TML: 4063 : 2017

30 June, 2017

| | |
|---|---|
| Manager - Listing<br>The National Stock Exchange of India Ltd.<br>5 Exchange Plaza,<br>Bandra Kurla Complex, Bandra (E)<br>Mumbai – 400 051.<br><br>**Stock Code – TATAMETALI** | DGM- Listing<br>Bombay Stock Exchange Limited<br>Phiroze Jeejeebhoy Towers<br>Dalal Street<br>Mumbai – 400 001.<br><br>**Stock Code - 513434** |

Dear Sirs,

Re : Notice of 27th Annual General Meeting

Please find enclosed herewith Notice of the 27th Annual General Meeting of the Company, scheduled to be held on Wednesday, 26 July, 2017 at 10.30 a.m. (IST) at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017.

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 27th Annual General Meeting of the Members of Tata Metaliks Limited (CIN: L27310WB1990PLC050000) will be held on **Wednesday, 26 July, 2017** at "**Kala Mandir**", 48, Shakespeare Sarani, Kolkata - 700 017 at 10.30 a.m. to transact 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 31 March, 2017 and the Reports of the Board of Directors and the Auditors thereon.

2. **Declaration of Dividend**

   To declare dividend of ₹ 2.50/- per equity share of ₹ 10/- each for financial year 2016-17.

3. **Appointment of Director**

   To appoint a Director in the place of Ms. Samita Shah (DIN: 02350176), who retires by rotation and is eligible for re-appointment.

4. **Appointment of Statutory Auditors**

   To pass the following resolution as an Ordinary Resolution :

   "RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, *if any*, of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014 (Rules), as amended from time to time, Messrs Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/ E300009) be and are hereby appointed as the Statutory Auditors of the Company (in place of Messrs Deloitte Haskins & Sells, Chartered Accountants) for a term of 5 (five) years commencing from the financial year 2017-18 and to hold office from the conclusion of the 27th Annual General Meeting (AGM) of the Company till conclusion of the 32nd AGM of the Company to be held in the year 2022 (subject to ratification by the Members at every intervening AGM) on such remuneration plus applicable taxes, out-of-pocket expenses etc., as may be mutually agreed upon by the Board of Directors (Board) and the Statutory Auditors.

   RESOLVED further that the Board (including its Audit Committee) of the Company be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**Special Business:**

5. **Appointment of Mr. Amit Ghosh as an Independent Director**

   To pass the following resolution as an Ordinary 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 Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Amit Ghosh (DIN: 00482967), who was appointed as an Additional Director of the Company w.e.f. 24 January, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting (AGM) under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office

of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five years commencing 24 January, 2017 through 23 January, 2022."

**6. Appointment of Dr. Rupali Basu as an Independent Director**

To pass the following resolution as an Ordinary 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 Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Dr. Rupali Basu (DIN: 01778854), who was appointed as an Additional Director of the Company w.e.f. 24 January, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting (AGM) under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five years commencing 24 January, 2017 through 23 January, 2022."

**7. Appointment of Mr. Sandeep Kumar as a Director**

To pass the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, *if any*, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Sandeep Kumar (DIN: 02139274), who was appointed as an Additional Director of the Company w.e.f. 20 March, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting (AGM) under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall not be determined by retirement of Directors by rotation."

**8. Appointment of Mr. Sandeep Kumar as Executive Director and Managing Director respectively**

To pass the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, *if any*, of the Companies Act, 2013 (Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Rules), as amended from time to time, and subject to such sanctions as may be necessary, approval and sanction of the Company be and is hereby accorded to the appointment of and payment of remuneration to Mr. Sandeep Kumar (DIN: 02139274) as Whole-time Director (designated as Executive Director) of the Company for the period commencing on 10 April, 2017 and ending on 30 June, 2017, upon the terms and conditions including the remuneration and other perquisites / benefits payable to Mr. Kumar during the said period as set out in the statement annexed to the notice convening this meeting.

