3 June, 2016

Mr.K.Hari Manager - Listing The National Stock Exchange of India Ltd. 5 Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051. Stock Code – TATAMETALI	Smt. Rekha Karnik DGM- Listing Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001. Stock Code - 513434

Dear Sir / Madam,

We enclose a copy of the Notice of our 26th Annual General Meeting of the Company for your kind information and record.

Thanking you,

Yours faithfully,
For **Tata Metaliks Limited**

Sankar Bhattacharya
Chief – Corp.Gov. & Company Secretary

Encl : As above

NOTICE

The 26th Annual General Meeting (**"AGM"**) of Tata Metaliks Limited will be held on Wednesday, the 29 June, 2016 at "**Kala Mandir**", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700 017 at 3.00 p.m. to transact following business :-

Ordinary Business

1. To receive, consider and adopt the :-

   a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and

   b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March, 2016 and the Report of the Auditors thereon.

2. To declare dividend of ₹ 2/- per Equity Share of ₹ 10/- each for Financial Year 2015-16.

3. To appoint a Director in place of Mr. Koushik Chatterjee (DIN - 00004989), who retires by rotation and is eligible for re-appointment.

4. Ratification of Appointment of Auditors

   To pass the following resolution as an Ordinary Resolution:-

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, *if any*, of the Companies Act, 2013 (**"Act"**) and the Rules framed thereunder, as amended from time to time, the Company does hereby ratify the appointment of Messrs Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117366W/W -100018), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (**"AGM"**) till the conclusion of the 27th AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the Financial Year 2016 - 17 at such remuneration plus service tax, out-of-pocket expenses etc., as may be mutually agreed to between the Board of Directors and the Auditors."

Special Business

5. Re-appointment of Mr. Sanjiv Paul as Managing Director

   To pass the following resolution as an Ordinary Resolution:-

   "RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, *if any*, of the Companies Act, 2013, (**"Act"**), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company does hereby approve the re-appointment and terms of remuneration of Mr. Sanjiv Paul (DIN - 00086974) as the Managing Director of the Company for a period of 3 (three) years with effect from 1 April, 2016 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sanjiv Paul.

   RESOLVED FURTHER that the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. Commission to Non-Executive Directors of the Company

   To pass the following resolution as an Ordinary Resolution :-

   "RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, *if any*, of the Companies Act, 2013 (**"Act"**) and the Rules framed thereunder, as amended from time to time, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid

NOTICE *(Contd.)*

and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of 5 (five) years, commencing from 1 April, 2015."

7. Ratification of Cost Auditors' remuneration

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"**) and the Rules framed thereunder, as amended from time to time, the Company does hereby ratify the remuneration of ₹ 1.50 lacs (Rupees one lakh fifty thousand only) plus out-of pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants, who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of cost records of the Company as may be ordered by the Central Government under the Act and the Rules framed thereunder, for the year ending 31 March, 2017."

NOTES :

a) The relative Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of businesses mentioned under item nos. 5 to 7 above is annexed hereto. The relevant details of Directors seeking appointments/ re-appointment under item no. 3 and 5 above, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** are also annexed;

b) A Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The Proxy, in order to be effective, must be deposited at the registered office of the company, duly completed in all respect, at least 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate of not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder;

c) The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 23 June, 2016 to Wednesday, 29 June, 2016 (both days inclusive);

d) Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting;

e) As per provisions of the Act, facility for making nominations is available to the Members in respect of shares held by them. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants (**"DP"**);

f) In accordance with the Act read with the relevant Rules, the Annual Reports are sent by electronic mode to those Members whose shareholdings are in dematerialized form and whose email IDs are registered with the DP for communication purposes. To support the "**Green Initiative**", the Members who have not yet registered their e-mail IDs are requested to register their respective email IDs with R&D Infotech Pvt. Ltd., 1st Floor, 7A, Beltala Road, Kolkata - 700 026, the Registrar and Share Transfer Agents of the Company.

Voting through electronic means

I. Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its

NOTICE *(Contd.)*

Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting facilities. The facility of casting the votes by Members using an electronic voting system from a place other than the venue of the AGM (**"remote e-voting"**) will be provided by National Securities Depository Limited (**"NSDL"**).

II. a. The facility for voting shall be made available at the AGM and Members attending meeting but have not cast their respectives votes by remote e-voting shall be able to exercise their right of voting at the meeting. Members who have cast their vote by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their vote again.

b. 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 Scrutinizer for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

III. The remote e-voting period commences on 26 June, 2016 (9.00 a.m.) and ends on 28 June, 2016 (5.00 p.m.). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22 June, 2016, 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 said Member shall not be allowed to change it subsequently.

IV. The process and manner for remote e-voting are as under:

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]:-

(i) 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. 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) Put user ID and password as initial password noted in step (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. 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.

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

(vii) Select "EVEN" (E Voting Event Number) of Tata Metaliks Limited which is 103991. Now you are ready for e-voting as Cast Vote page opens.

(viii) 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.

(ix) 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.

NOTICE *(Contd.)*

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):

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

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

VI. 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 authorized signatory(ies) who is/are authorized to vote, to the e-mail ID - *tml.scrutineer@gmail.com* with a copy marked to *evoting@nsdl.co.in*

VII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. 22 June, 2016 may obtain the 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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on *www.evoting.nsdl.com* or contact NSDL at the following toll free no.: 1800-222-990.

VIII. 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 i.e. 22 June, 2016 shall only be entitled to avail the facility of remote e-voting or voting at the AGM, as may be decided by the Company.

