnava Satyaki Dutt as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, *if any*, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended till date, Mr. Krishnava Satyaki Dutt (DIN: 02792753), who was appointed as an Independent Director at the 24th Annual General Meeting of the Company held on September 10, 2014 and who holds office up to September 09, 2019, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby

re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for the second term of five years commencing September 10, 2019 through September 09, 2024, not liable to retire by rotation".

### 6. Re-appointment of Dr. Pingali Venugopal as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, *if any*, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended till date, Dr. Pingali Venugopal (DIN: 05166520), who was appointed as an Independent Director at the 24th Annual General Meeting of the Company held on September 10, 2014 and who holds office up to September 09, 2019, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for the second term of five years commencing September 10, 2019 through September 09, 2024, not liable to retire by rotation".

### 7. Related Party Transaction(s) with T S Global Procurement Company Pte. Ltd. for purchase of Coal/ Coke

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with T S Global Procurement Company Pte. Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coal/ Coke (as detailed in the Statement annexed to the Notice) for a sum not exceeding ₹ 350 crore, at arm's length basis and in the ordinary course of business, for the Financial Year 2019-20.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 authorized 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)/Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)".

#### **8. Related Party Transaction(s) with Tata Steel Limited for purchase of Iron Ore Lump and Fines**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's Policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Tata Steel Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Purchase of Iron Ore Lump and Fines (as detailed in the Statement annexed to the Notice) for a sum not exceeding ₹ 300 crore, at arm's length basis and in the ordinary course of business for the Financial Year 2019-20.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 authorized 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)/Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)".

#### **9. Related Party Transactions with Tata Steel Limited for purchase of Coke**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Tata Steel Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coke from Hooghly Met Coke (HMC) (as detailed in the Statement annexed to the Notice) for a sum not exceeding ₹ 450 crore, at arm's length basis and in the ordinary course of business for the Financial Year 2019-20.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 authorized 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)/Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)".

#### **10. Ratification of Remuneration payable to Cost Auditors**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, *if any*, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended till date, the Company hereby ratifies the remuneration of ₹ 3,00,000/- plus applicable taxes and re-imbursement of out-of-pocket expenses payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001) who have been appointed by the Board of Directors on the recommendation of Audit Committee, as the Cost Auditors of the Company, to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company".

## NOTES

1. The Statement under Section 102 of the Companies Act, 2013 (Act) relating to item nos. 5 to 10 as mentioned above forms part of this Notice and the details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment at the Annual General Meeting (Meeting or AGM) is furnished as Annexure to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE AGM INSTEAD OF HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number 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 Member.  
  
Proxies, in order to be effective, must be received at the Registered Office of the Company at Tata Centre, 10th Floor, 43, J. L. Nehru Road, Kolkata - 700071, duly completed and signed, not less than forty-eight hours before the commencement of the AGM. A proxy form is being sent along with this Notice. Proxies submitted on behalf of limited companies, societies etc., must be supported by an appropriate resolution or authority, as applicable.
4. Corporate members intending to send their authorised representative(s) to attend the AGM are requested to send a certified copy of the Board Resolution to the Company authorising their representative(s) to attend and vote on their behalf at the Meeting of the Company.

5. In case of joint holders attending the meeting, only such joint holder(s) who are higher in the order of names will be entitled to vote.
6. Members/ Proxies/ Authorized Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The dividend on equity shares, as recommended by the Board of Directors, if approved at the AGM, will be paid on and from Saturday, August 31, 2019 as under:
  - In respect of Equity Shares held in physical form, to all those members whose names appear on the Company's Register of Members after giving effect to valid transmission or transposition requests lodged with the Company at the end of business hours on Monday, August 19, 2019.
  - In respect of Equity Shares held in electronic form, to all the beneficial owners of the shares as at the end of business hours on Monday, August 19, 2019 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 Transfer Agent (RTA), R&D Infotech Pvt. Ltd., in case of holding in physical form to facilitate payment of dividend etc., either in electronic mode or for printing on the payment instruments.