RESOLVED further that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, *if any*, of the Act and the Rules, as amended from time to time, and subject to such sanctions as may be necessary, approval and sanction of the Company be and is hereby

# NOTICE *(Contd.)*

accorded to the appointment of and payment of remuneration to Mr. Sandeep Kumar (DIN: 02139274) as Managing Director of the Company for a period of 3 (three) years w.e.f. 1 July, 2017 upon the terms and conditions including the remuneration and other perquisites / benefits payable to Mr. Kumar during the said period of 3 (three) years as set out in the statement annexed to the notice convening this meeting.

RESOLVED further that in the event of loss or inadequacy of profit in any financial year during the tenure of his appointments as aforesaid, Mr. Kumar shall be entitled to the minimum remuneration by way of salary, perquisites and allowances, as set out in the statement annexed to the notice convening this meeting, not exceeding the overall ceiling of the total managerial remuneration as specified in Section 197 of the Act or such other limits as may be prescribed from time to time".

**9. Approval for Related Party Transaction**

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 from time to time, 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, the approval of Shareholders 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, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 250 crores for the financial year 2017-18, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

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

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 (Act) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company does hereby ratify the remuneration of ₹ 2,00,000/- plus applicable taxes and out of pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number 000001), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 for the year ending 31 March, 2018.

**NOTES**

a) A Statement under Section 102 of the Companies Act, 2013 (Act) relating to item nos. 4 to 10 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) **Pursuant to Section 105 of the Act, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a Member entitled to attend and vote at the Annual General Meeting (AGM) is also entitled to appoint a Proxy to attend and vote at the AGM instead of himself/ herself and the Proxy need not be a Member of the Company. As per the said Section of the Act and Secretarial Standard-2 (SS-2) issued by The Institute of Company Secretaries of India, a Proxy can act on behalf of Members not exceeding 50 and holding in aggregate not more than 10% of the total issued share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total issued share capital of the Company carrying Voting Rights may appoint a single person as Proxy and such person shall not act as a Proxy for another person or Shareholder. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company at least 48 hours prior to the commencement of AGM. Proxy form is annexed to this report.**

c) The Register of Members and Share Transfer Books of the Company will remain closed from 15 July, 2017 to 26 July, 2017 (both days inclusive).

d) Shareholders desiring any information, especially with regard to accounts, are requested to write to the Company at an early date so that the same could be arranged and made available at the date of AGM.

e) 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 Company's Registrar and Share Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants (DP).

f) Notice of AGM, Attendance Slip and Annual Report are sent to the Members in electronic mode whose email IDs are registered with the Company/ DP, unless the Members have requested for the hard copy of the same. To support "*Green Initiative*", the 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 Registrar and Share Transfer Agent of the Company, R&D Infotech Pvt. Ltd.

**Voting through electronic means**

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act), read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide the facility of e-voting to its Members. The Members can avail the said facility from a place other than the venue of the AGM (remote e-voting) which will be provided by National Securities Depository Limited (NSDL).

b) The remote e-voting period will commence on 23 July, 2017 (9.00 a.m.) and will end on 25 July, 2017 (5.00 p.m.) During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 19 July, 2017, may cast their respective votes 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, the Member shall not be allowed to change it subsequently.

# NOTICE *(Contd.)*

c) The facility of voting at the venue of AGM will be available only to the Members who have not cast their votes through remote e-voting. Members who have cast their votes by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their votes again.

d) The Chairman shall, at the end of discussion at the AGM on the resolutions on which voting is to be held, allow voting, with the assistance of Scrutiniser, for all those Members who are present at the AGM but have not cast their votes yet.

e) The Board of Directors has appointed Mr. P V Subramanian, Practicing Company Secretary, (Membership No. ACS 4585 / C.P. No. 2077) as the Scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner.

f) Procedure for Remote E-Voting

**A. For Members receiving information electronically**

In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/DPs]:

a) Please open and read the email received from NSDL and open attached PDF file with your Client ID or Folio No. as default password. The said PDF file contains your "User ID" and "Password" for remote e-voting.

b) Please note that the password is an initial password.