IX. 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. 22 June, 2016.

X The Company has appointed Mr. P. V. Subramanian (C.P No. : 2077 & ACS : 4585), Practicing Company Secretary, as the Scrutinizer for conducting the entire process (including remote e-voting) in a fair and transparent manner.

XI. The Scrutinizer shall, after conclusion of voting at the AGM, first 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 make, not later than 3 (three) days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

XII. The Results declared alongwith the report of the Scrutinizer 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 authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

Registered Office:
Tata Centre, 10th Floor
43, J. L. Nehru Road
Kolkata - 700 071
Mumbai - 28 April, 2016

By Order of the Board of Directors

Sankar Bhattacharya
Chief Corporate Governance &
Company Secretary

NOTICE *(Contd.)*

Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013 (**"Act"**)]

As required under Section 102 of the Act, the following explanatory statement sets out all material facts relating to businesses mentioned under item nos. 5 to 7 of the accompanying Notice dated 28 April, 2016.

Item No. 5

Re-appointment of Mr. Sanjiv Paul as Managing Director

Mr. Sanjiv Paul was appointed as the Managing Director of the Company for a period of 3 (three) years w.e.f. 1 April, 2013. The said term expired on 31 March, 2016. The Board of Directors, based on recommendation of the Nomination and Remuneration Committee (**"NRC"**) at its meeting held on 30 March, 2016 re-appointed Mr. Sanjiv Paul as the Managing Director of the Company for a further period of 3 (three) years w.e.f. 1 April, 2016. The appointment and payment of remuneration of Mr. Paul shall be guided by the provisions of the Act.

The re-appointment of Mr. Paul will be in accordance with following terms and conditions:-

Salary:

The Salary of Mr. Paul shall be ₹ 3,97,200/- (Rupees Three Lakhs Ninety Seven Thousand Two Hundred only) per month in the scale of ₹ 50,000/- to ₹ 5,00,000/- per month, with authority to the NRC and / or Board thereof to fix his salary within the scale from time to time (with proportionate increase in the value of the benefits linked to salary).

Performance Linked Bonus:

In addition to salary, perquisites and allowances, performance linked remuneration would be paid, not exceeding twice the annual salary paid to Mr. Paul, as may be determined by the NRC and / or Board thereof, even if the total remuneration, including Performance Linked Bonus, payable to Mr. Paul may exceed the limits specified under Schedule V of the Act.

Perquisites & Allowances:

In addition to the Salary and Performance Linked Bonus payable, Mr. Paul 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 NRC and / or Board thereof and Mr. Paul. Such perquisites and allowances shall be restricted to an overall limit of 125% of the annual salary of the Managing Director.

Provided that –

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

The aforesaid appointment and remuneration payable is subject to the approval of the Members at the ensuing AGM.

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

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

NOTICE *(Contd.)*

None of the Directors and Key Managerial Personnel, except Mr. Sanjiv Paul, Managing Director of the Company or his relatives is concerned or interested in the Resolution mentioned at item no. 5 of the Notice.

Item No. 6

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of Commission, if the Company authorizes such payment by way of a resolution of Members.

The Members of the Company at the 18th Annual General Meeting held on 16 July, 2008 approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding 1% of net profits of the Company for each year for a period of 5 (five) years commencing from 1 April, 2008 and ending with 31 March, 2013.

Pursuant to the provisions of Section 309 (7) of the erstwhile Companies Act, 1956 such approvals obtained from shareholders were valid only for a period of 5 (five) years i.e. till 31 March, 2013. Since the validity of the earlier resolution passed by the shareholders already expired, approval is sought from Shareholders for this resolution for a further period of 5 (five) years commencing from 1 April, 2015.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that, remuneration not exceeding 1% of net profits of the Company calculated in accordance with the provisions of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee (**"NRC"**) of the Board and approval by the Board of Directors of the Company, for a further period of 5 (five) years commencing from 1 April 2015. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2015-16 is provided in the Corporate Governance Report.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates to is concerned or interested 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 the Members.

Item No. 7

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs Shome & Banerjee, the Cost Auditors of the Company to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending 31 March, 2017, at a remuneration of ₹ 1.50 Lacs plus reimbursement of out-of-pocket expenses.

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.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 March, 2017.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolution mentioned at item no. 7 of the Notice.

The Board recommends the resolution set forth in item no. 7 for approval of the Members.

Registered Office:
Tata Centre, 10th Floor
43, J. L. Nehru Road
Kolkata - 700 071
Mumbai, 28 April, 2016

By Order of the Board of Directors

Sankar Bhattacharya
Chief Corporate Governance &
Company Secretary

NOTICE *(Contd.)*

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

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

Name of Directors	Mr. Koushik Chatterjee	Mr. Sanjiv Paul
DIN	00004989	00086974
Date of Birth	3 September, 1968	16 March, 1963
Expertise in specific functional areas	Corporate Finance	Metallurgical Engineer
Qualifications	B.Com (Hons.), FCA	B. Tech
Directorships held in other public companies (excluding foreign companies)	Tata Steel Limited Tata Steel Odisha Limited The Tinplate Co. of India Limited Tata Steel Special Economic Zone Limited	Tata Metaliks DI Pipes Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees (AC) and Stakeholders Relationship Committee (SRC)	Tata Steel Limited ➢ Stakeholders' Relationship Committee	NIL
Shareholding in the Company	NIL	NIL