8. The Registers of Members of the Company will be closed from August 20 to August 27, 2019 (both days inclusive) for the purpose of Annual General Meeting and dividend for Financial Year 2018-19.
9. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, R & D Infotech Pvt. Ltd., 1st Floor, 7A, Beltala Road, Kolkata- 700 026, Phone: +91-33-24192641/42, Telefax: +91-33-24741657, E-mail: tml@rdinfotech.in; rdinfotech@yahoo.com, for assistance in this regard.
10. Members are requested to intimate changes, *if any*, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and to R & D Infotech Pvt. Ltd., 1st Floor, 7A, Beltala Road, Kolkata- 700 026, in case the shares are held in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the RTA, the details of such folios together with the

share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

12. Members desiring any information mentioned in the Notice and accompanying statement shall be available for inspection by Members at the Registered Office of the Company during business hours on all working days, up to the date of the AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.
13. Members desiring any information with respect to the Financial Statements, are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the AGM.
14. As per the provisions of Section 72 of the Act, the facility for making nominations is available to the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to submit their nomination in Form No. SH-13. Nomination forms can be obtained from the office of the RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants.
15. Section 20 of the Act permits service of documents on Members by a Company through electronic mode. Hence, in accordance with the Act read with the Rules framed thereunder, the Notice of this Meeting is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant unless any Member has requested for a physical copy of the Notice. For Members who have not registered their e-mail addresses, physical copies of the said Notice are being sent by the permitted mode. Members may note that the said Notice will also be available on the Company's website i.e. [www.tatametaliks.com](http://www.tatametaliks.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. To support "Green Initiative", Members holding shares in physical form are requested to convert their shares in dematerialised form and the Members who have not yet registered their email IDs are requested hereby to register their respective email IDs with the RTA of the Company.
17. Route map to the venue of the AGM forms part of this Notice.
18. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc., to the RTA at the following address:  
  
R & D Infotech Pvt. Ltd. 7A, Beltala Road, Kolkata - 700 026.  
Phone: +91-33-24192641/42; Telefax: +91-33-24741657; Email: [tml@rdinfotech.in](mailto:tml@rdinfotech.in); [rdinfotech@yahoo.com](mailto:rdinfotech@yahoo.com).  
  
If the shares are held in electronic form, then change of address and change in the bank accounts etc., should be furnished to their respective Depository Participants.
19. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are

also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/ Claimants can file only one consolidated claim in a Financial Year as per the IEPF Rules.

20. Members who have not yet encashed their dividend warrants for the Financial Years ended March 31, 2016 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 2015-16 can be claimed by Members till June 28, 2023.

Members may note that the list of unpaid/unclaimed dividend is available on the website of the Company at [www.tatametaliks.com/investors/list-of-unpaid-unclaimed-dividend.aspx](http://www.tatametaliks.com/investors/list-of-unpaid-unclaimed-dividend.aspx).

21. At the 27th AGM held on July 26, 2017, the Members approved appointment of Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants (ICAI Registration No.304026E/ E300009), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 32nd AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 29th AGM.

#### **Voting through electronic means**

1. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, each as amended from time to time and the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to cast their votes electronically, through e-voting services provided by National Securities Depository Limited (NSDL), on the resolutions set forth in this Notice. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting") and the services will be provided by NSDL. Instructions for remote e-voting (including process and manner of e-voting) are given below. The Resolution passed by remote e-voting are deemed to have been passed as if they have been passed at the Meeting. The Notice of the Meeting indicating the instructions of remote e-voting process along with printed attendance slip and proxy form can be downloaded from the NSDL's website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) or the Company's website ([www.tatametaliks.com](http://www.tatametaliks.com)).
2. The Board of Directors has appointed Mr. P.V. Subramanian, (Membership No. ACS 4585/ C.P. No. 2077), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.

3. The facility for voting through electronic voting system or ballot paper shall be made available at the Meeting and the Members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
  4. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
  5. **Members can opt for only one mode of voting, i.e. either by remote e-voting or voting at the Meeting. In case Members cast their vote through both the modes, voting done by remote e-voting shall prevail and votes cast at the Meeting shall be treated as invalid.**
  6. **Instructions for e-voting are as under:**  
**How do I vote electronically using NSDL e-Voting system?**  
 The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:  
**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**  
**Step 2: Cast your vote electronically on NSDL e-Voting system.**  
**Details on Step 1 are mentioned below:**  
**How to Log-in to NSDL e-Voting website?**
    - a. Visit e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
    - b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
    - c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
    - d. Your User ID details will be as per details given below:
      - i. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
      - ii. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
      - iii. **For Members holding shares in Physical Form:** EVEN (E-Voting Event Number) followed by Folio Number registered with the Company. (For example if your Folio No. is 00\*\*\*\* and EVEN is 110708, then your user ID is 11070800\*\*\*\*\*).
- e. Your password details are given below:
    - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.
    - iii. How to retrieve your "initial password"?
      - If your email ID is registered in your demat account or with the Company, your "initial password" is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your "User ID" and your "initial password".
      - If your email ID is not registered, your "initial password" is communicated to you on your postal address.
  - f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - i. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).
    - ii. Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).
    - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - h. Now, you will have to click on "Login" button.
  - i. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 are given below:**  
**How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.
  3. Select "EVEN" of the Company i.e. 110708 to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members:**

