TML: 3994 :2015

October 23, 2015

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,

As required under Clause 31(d) of the Listing Agreement, we enclose a copy of the proceedings of the Twenty-Fifth Annual General Meeting of the Company, held on 24 September, 2015.

This is for your record please.

Thanking you,

Yours truly,
For **Tata Metaliks Limited**

Sankar Bhattacharya
Chief –Corp.Gov. & Company Secretary

Encl : as above

TATA METALIKS LIMITED
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CIN L27310WB1990PLC050000

TATA METALIKS LIMITED

MINUTES OF THE PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING OF TATA METALIKS LIMITED HELD ON THURSDAY, 24 SEPTEMBER, 2015 AT KALAMANDIR, 48 SHAKESPEARE SARANI, KOLKATA – 700 017 AT 2.00 P.M.

Present	Mr. Koushik Chatterjee	Chairman
	Mr. Sanjiv Paul	Managing Director
	Dr. P. Venugopal	Independent Director
	Ms. Samita Shah	Director
Management Team (on the Dias)	Mr. Rajesh Mishra	Executive Vice President
	Mr. Debasish Mishra	Vice-President (Operations)
	Mr. Subhra Sengupta	Chief Financial Officer
	Mr. Sankar Bhattacharya	Chief Corp. Gov. & Company Secretary
	Ms. Ratna Sinha	Chief HRM & Ethics Counselor
	Mr. Sudhin Mitter	ED & CEO ,TMDIPL
	Mr. Saubhik Sarkar	Sr. Manager, Statutory Auditor
	Mr. A Bhattacharya	Partner, Statutory Auditor

782 Members representing 12873875 Equity Shares and 7 Proxies representing 42 Equity Shares were present.

Quorum

The quorum being present, Chairman declared the proceedings of the meeting open at 2.00 p.m. and welcomed the shareholders in the meeting.

Introduction

Chairman introduced all Directors and Management Team Members including the Ethics Counselor sitting on the dais. Chairman also introduced the Vice President and Secretary of the TML Workers' Union at Kharagpur Plant.

Chairman then informed the Members that Mr. Krishnava Dutt, Independent Director & Chairman of Audit Committee could not attend the meeting as he was not well and that Mr. Ashok Kumar Basu, Independent Director, also could not be present due to some unavoidable situation.

Documents and Registers open for Inspection

Chairman informed the Members that the following documents / registers of the Company remained open and accessible for inspection during the continuance of the AGM:-

(a) Financial Statements for the financial year ended 31 March, 2015, including the Consolidated financial Statements for the said financial year, and the Reports of the Board of Directors and the Auditors hereon;
(b) Register of Directors and Key Managerial Personnel and their shareholding; and
(c) Register of Contracts or Arrangements in which the Directors are interested.

Notice & Directors' Report

The Notice dated 22 July, 2015 convening the 25th AGM & the Explanatory Statement and the Reports and Accounts for the financial year ended 31 March, 2015, circulated to the Members, were taken as read with the consent of the Members present at the Meeting.

Chairman then briefed the shareholders on the performance of the Company during FY 2014-15. After concluding his speech, Chairman informed the e-voting and poll procedure to the Shareholders.

E-Voting and Poll on Resolutions:

The Chairman informed the shareholders that in line with the requirements under the Companies Act, 2013 and the amended clause of the Listing Agreement, the Company had provided its shareholders the facility of remote e-voting on all the resolutions forming part of the agenda of the AGM. The period of remote e-voting commenced on 21 September, 2015 at 9.00 a.m. and ended on 23 September, 2015 at 5.00 p.m. He then stated that an option was also provided to Members, who did not have access to remote e-voting, to cast their respective votes through Ballot Paper.

The Chairman further informed that the Company was also providing an opportunity of voting at the AGM to those shareholders who had not been able to exercise their votes through remote e-voting or Ballot Paper. He then stated that these votes would be added to the votes already cast through remote e-voting and Ballot.

The Chairman also informed that the Company had appointed Mr. P V Subramanian, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process, including the Ballot Paper received from the Members till 23 September, 2015, in a fair and transparent manner and that Mr. Subramanian would also act as the Scrutinizer for voting at the AGM.

The following resolutions were read out:-

Item No.1

Adoption of Audited Statement of Profit and Loss, Balance Sheet, Reports of the Board of Directors and the Auditors for the year ended 31 March, 2015.

Chairman read out the following resolution and requested one of the Members to propose and another to second the resolution.

"RESOLVED THAT the standalone and consolidated Audited Profit & Loss Account of the Company for the year ended 31 March, 2015 and the Balance Sheet as at that date together with the Cash Flow Statement and the Reports of the Directors and the Auditors thereon, laid before the meeting be and are hereby approved and adopted."

Mr. J N Kundu *(DP IDIN30026310037101)* proposed the Resolution as an Ordinary Resolution, which was duly seconded by Mr. Arabinda Basu (DP ID IN30044 CL ID 110745793)

Item No.2

Re-appointment of Mr. Koushik Chatterjee as a Director

Chairman being interested in the following resolution, the following resolution was read out by Dr. Pingali Venugopal, Independent Director, who requested one of the Members to propose and another to second the resolution.

"RESOLVED THAT Mr. Koushik Chatterjee, Director who retires by rotation at this meeting and is eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

Mr. B N Kundu (DP IDIN30026310101052*)* proposed the Resolution as an Ordinary Resolution, which was duly seconded by Mr. Arabinda Basu (DP ID IN30044 CL ID 110745793)

Item No.3

Ratification of appointment of Auditors

Chairman read out the following resolution and requested one of the Members to propose and another to second the resolution:

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

Mr. J N Kundu *(DP IDIN30026310037101)* proposed the Resolution as an Ordinary Resolution, which was duly seconded by Mr. Shree Nath Kapoor (*DP IN30026310005563*).