Launch internet browser by typing the following URL: *https://www.evoting.nsdl.com.*

c) Click on Shareholder – Login

d) Put user ID and password as initial password as mentioned in step (a) above. Click Login.

e) 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. In case, you have earlier logged in at *www.evoting.nsdl.com* for exercising your vote relating to any other Company and you have already changed your password, please use the changed password.

f) On successful login, Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

g) Select "EVEN" (E Voting Event Number) of Tata Metaliks Limited which is 106228. Now you are ready for e-voting as Cast Vote page opens.

h) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.

i) 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 communication(s) regarding NSDL e-voting system in future.



**B. The instructions for e-voting for Members other than in (A) above:**

In case a Member receives physical copy of the Notice of AGM (for the Members whose e-mail IDs are not registered with the Company/DPs):

# NOTICE *(Contd.)*

i) Initial "User ID" and "Password" are provided with the Notice. Please follow all steps from Sl. No. (b) to (i) above to cast vote.

g) In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloading section of *https://www.evoting.nsdl.com* or call on toll free no. : 1800-222-990.

h) Institutional Shareholders (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. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the e-mail ID - *pvsm17@rediffmail.com* with a copy marked to *evoting@nsdl.co.in*

i) Members who have acquired shares of the Company after dispatch of Annual Reports but before the book closure date may obtain login ID and Password by sending a request at *evoting@nsdl.co.in* or *investors@rdinfotech.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 forget your password, you can reset your password by using "Forgot User Details/Password" option available on *https://www.evoting.nsdl.com* or contact NSDL at the following toll free no.: 1800-222-990.

j) The voting rights of Members 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. 19 July, 2017.

k) After conclusion of the voting at the AGM, the Scrutiniser shall count the votes cast at the meeting 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 shall prepare a consolidated Scrutiniser's Report of the total votes cast in favour or against, *if any*, not later than 48 hours of conclusion of AGM and submit it to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

l) The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company *www.tatametaliks.com* and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing.

m) Pursuant to Regulation 44 of the Listing Regulations, the Company shall submit voting result to BSE Limited and National Stock Exchange of India Limited within 48 hours of conclusion of AGM.

By Order of the Board of Directors

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

**Registered Office:**

Tata Centre, 10th Floor
43, J. L. Nehru Road, Kolkata - 700 071
CIN : L27310WB1990PLC050000
Tel : 91 33 6613 4200
E-mail : investors@tatametaliks.co.in
Website : www.tatametaliks.com

Place : Kolkata
Date : 1 June, 2017

# NOTICE *(Contd.)*

**Annexure to Notice**

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

**Item No. 4**

This statement is provided though strictly not required as per Section 102 of the Act.

In terms of Section 139 of the Companies Act, 2013, the term of Messrs Deloitte Haskins & Sells, Chartered Accountants, the current Statutory Auditors of the Company, will end at the conclusion of the 27th Annual General Meeting (AGM) of the Company and the Company is required to appoint new statutory auditors to conduct the statutory audit of the books of accounts of the Company for the FY 2017-18 onwards. The Board of Directors recommend the appointment of Messrs Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants (Firm Registration No. E304026E/E300009) as the Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of the 27th AGM till the conclusion of the 32nd AGM to be held in the year 2022 (subject to ratification of their appointment at every intervening AGM, if so required under the Act). Messrs Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that, *if appointed*, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the resolution set forth in item no. 4 for approval of the Members.

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 mentioned in item no. 4 of the Notice.

**Item No. 5**

Mr. Amit Ghosh, a Commerce graduate from St. Xavier's College, Calcutta, holds a PGDBM from XLRI, Jamshedpur, and is a Member of the Institute of Cost Accountants of India.

In his vast experience of 37 years, Mr. Ghosh has served Tata Steel Limited and its multiple group companies. His areas of expertise include corporate financial restructuring, strategic planning exercises including value chain analysis to assist business growth, credit enhanced solutions to address transactional risks in commercial deals, acquisition integration and implementation of turnaround plans among others.