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to psvm17@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

**Other Instructions**

1. The remote e-voting period commences on August 23, 2019 (9:00 a.m. IST) and ends on August 26, 2019 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on August 19, 2019, ("Cut-off date") may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
3. The voting rights of Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the Cut-off date i.e. August 19, 2019, and as per the Register of Members of the Company. Please note, only a 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 shall be entitled to avail the facility of e-voting either through remote e-voting or voting at the Meeting through e-voting or ballot paper.
4. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Annual Reports, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your

password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the Toll free no.: 1800-222-990 or email at evoting@nsdl.co.in.

5. At the Meeting, at the end of the discussion on the resolution on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, allow voting for all those Members who are present at the Meeting but have not cast their vote electronically using the remote e-voting facility.
6. In case of any queries, you may refer the FAQs for Members and e-voting user manual for Shareholders available at the "downloads" section of NSDL's e-voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting at:

**Name and Designation: Mr. Amit Vishal, Senior Manager**  
**Address: Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai – 400013.**  
**E-mail id and Phone Number(s):**  
**amitv@nsdl.co.in; 022-24994360;**  
**Toll free no.: 1800-222-990.**

**Declaration of Results on the Resolution:**

1. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, 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.
2. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
3. The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.tatametaliks.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited and The National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors  
sd/-

**Sankar Bhattacharya**  
Chief – Corporate Governance  
& Company Secretary  
(Membership No. ACS 11438)

Kolkata  
April 15, 2019

**Registered Office:**

Tata Centre, 10th Floor, 43, J. L. Nehru Road,  
Kolkata – 700071.  
Tel: 91 33 6613 4200 | Fax: 91 33 2288 4372  
CIN: L27310WB1990PLC050000  
E-mail: investors@tatametaliks.co.in  
Website: www.tatametaliks.com

## Annexure to Notice

Statement pursuant to Section 102 of the Companies Act, 2013 (Act)

The following Statement sets out all material facts relating to Item Nos. 5 to 10 mentioned in the accompanying Notice.

### Item No. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Krishnava Satyaki Dutt (DIN: 02792753) as an Independent Director, for a second term of five years commencing September 10, 2019 through September 09, 2024, not liable to retire by rotation. Mr. Dutt was appointed as an Independent Director at the 24th Annual General Meeting (AGM) of the Company and holds office up to September 09, 2019. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Dutt would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Company has received from Mr. Dutt (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, he is a person of integrity and fulfills the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Dutt started his legal career at Calcutta High Court. After a short stint there, he joined ICICI Bank in Mumbai. He later joined Amarchand Mangaldas in 2005 and was made partner in 2007, before retiring in June 2009. After that, he founded Argus Partners. Mr. Dutt has been identified by India Business Law Journal as one of India's top 100 lawyers. RSG Consulting (London) has identified Mr. Dutt as being among the leading second generation of Indian corporate lawyers.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of Listing Regulations and other applicable Regulations, the re-appointment of Mr. Dutt as Independent Director is now being placed before the Members for their approval by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Dutt to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of Members.

### Item No. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Dr. Pingali Venugopal (DIN: 05166520) as an Independent Director, for a second term of five years commencing September 10, 2019 through September 09, 2024, not liable to retire by rotation. Dr. Venugopal was appointed as an Independent Director at the 24th Annual General Meeting (AGM) of the Company and holds office up to September 09, 2019. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Dr. Venugopal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Company has received from Dr. Venugopal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, he is a person of integrity and fulfills the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Dr. Venugopal has 35 years of experience in various areas of the marketing functions. Currently, he is the coordinator of the Centre for Global Management and Responsible Leadership at XLRI, Jamshedpur. His research and publications cover different marketing topics.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of Listing Regulations and other applicable Regulations, the re-appointment of Dr. Venugopal as Independent Director is now being placed before the Members for their approval by way of Special Resolution.



None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Dr. Venugopal to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 6 of the Notice.

The Board recommends the Resolution set forth in Item No. 6 for the approval of Members.