Item No. 4

Appointment of Ms. Samita Shah as a Director

Chairman read out the following resolution and informed that the resolution was already proposed by *Mr. Ankur Bhattacharya (Folio No. 0191628)* as an Ordinary Resolution. He requested one of the Members to second the resolution.

"RESOLVED THAT in accordance with the provisions of Section – 149(1) and other applicable provisions, *if any*, of the Companies Act, 2013 (**"Act"**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Samita Shah (DIN 02350176), who was appointed as an Additional Director of the Company with effect from 24 March, 2015 and who holds office up to the date of this Annual General Meeting in terms of 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 a Director of the Company."

Mr. Arabinda Basu (DP ID IN30044 CL ID 110745793) seconded the resolution.

Item No. 5

Approval of Related Party Transaction

Chairman informed the members that although the Resolution set out under item no. 5 of the Notice convening the AGM has been proposed as a Special Resolution, SEBI pursuant to its Press Release dated 03 September, 2015 relating to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had directed that it would be sufficient compliance, if the Members of the Company approve the material related party transactions only through an Ordinary Resolution instead of a Special Resolution, subject to the Related Parties abstaining from voting on such resolution.

Accordingly, Chairman informed Members that the Resolution appearing under Item no. 5 of the Notice of the 25th AGM of the Company shall be considered as an Ordinary Resolution instead of a Special Resolution.

Chairman then read out the relevant resolution, as follows, and requested one of the Members to propose and another to second the resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, *if any*, of the Companies Act, 2013 (**"Act"**) and the Rules framed thereunder, read with Clause 49(VII)(C) of the Listing Agreement and subject to such other approvals, consents, permissions

and sanctions as may be required from the concerned statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, *if any*, consent of the Members, be and is hereby accorded to the Board of Directors of the Company to ratify and confirm the contract for purchase of iron ore etc., exceeding the prescribed threshold limit from Tata Steel Limited."

Mr. B N Kundu (DP *IDIN30026310101052)* proposed the Resolution as an Ordinary Resolution, which was duly seconded by Mr. Arabinda Basu (DP ID IN30044 CL ID 110745793).

Item No. 6

Ratification of Cost Auditors' remuneration

Chairman read out the following resolution and requested one of the Members to propose and another to second the 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 hereby ratifies the remuneration of Rs. 1.50 lakhs (Rupees one lakh fifty thousand) only plus out-of pocket expenses payable to M/s. Shome & Banerjee, Cost Auditors of the Company to conduct Cost Audit relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules framed there under for the year ending 31 March, 2016."

Mr. J N Kundu *(DP IDIN30026310037101*) proposed the Resolution as an Ordinary Resolution, which was duly seconded by Mr. Shree Nath Kapoor (*DP IN30026310005563*).

After all the Resolutions were proposed and seconded as above, the Chairman invited questions from the shareholders.

The following shareholders raised their respective queries, which were suitably replied to by the Chairman :

Mr. Manoj Gupta (DPID IN30045011218986), **Mr. B N Kundu** (DPID *IN30026310101052),* **Mr. K. L. Mallick** (DPID 1202650100002667), **Mr. C A B Sriman** (DP ID IN30264610023927) and **Mr. Feroz Tandon** (DP ID 1204320000000561).

Having dealt with all the business of the Meeting, the Chairman thanked everyone present and authorised Mr Sankar Bhattacharya, Company Secretary, to commence voting by ballot at the AGM venue. The Chairman advised that such voting would remain open up to 4.00 p.m. and on completion of which the AGM would stand concluded.

The Scrutinizer's report dated 26 September, 2015, *inter alia*, containing the Results of the remote e-voting, ballot papers and voting at AGM venue was presented to the Chairman, in terms of which all the Resolutions were approved by requisite majority. The said Results, *as annexed*, were declared on the same day and posted on the Company's website and also on the website of National Securities Depositories Limited.

Place : Kolkata

Sd/-
CHAIRMAN

Date : 16.10.2015

Annexure to the Minutes of the 25th Annual General Meeting of Tata Metaliks Limited held on Thursday, 24 September, 2015 at "Kala Mandir", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata – 700017 at 2.00 p.m.

The Scrutinizer, Mr. P V Subramanian, submitted his report containing the combined results of e-voting, postal ballot and voting conducted at the Annual General Meeting to the Chairman on 26 September, 2015. A summary of the said report is as under:

Resolution No and type	Title of the Resolution	Number of Votes			
		For	%	Against	%
1 - Ordinary	Adoption of Audited Statement of Profit and Loss, Balance Sheet, Reports of the Board of Directors and the Auditors for the year ended 31 March, 2015	148	99.984	6	0.016
2 – Ordinary	Re-appointment of Mr. Koushik Chatterjee as a Director	144	99.980	9	0.020
3 – Ordinary	Ratification of appointment of Auditors	146	99.992	7	0.008
4 – Ordinary	Appointment of Ms. Samita Shah as Director	143	99.998	10	0.002
5 – Ordinary	Approval of Related Party Transaction	138	99.340	9	0.660
6 – Ordinary	Ratification of Cost Auditors' remuneration	143	99.991	9	0.009

Accordingly, all the above Resolutions were passed by the Shareholders with the requisite majority.

Place : Kolkata

Date : 16.10.2015

Sd/-
CHAIRMAN