The Board of Directors (Board), upon the recommendation of Nomination & Remuneration Committee (NRC), at its meeting held on 24 January, 2017, appointed Mr. Amit Ghosh as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective 24 January, 2017. Pursuant to the provisions of Section 161 of the Act, Mr. Ghosh will hold office upto the date of the ensuing AGM and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received in writing, a notice from a Member along with a requisite deposit of ₹ 1,00,000/- proposing the candidature of Mr. Ghosh for the office of Director. The Company has received from Mr. Ghosh (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors), Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules framed thereunder, for appointment of Mr. Ghosh as an Independent Director of the Company for a period commencing from 24 January, 2017 through 23 January, 2022. Mr. Ghosh once appointed will not be liable to retire by rotation.

# NOTICE *(Contd.)*

In the opinion of the Board, Mr. Ghosh is a person of integrity, fulfils the conditions specified in the Act and the Rules framed thereunder and is independent of the management of the Company.

The requisite details of Mr. Ghosh are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ghosh 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 approval of the Members.

**Item No. 6**

Dr. Rupali Basu holds a medical degree from R. G. Kar Medical College, Kolkata, and Post-Graduation Diploma/ Certificates in Health & Hospital Management from Delhi University and Harvard Medical International.

She is the Past President of the Association of Hospitals in Eastern India and Past Chairperson of the Health care sub-committee of CII ER and a Member of National Healthcare Committees of CII, BCC&i and FICCI.

The Board, upon the recommendation of NRC, at its meeting held on 24 January, 2017, appointed Dr. Rupali Basu as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective 24 January, 2017. Pursuant to the provisions of Section 161 of the Act, Dr. Basu will hold office upto the date of the ensuing AGM and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received in writing, a notice from a Member along with a requisite deposit of ₹ 1,00,000/- proposing the candidature of Dr. Basu for the office of Director. The Company has received from Dr. Basu (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors), Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules framed thereunder, for appointment of Dr. Basu as an Independent Director of the Company for a period commencing from 24 January, 2017 through 23 January, 2022. Dr. Basu once appointed will not be liable to retire by rotation.

In the opinion of the Board, Dr. Basu is a person of integrity, fulfils the conditions specified in the Act and the Rules framed thereunder and is independent of the management of the Company.

The requisite details of Dr. Basu are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Dr. Basu 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 approval of the Members.

**Item Nos. 7 & 8**

Mr. Sandeep Kumar is a Mining Engineer from ISM, Dhanbad and a Post Graduate in International Trade from IIFT, New Delhi.

# NOTICE *(Contd.)*

Mr. Kumar was formerly the Executive-In-Charge (EIC) of Industrial By-Products Management Division (IBMD), Profit Centre of Tata Steel Limited. He joined Tata Steel in 1991 as a Graduate Trainee. He has handled various assignments relating to exports and trading of minerals, ferro-alloys, non-ferrous metals and steel products at various locations in India and abroad. He was the Managing Director of S & T Mining Pvt. Ltd. from 2008 to 2012.

Additional information on Mr. Kumar, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) forms a part of the Directors' Report.

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, *if any*, of the Act, read with applicable Rules framed thereunder and the Articles of Association of the Company, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Sandeep Kumar as an Additional Director of the Company w.e.f. 20 March, 2017. As an Additional Director, Mr. Kumar holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received the requisite notice under Section 160 of the Act from a Member along with the requisite deposit of Rs. 1,00,000/- proposing his candidature for the office of Director of the Company.

The Board of Directors at its meeting held on 20 March, 2017 had, on the recommendation of the NRC, appointed Mr. Kumar as a Whole-time Director (Designated as an Executive Director) of the Company for a period of 3 (three) years w.e.f. 10 April, 2017 upon the terms and conditions hereinafter indicated.

Subsequently, at its meeting held on 1 June, 2017, the Board of Directors appointed Mr. Kumar as the Managing Director of the Company for a period of 3 (three) years w.e.f. 1 July, 2017, upon the terms and conditions hereinafter indicated. Accordingly, Mr. Kumar will hold office of Executive Director till the closing hours of 30 June, 2017.

Both the above appointments and the respective terms and conditions thereof are subject to Shareholders' approval at the ensuing AGM.