**Item No. 7**

**Context:**

A resolution for related party transaction for the value of ₹ 350 crore for procurement of Coal/ Coke from T S Global Procurement Company Pte. Ltd. (TSGP) was approved by the Members of the Company at the 28th AGM held on July 02, 2018 for Financial Year 2018-19. The said approval has expired on March 31, 2019. To ensure that the Company continues to procure Coal/ Coke, approval of the Members is being sought, to enter into related party transaction(s) with TSGP for an amount of ₹ 350 crore for Financial Year 2019-20.

**Background and Details of the Transaction:**

Consistent, cost effective and assured supply of bulk Coal/ Coke, of desired quality, is a key requirement for the Company. The Company intends to procure bulk Coal/ Coke from TSGP to have consistent control over quality of the supplies. This transaction will help the Company to manage manufacturing operations smoothly and ensure the desired quality and quantity of Coal/ Coke is available for uninterrupted operations and increased productivity.

**Benefits of procuring from TSGP:**

The strategic advantages for the Company in procuring from TSGP are as under:

- i. TSGP by virtue of its size/ trading book has a better negotiating position with the miners/ suppliers, to secure competitive sourcing rates. As TSGP handles the bulk procurement of

Tata Steel Group, it has an inherent advantage of specialized knowledge, skill and economies of scale which helps in better negotiation of price considering the value in use with the vendors, and the comparatively smaller volume of your Company.

- ii. TSGP is able to plan large vessels and the Company benefits from lower freight. This improves the overall landed cost for the Company.
- iii. Bulk procurement from TSGP ensures consistency in obtaining bulk raw materials for production with established supply chain which is essential for uninterrupted operations and increased productivity of the Company.

**Approval being sought for Financial Year 2019-20:**

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the Listing Regulations 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.

TSGP is a related party in terms of Regulation 2(1)(zb) of the Listing Regulations. The estimated value of transaction with TSGP for Financial Year 2019-20 will be ₹ 350 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹ 216 crore as per last audited financial statements of FY 2018-19.

Hence, it is proposed to secure Members' approval for the related party contract(s)/ arrangement(s) to be entered into with TSGP during Financial Year 2019-20, as mentioned in Item No. 7 of the Notice.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions etc., are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	T S Global Procurement Company Pte. Ltd.
2	Name of the Director or KMP who is related	Mr. Koushik Chatterjee, Chairman
3	Nature of Relationship	Fellow Subsidiary
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves purchase of Coal/Coke on a continuous basis for an aggregate amount of ₹ 350 crore during Financial Year 2019-20.
5	Any other information relevant or important for the 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 has been mentioned in the foregoing paragraphs.

**Arm's Length Pricing:**

The related party contract/ transaction mentioned in this proposal has been evaluated by a reputed external independent accounting/ consulting firm and the firm has confirmed that the proposed pricing mechanism mentioned above meets the arm's length testing criteria. The related party transaction also qualifies as contract under ordinary course of business.

The Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, is concerned or interested, in the resolution mentioned at Item No. 7 of the Notice.

## Item No. 8

### Context:

A resolution for related party transaction for the value of ₹ 200 crore for procurement of iron ore lumps and fines from Tata Steel Limited (TSL) was approved by the Members of the Company at the 28th AGM held on July 02, 2018 for Financial Year 2018-19. The said approval has expired on March 31, 2019. To ensure that the Company continues to procure iron ore lump and fines, approval of the Members is being sought, to enter into related party transaction(s) with TSL for an amount of ₹ 300 crore for Financial Year 2019-20.

### Background and Details of the Transaction:

Consistent, cost effective and assured supply of Iron Ore Lump and Fines, of desired quality, is a key requirement for the Company. The Company intends to procure bulk iron ore lumps and fines from TSL to have consistent control over quality of the supplies. This transaction will help the Company to manage manufacturing operations smoothly and ensure the desired quality and quantity of iron ore lump and fines is available for uninterrupted operations and increased productivity.

### Benefits of procuring from TSL:

The strategic advantages for the Company in procuring from TSL are as under:

- i. TSL is one of the largest steel producing companies in the world. As TSL has multiple mines, consistent and cost effective supply of iron ore lumps and fines becomes easier for the comparatively smaller volume of your Company.

- ii. The iron ore from Khonbond, Joda and Noamundi mines of TSL are perfect for the grade and quality your Company produces.
- iii. Bulk procurement from TSL ensures consistency in obtaining bulk raw materials for production with established supply chain which is essential for uninterrupted operations and increased productivity of the Company.

### Approval being sought for Financial Year 2019-20:

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the Listing Regulations 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.

TSL is a related party in terms of Regulation 2(1)(zb) of the Listing Regulations. The estimated value of transaction with TSL for Financial Year 2019-20 will be ₹ 300 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹ 216 crore as per last audited financial statements of FY 2018-19.

Hence, it is proposed to secure Members' approval for the related party contract(s)/ arrangement(s) to be entered into with TSL during Financial Year 2019-20, as mentioned in Item No. 8 of the Notice.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions etc., are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	Tata Steel Limited
2	Name of the Director or KMP who is related	Mr. Koushik Chatterjee, Executive Director and Chief Financial Officer
3	Nature of Relationship	Holding Company (55.06% of paid-up Equity Share Capital)
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of iron ore lump and fines. Monetary value of proposed aggregate transaction(s) during financial year 2019-20 is expected to be ₹300 crore.
5	Any other information relevant or important for the 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 has been mentioned in the foregoing paragraphs.

### Arm's Length Pricing:

The related party contract/ transaction mentioned in this proposal has been evaluated by a reputed external independent accounting/ consulting firm and the firm has confirmed that the proposed pricing mechanism mentioned above meets the arm's length testing criteria. The related party transaction also qualifies as contract under ordinary course of business.

The Board recommends the Ordinary Resolution set forth at Item No. 8 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, is concerned or interested, in the resolution mentioned at Item No. 8 of the Notice.

**Item No. 9**

**Context:**

A resolution for related party transaction for the value of ₹ 450 crore for procurement of Coke from Hooghly Met Coke (HMC), a division of Tata Steel Limited (TSL) was approved by the Members of the Company at the 28th AGM held on July 02, 2018 for Financial Year 2018-19. The said approval has expired on March 31, 2019. To ensure that the Company continues to procure coke from HMC, approval of the Members is being sought, to enter into related party transaction(s) with TSL for an amount of ₹ 450 crore for Financial Year 2019-20.

**Background and Details of the Transaction:**

Consistent, cost effective and assured supply of Coke, of desired quality, is a key requirement for the Company. The Company intends to procure bulk HMC from TSL to have consistent control over quality of supplies. This transaction will help the Company to manage manufacturing operations smoothly and ensure the desired quality and quantity of Coke is available for uninterrupted operations and increased productivity.

**Benefits of procuring from TSL:**

The strategic advantages for the Company in procuring from TSL are as under:

- i. TSL is one of the largest steel producing companies in the world. By virtue of the large size of TSL operations, consistent supply of HMC becomes easier for the comparatively smaller volume of your Company.

- ii. The quantity to be purchased from TSL will be based on actual price of coal and conversion charge, thereby reducing the exposure to the volatility of coke price.
- iii. Bulk procurement from TSL ensures consistency in obtaining bulk raw materials for production with established supply chain which is essential for uninterrupted operations and increased productivity of the Company.

**Approval being sought for Financial Year 2019-20:**

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the Listing Regulations 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.

TSL is a related party in terms of Regulation 2(1)(zb) of the Listing Regulations. The estimated value of transaction with TSL for Financial Year 2019-20 will be ₹450 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹ 216 crore as per last audited financial statements of FY 2018-19.

Hence, it is proposed to secure Members' approval for the related party contract(s)/ arrangement(s) to be entered into with TSL during Financial Year 2019-20, as mentioned in Item No. 9 of the Notice.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions etc are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	Tata Steel Limited
2	Name of the Director or KMP who is related	Mr. Koushik Chatterjee, Executive Director and Chief Financial Officer
3	Nature of Relationship	Holding Company (55.06% of paid-up Equity Share Capital)
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of Coke from HMC shall be on a continuous basis. Monetary value of proposed aggregate transaction(s) during Financial Year 2019-20 is expected to be ₹450 crore.
5	Any other information relevant or important for the 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 has been mentioned in the foregoing paragraphs.

**Arm's Length Pricing:**

The related party contract/ transaction mentioned in this proposal has been evaluated by a reputed external independent accounting/ consulting firm and the firm has confirmed that the proposed pricing mechanism mentioned above meets the arm's length testing criteria. The related party transaction also qualifies as contract under ordinary course of business.

The Board recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, are concerned or interested, in the resolution mentioned at Item No. 9 of the Notice.

**Item No. 10**

Pursuant to Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, as amended till date, the Company is required to conduct audit of its cost records by a Cost Accountant in Practice, as specified under the Companies (Cost Records and Audit) Rules, 2014.

The Board of Directors of the Company has, on recommendation of the Audit Committee, appointed M/s Shome & Banerjee, Cost Accountants (Firm Registration Number 000001) as the Cost Auditors of the Company for the Financial Year ending March 31, 2020 at a remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2020.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 10 for approval of the Members.