**Salary:**

| As Executive Director w.e.f. 10 April, 2017 till 30 June, 2017. | As Managing Director for a period of 3 (three) years w.e.f. 1 July, 2017 |
|---|---|
| Basic Salary ₹ 2,35,300/- (Rupees two lakhs thirty five thousand three hundred) only per month. | The Basic Salary ₹ 2,45,300/- (Rupees two lakhs forty five thousand three hundred) only per month (in the scale of ₹ 50,000/- to ₹ 5,00,000/- per month) with authority to the Board and NRC thereof to fix his salary within the scale from time to time (with proportionate increase in the value of all benefits linked to salary). The annual increment will be merit based and would take into account the Company's performance. |

Other terms and conditions common to both the appointments are as follows :

**Commission:**

In addition to salary, perquisites and allowances, Mr. Kumar would be paid performance linked remuneration, not exceeding twice the annual salary, as may be determined by the Board, based on the recommendation of the NRC.

# NOTICE *(Contd.)*

**Perquisites & Allowances:**

In addition to the salary, commission and performance linked remuneration payable to him, Mr. Kumar shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance and such other perquisites and allowance in accordance with the rules of the Company or as may be agreed to by the Board and Mr. Kumar. Such perquisites and allowances shall be restricted to an overall limit of 140% of his annual salary.

Provided that –

i) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at the actual cost;

ii) Provision for use of Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling; and

iii) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income tax Act 1961, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of the said ceiling.

**Overall Remuneration:**

The aggregate of salary, allowances, perquisites and performance incentive in any one financial year shall not exceed the limits prescribed under Sections 197, 198 and other applicable provisions of the Act, read with the Rules framed thereunder and Schedule V to the said Act or any modification(s) or re-enactment(s) for the time being in force.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, if the Company has no or inadequate profits in any financial year during the tenure of office of the Executive Director/ Managing Director, the Company will pay remuneration to him by way of salary, allowances and perquisites as specified above, subject to requisite regulatory approvals, *if any*, being obtained in that behalf.

The aforesaid appointments and remuneration payable are subject to the approval of the Members in the ensuing Annual General Meeting.

The draft agreement to be entered into between the Company and Mr. Kumar is available for inspection by the Members at the Registered Office of the Company between 10:00 a.m. and 12:00 noon, on any working day.

The statement is and should also be treated as an abstract under Section 102 of the Act.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kumar and his relatives, is interested or concerned, financially or otherwise, in the Resolutions.

The Board recommends the resolutions set forth in Item Nos. 7 and 8 for approval of the Members.

# NOTICE *(Contd.)*

**Item No. 9**

Coking coal is a critical raw material for your Company's coke oven plant. Market volatility and uncertainties have posed several challenges for raw material procurement. Your Company proposes to enter into a transaction with T S Global Procurement Company Pte. Ltd. (TSGPCPL) to purchase coking coal for self-consumption to optimise inventory management and offset adverse impact of market volatility.

TSGPCPL is a joint venture of Holding Company. Accordingly, transaction(s) entered into with TSGPCPL comes within the meaning of Related Party Transactions in terms of the provisions of the Act and applicable Rules framed thereunder read with the Listing Regulations.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of Shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with TSGPCPL is likely to exceed the said threshold limit and is expected to be around ₹ 250.00 crores during the financial year 2017-18.

Pursuant to clause 3(ii)(a)(iii) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with TSGPCPL are as follows :

| Sl. | Particulars | Remarks |
|---|---|---|
| 1 | Name of the Related Party | T S Global Procurement Company Pte. Ltd. (TSGPCPL) |
| 2 | Name of the Director or KMP who is related | None |
| 3 | Nature of Relationship | Joint Venture of Holding Company. |
| 4 | Nature, material terms, monetary value and particulars of the contract or arrangement | Contract for purchase of raw material shall be on a continuous basis.<br>Monetary value of proposed aggregate transactions during financial year 2017-18 is expected to be ₹ 250.00 crores. |

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 of Directors recommends passing of the resolution as set out at item no. 9 of this Notice as an Ordinary Resolution.

**Item No. 10**

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

The Board of Directors of the Company has, on recommendation of the Audit Committee, appointed Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number 000001) as the Cost Auditors of the Company for the financial year ending 31 March, 2018 at a remuneration of ₹ 2,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses.