By Order of the Board of Directors  
sd/-

**Sankar Bhattacharya**  
Chief – Corporate Governance  
& Company Secretary  
(Membership No. ACS 11438)

Kolkata  
April 15, 2019

**Registered Office:**

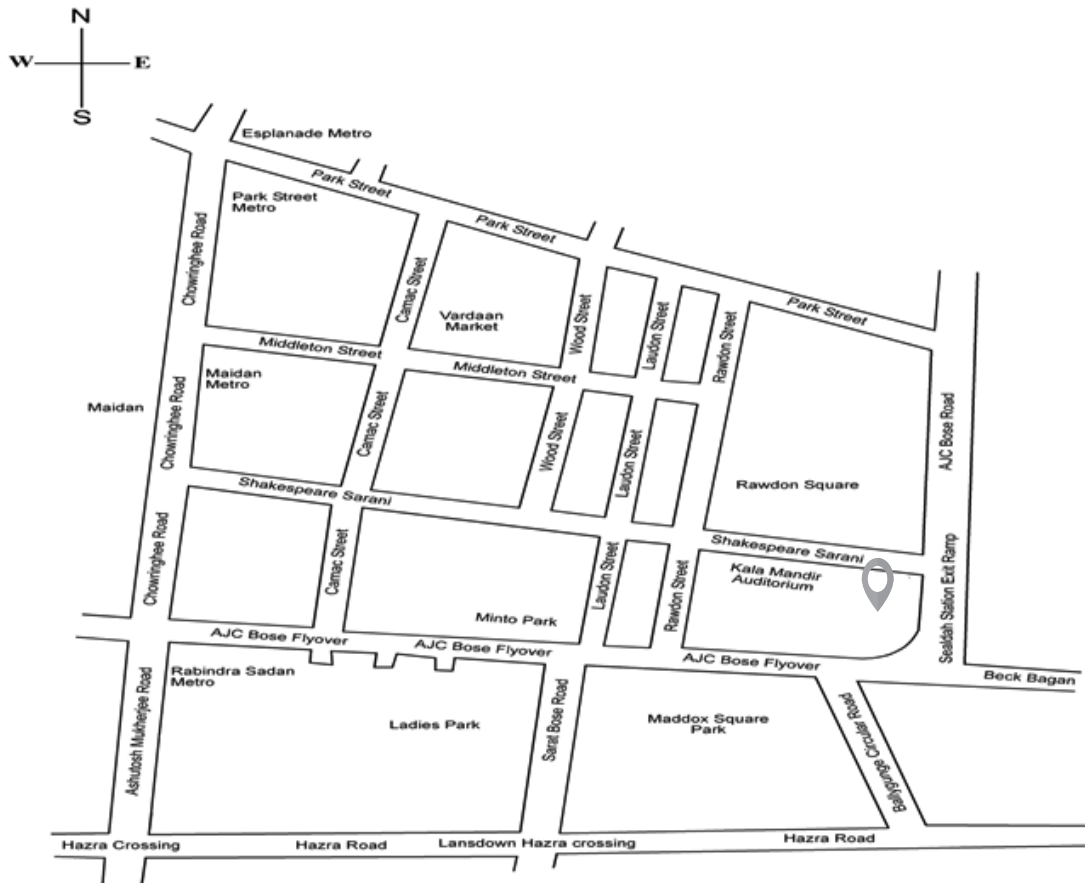
Tata Centre, 10th Floor, 43, J. L. Nehru Road,  
Kolkata – 700071.  
Tel: 91 33 6613 4200 | Fax: 91 33 2288 4372  
CIN: L27310WB1990PLC050000  
E-mail: investors@tatametaliks.co.in  
Website: www.tatametaliks.com