# NOTICE *(Contd.)*

In accordance with the provisions of Section 148 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 at the Annual General Meeting as set out at item no. 10 of the Notice.

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

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

**Registered Office:**
Tata Centre, 10th Floor
43, J. L. Nehru Road
Kolkata - 700 071
CIN : L27310WB1990PLC050000
Tel : 91 33 6613 4200
E-mail : investors@tatametaliks.co.in
Website : www.tatametaliks.com

Place : Kolkata
Date : 1 June, 2017

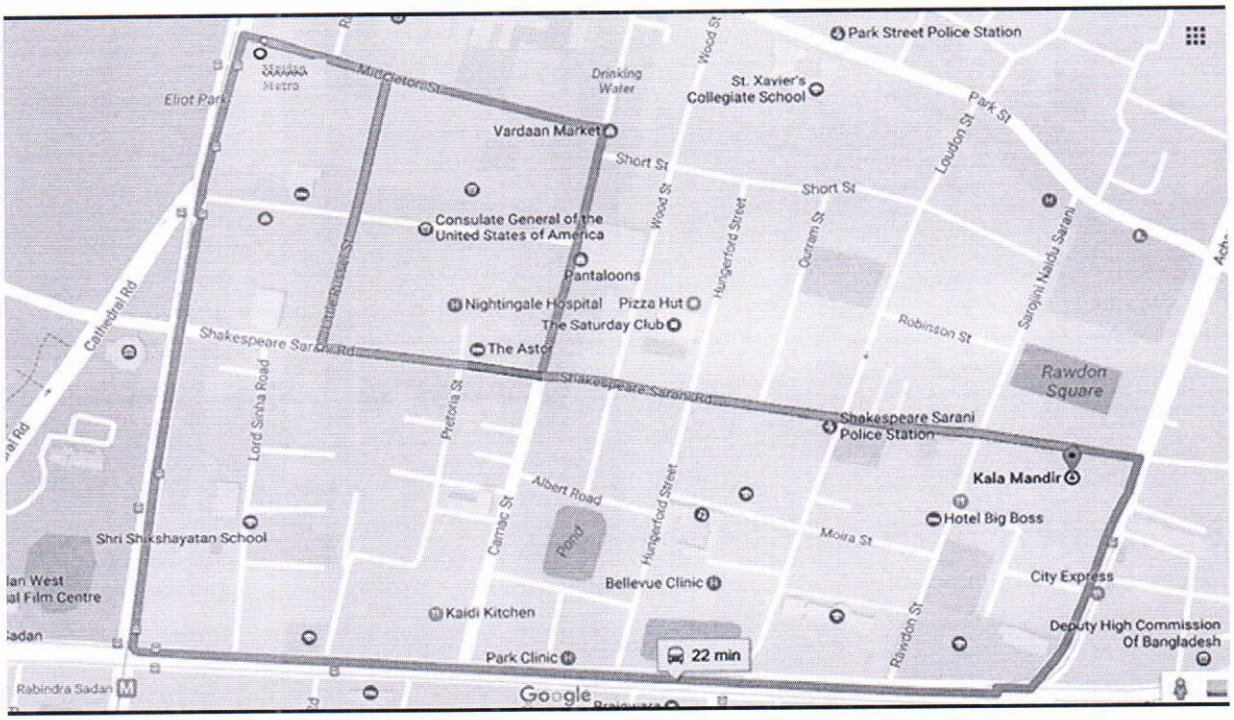
# NOTICE *(Contd.)*

**Details of Directors seeking re-appointment / appointment at the Annual General Meeting**

Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 (SS - 2) on General Meetings