**Details of Directors seeking re-appointment at the AGM**

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Sanjiv Paul	Ms. Samita Shah	Mr. Krishnava Satyaki Dutt	Dr. Pingali Venugopal
DIN	00086974	02350176	02792753	05166520
Nationality	Indian	Indian	Indian	Indian
Date of Birth	16/03/1963	02/02/1971	16/10/1974	11/05/1958
Date of Appointment	30/03/2013	24/03/2015	05/07/2012	05/01/2012
Qualification	B.Tech	B.A(Economics) PGDM – IIM Ahmedabad	B.Sc. LLB	<ul style="list-style-type: none"> <li>• Fellow Programme in Management</li> <li>• PGDM-IIM, Ahmedabad</li> <li>• BSC (Agriculture)</li> </ul>
Expertise in specific functional areas	Metallurgical Engineer	Corporate Finance & Risk Management	Corporate Law	Management
Directorships held in Bodies Corporate except Tata Metaliks Ltd.	1. Tata Pigments Limited	1. Jamipol Limited 2. Jugsalai Steel Limited 3. Jamadoba Steel Limited 4. Straight Mile Steel Limited 5. Sakchi Steel Limited 6. Bamnipal Steel Limited 7. Noamundi Steel Limited 8. Tata Steel Special Economic Zone Limited 9. Tata BlueScope Steel Private Limited 10. Abja Investment Co. Pte. Ltd.	1. Balrampur Chini Mills Limited 2. Tata Steel BSL Limited 3. Macmet Engineering Limited 4. Maithon Power Limited	1. Jamshedpur Continuous Annealing & Processing Company Private Limited
Chairmanships/ Memberships of Committees	Nil	1. Jamipol Limited: Audit Committee – Member 2. Tata Steel Special Economic Zone Limited: Audit Committee – Member 3. Tata BlueScope Steel Private Limited: Audit Committee - Chairman; Risk Management Committee - Chairman	1. Balrampur Chini Mills Limited: Audit Committee – Member; Stakeholders’ Relationship Committee – Member 2. Maithon Power Limited: Audit Committee – Chairman; Corporate Social Responsibility Committee - Chairman	1. Jamshedpur Continuous Annealing & Processing Company Private Limited: Audit Committee - Member; Nomination and Remuneration Committee - Member
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil
Attendance at Board Meetings in FY 2018-19	Mr. Paul attended 5 (five) Board Meetings in FY 2018-19.	Ms. Shah attended 6 (six) Board Meetings in FY 2018-19.	Mr. Dutt attended 6 (six) Board Meetings in FY 2018-19.	Dr. Venugopal attended all the 7 (seven) Board Meetings in FY 2018-19.
Remuneration	For other details such as remuneration drawn, please refer to the Corporate Governance Report which is a part of this Integrated Report.			

# Route Map to the AGM Venue



 Kala Mandir,  
48, Shakespeare Sarani, Kolkata - 700 017

Landmark: Next to IDBI Bank, Zonal Office  
Nearest Bus-stop: AJC Bose Road Crossing  
Nearest Metro Station: Maidan Metro Station  
Distance from AJC Bose Road Crossing: 500 M  
Distance from Maidan Metro Station: 1.6 Km  
Distance from Rabindra Sadan Metro Station: 2.0 Km





# TATA METALIKS LIMITED

Registered Office – Tata Centre, 10th Floor, 43, J. L. Nehru Road, Kolkata – 700 071  
Tel: +91-33-66134200, Fax: +91-33-22884372 . CIN: L27310WB1990PLC050000.  
Website: www.tatametaliks.com; Email: investors@tatametaliks.co.in

## PROXY FORM (FORM NO. MGT 11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014, as amended)

**29th ANNUAL GENERAL MEETING - TUESDAY, AUGUST 27, 2019 AT 11:00 A.M.**  
at "Kala Mandir", 48, Shakespeare Sarani, Kolkata – 700 017

Name of the Member(s): .....

Registered address : .....

E-mail ID: ..... Folio No./ Client ID: .....

DP ID: .....

I/We, being the Member(s) holding ..... shares of Tata Metaliks Limited, hereby appoint

1. Name: ..... E-mail ID: .....

Address: .....

or Failing him / her ..... Signature: .....

2. Name: ..... E-mail ID: .....

Address: .....

or Failing him / her ..... Signature: .....

3. Name: ..... E-mail ID: .....

Address: .....

or Failing him / her ..... Signature: .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 29th Annual General Meeting of the Company to be held on Tuesday, August 27, 2019 at 11:00 a.m. (IST) at "Kala Mandir", 48, Shakespeare Sarani, Kolkata – 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below :

Resolution No.	Resolution	For	Against
<b>Ordinary Business:</b>			
1	Consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2	Declare dividend of ₹ 3.50/- per Equity Share of ₹ 10/- each for Financial Year 2018-19.		
3	Appointment of Director in place of Mr. Sanjiv Paul (DIN: 00086974), who retires by rotation and is eligible for re-appointment.		
4	Appointment of Director in place of Ms. Samita Shah (DIN: 02350176), who retires by rotation and is eligible for re-appointment		
<b>Special Business:</b>			
5	Re-appointment of Mr. Krishnava Satyaki Dutt (DIN: 02792753) as an Independent Director		
6	Re-appointment of Dr. Pingali Venugopal (DIN: 05166520) as an Independent Director		
7	Approval for Related Party Transaction		
8	Approval for Related Party Transaction		
9	Approval for Related Party Transaction		
10	Ratification of Cost Auditors' remuneration		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder(s)