| Name of Directors | Ms. Samita Shah | Mr. Amit Ghosh | Dr. Rupali Basu | Mr. Sandeep Kumar |
|---|---|---|---|---|
| DIN | 02350176 | 00482967 | 01778854 | 02139274 |
| Date of Birth | 02/02/1971 | 20/07/1953 | 23/11/1963 | 02/12/1968 |
| Date of Appointment | 24/03/2015 | 24/01/2017 | 24/01/2017 | 20/03/2017 *(as Additional Director)* 10/04/2017 *(as Executive Director)* 01/07/2017 *(as Managing Director)* |
| Qualification | • B.A (Economics)<br>• PGDM from IIM, Ahmedabad | • B.Com (Hons.)<br>• AICWA from ICAI<br>• PGDBM from XLRI, Jamshedpur | • Medical degree from R G Kar Medical College, Kolkata<br>• Post-Graduation in Health & Hospital Management from Delhi University and Harvard Medical International | • Mining Engineer from ISM, Dhanbad;<br>• Post-graduate in International Trade from IIFT, New Delhi. |
| Expertise in specific functional areas | Investment Banking and Risk Management | Corporate Finance | Hospital and Healthcare | Steel Manufacturing |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | 1. Jamipol Limited;<br>2. Tata Steel Special Economic Zone Limited; and<br>3. Tata Bluescope Steel Limited; | NIL | 1. Tata Steel Processing and Distribution Limited;<br>2. Visa Power Limited;<br>3. The Bengal Chamber of Commerce and Industry; and<br>4. Assam Hospitals Limited | NIL |
| Memberships/ Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee) | 1. Tata Bluescope Steel Limited - Chairman, Audit Committee<br>2. Jamipol Limited - Chairman, Audit Committee<br>3. Tata Steel Special Economic Zone Limited - Chairman, Audit Committee | NIL | NIL | NIL |
| Relationship between Directors, Manager and other Key Managerial Personnel inter-se | NIL | NIL | NIL | NIL |
| Shareholding in the Company | NIL | NIL | NIL | NIL |

## Route Map to the AGM Venue




Source: Google Maps

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

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

## ATTENDANCE SLIP

(To be presented at the entrance)

**27th ANNUAL GENERAL MEETING on WEDNESDAY, 26 JULY, 2017 at 10.30 A.M.**
at "Kala Mandir", 48, Shakespeare Sarani, Kolkata 700017.

FOLIO NO. / DP ID & CLIENT ID: NO OF SHARE(S):

Name of the Member:

Name of the Proxy Holder:

Member's Signature Proxy holder's Signature

1. Only Member/ Proxy holder can attend the Meeting.
2. Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

---


# TATA METALIKS LIMITED

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


## PROXY FORM

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

Name of the Member(s) :

Registered Address :

REGISTERED FOLIO NO /
DP ID NO & CLIENT ID NO: EMAIL ID:

I/ We, being the Member of Tata Metaliks Limited holding, Equity Shares, hereby appoint.

(1) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him / her

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him / her

(3) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 27th Annual General Meeting of the Members of the Company to be held on Wednesday, 26 July, 2017 at 10.30 a.m. at Kala Mandir, 48, Shakespeare Sarani, Kolkata 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolution | Optional (✓) For | Optional (✓) Against |
|---|---|---|---|
| **Ordinary Business:** | | | |
| 1 | Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2017 and the Reports of the Board of Directors and the Auditors thereon. | | |
| 2 | Declare dividend of Rs. 2.50/- per Equity Share of Rs. 10/- each for financial year 2016-17. | | |
| 3 | Appointment of Director. | | |
| 4 | Appointment of Statutory Auditors. | | |
| **Special Business:** | | | |
| 5 | Appointment of Mr. Amit Ghosh as an Independent Director of the Company. | | |
| 6 | Appointment of Dr. Rupali Basu as an Independent Director of the Company. | | |
| 7 | Appointment of Mr. Sandeep Kumar as a Director of the Company. | | |
| 8 | Appointment of Mr. Sandeep Kumar as Executive Director / Managing Director of the Company. | | |
| 9 | Approval for Related Party Transaction. | | |
| 10 | Ratification of Cost Auditors' remuneration. | | |

Signed this ..... day of ..... 2017.

Affix Revenue Stamp

**Signature of Shareholder(s)** _____ **Signature of Proxy holders(s)** _____

Notes: 1) 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.
2) The Proxy need not be a Member of the Company
3) Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4) Appointing proxy does not prevent a Member from attending in person if he / she so wishes.
5) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.


Printed By Calcutta Marketing, Ph.: 9836945105
06/17