Affix  
Revenue  
Stamp

Signature of Proxy Holders(s)

### NOTES:

- This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Tata Centre, 10th Floor, 43, J.L.Nehru Road, Kolkata – 700 071, not less than 48 hours before the commencement of the Meeting.
- \*\* This is optional. Please put a '✓' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner he/she thinks appropriate.
- Appointing a Proxy does not prevent a Member from attending in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





**TATA**

**TATA METALIKS LIMITED**

Registered Office: Tata Centre, 10th Floor, 43, J.L. Nehru Road, Kolkata - 700 071  
Tel: +91 33 66134200, Fax: +91 33 22884372, CIN : L27310WB1990PLC050000  
website : www.tatametaliks.com, E-mail: investors@tatametaliks.co.in

**ATTENDANCE SLIP**

(To be presented at the entrance duly signed)

**29<sup>th</sup> ANNUAL GENERAL MEETING on TUESDAY, AUGUST 27, 2019 at 11.00 A.M.(IST)**  
at "Kala Mandir", 48, Shakespeare Sarani, Kolkata - 700017.

FOLIO NO. / DP ID & CLIENT ID *: <small>*(Applicable to investors holding Shares in dematerialized form)</small>	NO OF SHARE(S):
Name of the Member(s):	
Registered Address:	
Email ID :	

Name of the Proxy Holder:

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Proxy holder's Signature

I hereby record my presence at the 29<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, August 27, 2019 at 11.00 a.m.(IST) at "Kala Mandir", 48, Shakespeare Sarani, Kolkata - 700 017.

Name of the Member / Proxy :..... Signature:.....

**ELECTRONIC VOTING**

Electronic Voting Event Number (EVEN)	User ID	Password

Note :

1. Please refer the instructions printed under the Notes to the Notice of the Annual General Meeting. The remote e-voting period commences on **Friday, August 23, 2019 (9:00 a.m.) and ends on Monday, August 26, 2019 (5:00 p.m.)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.
2. Only Member/Proxy holder can attend the Meeting.





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### INSTRUCTIONS

#### 1. GENERAL INFORMATION

- a) There will be one e-voting for every Folio No. /DP ID & Client ID No., irrespective of the number of joint holders.
- b) The facility of voting rights through e-voting shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through e-voting.
- c) Members can opt for only one mode of voting i.e. through remote e-voting or electronic voting at AGM venue. In case you are opting for remote e-voting, then please do not cast your vote at venue. In case Members cast their vote, both by remote e-voting and e-voting at AGM, the vote cast through remote e-voting shall prevail and the vote cast at AGM venue shall be considered invalid.

#### 2. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (A) In case of Members receiving the Attendance form by E-mail:
  - i. Open e-mail and open PDF file viz; "TML e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii. Click on "Shareholder Login".
  - iv. In the appropriate section, insert user ID and password as initial password noted in step 2 (A) (i) above. Click "Login".
  - v. "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
  - vii. Select "EVEN" (Electronic Voting Event Number) of Tata Metaliks Limited.
  - viii. Now you are ready for e-Voting after "Cast Vote" page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you are not permitted to change it subsequently.
  - xii. For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at [pvs17@rediffmail.com](mailto:pvs17@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (B) In case of Members receiving Attendance Form by Post:
  - (i) User ID and initial password is provided at the Attendance slip.
  - (ii) Please follow all steps from Sr. No. 2A (ii) to (xii) above, to cast your vote.
- (C) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password to Login and cast your vote.
- (D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You can also send your queries/ grievances relating to e-voting to the e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [tml@rdinfotech.net](mailto:tml@rdinfotech.net).
- (E) The period for e-voting starts from Friday, August 23, 2019 at 9:00 a.m. and ends on Monday, August 26, 2019 at 5:00 p.m. Thereafter, e-voting shall be disabled by NSDL.
- (F) The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. August 19, 2019.
- (G) 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 on cut-off date i.e. August 19, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@rdinfotech.net](mailto:info@rdinfotech.net) or [tml@rdinfotech.net](mailto:tml@rdinfotech.net). However, if you already registered with NSDL for e-voting then you can use existing user ID and password to cast your vote.
- (H) For more details, please refer Notice convening the AGM.



07/19