TML: 4078: 2017

10 November, 2017

Manager - Listing National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Stock Code – TATAMETALI	DGM- Listing Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001. Stock Code - 513434

Dear Sir,

Sub : Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is in reference to our letter no. TML: 4075:2017 dated 27 October, 2017 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the Postal Ballot Notice dated 27 October, 2017 together with the Statement and the Postal Ballot Form, seeking approval of the Members for entering into Material Related Party Transaction(s) is enclosed herewith.

Copy of the same is also being uploaded on the website: www.tatametaliks.com.

This is for your information and record.

Thanking you,

Yours sincerely,
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

TATA METALIKS

TATA METALIKS LIMITED

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

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, *if any*, of the Companies Act, 2013 (Act), read with the Companies (Management and Administration) Rules, 2014, as amended till date, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) seeking your approval to the Company entering into Related Party Transaction(s) to be passed as Ordinary Resolution by Postal Ballot/ electronic voting (e-voting). Statement under Section 102 of the Act, pertaining to the proposed transaction(s), setting out the material facts and the reasons thereof along with the Postal Ballot Form is annexed herewith for your consideration.

You are requested to carefully read the instructions on the Postal Ballot Form and the Notice and return the completed Ballot Form in the prepaid Business Reply Envelope attached hereto, so as to reach the Scrutinizer at the address provided therein, at or before 5.00 p.m. on Friday, 15 December, 2017, being the last date for the receipt of the completed Postal Ballot Form. Postal Ballot Form received after the said date shall be deemed to have been not received.

Shareholders will also be provided an option to cast their votes electronically by means of e-voting provided by National Securities Depository Limited (NSDL). Shareholders are requested to clearly read the instructions carefully for e-voting before casting their votes.

The Board of Directors has appointed Mr. P. V. Subramanian, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Upon completion of the scrutiny of the Postal Ballot Form and e-Voting data provided by NSDL, the Scrutinizer will submit his report to the Chairman and the voting results will be announced on Wednesday, 20 December, 2017 at 4.00 p.m. at the Registered Office of the Company, Tata Centre, 10th Floor, 43, J. L. Nehru Road, Kolkata - 700 071. The result will also be uploaded on the Company's website at **www.tatametaliks.com** besides making necessary disclosures to the Stock Exchanges. The date of declaration of the results shall be the date of passing the resolution.

Special Business

Approval for Material Related Party Transaction(s)

To consider and if thought fit, to give assent/dissent to the following resolution as Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions, *if any,* of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, *if any*, 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 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, on such term(s) and condition(s) as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 300 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 the Audit Committee 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."

By Order of the Board of Directors
Sankar Bhattacharya
Chief - Corporate Governance & Company Secretary

Place: Mumbai
Date: 27.10.2017

NOTES

1. Statement pursuant to Section 102 of the Act in respect of the above mentioned business is annexed herein.
2. In terms of Section 110 and other applicable provisions, *if any*, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended till date and other applicable Rules, *if any*, the item of business as set out in the Notice is sought to be passed by e-voting and Postal Ballot.
3. The Postal Ballot Notice is being sent to the Shareholders whose names appear in the Register of Members / Records of Depositories as at the close of business hours on Friday, 3 November, 2017 i.e. "cut-off date". The Postal Ballot Notice is also being sent by email to Shareholders whose email addresses are registered with the Company/ Depository Participants(s) for communication. For those shareholders who have not registered their email addresses, physical copy of the Postal Ballot Notice along with Business Reply Envelope is being sent. The Postal Ballot Notice may also be accessed on the website of the company (**www.tatametaliks.com**) and NSDL.
4. Voting period will commence on and from Thursday, 16 November, 2017 at 9.00 a.m. and end on Friday, 15 December, 2017 at 5.00 p.m.
5. Eligible shareholders can opt for only one mode of voting i.e. either postal ballot or e-voting. In case any shareholder casts the vote(s) through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.
6. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the shareholders. Please read carefully the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the same, duly completed, and signifying your assent/dissent, in the attached self-addressed prepaid envelope, so as to reach the Scrutinizer at the address provided therein, at or before 5.00 p.m. on Friday, 15 December, 2017, being the last date for the receipt of the completed Postal Ballot Form.
7. Eligible shareholders who are willing to exercise their vote by using e-voting facility, should carefully follow the instructions for e-voting printed in this Notice. A shareholder can log in any number of times till he/she has voted on the resolution or till the end of the Voting Period. (i.e. Friday, 15 December, 2017); whichever is earlier.
8. Shareholders have an option to request for physical copy of the Postal Ballot Form, from our Registrar and Transfer Agent- R&D Infotech Pvt. Ltd., 7A, Beltala Road, Kolkata – 700026. Request can be sent through an e-mail to **investors@tatametaliks.co.in** by mentioning their Folio No./ DP ID and Client ID. However, the duly completed Ballot Forms should reach the Scrutinizer not later than Friday, 15 December, 2017 (5.00 p.m. IST). Postal Ballot Forms received after this date shall be deemed to have been not received.
9. Mr. P. V. Subramanian, Practising Company Secretary, has been appointed as Scrutinizer for conducting the e-voting / Postal Ballot process in a fair and transparent manner.
10. The Scrutinizer will submit his report of the votes polled through e-voting/ Postal Ballot, to the Chairman. The Chairman or in his absence, any other person so authorized by him, will announce the result of Voting by Postal Ballot on Wednesday, 20 December, 2017 at 4.00 p.m. at the Registered Office of the Company Tata Centre, 10th Floor, 43, J. L. Nehru Road, Kolkata - 700 071 and the resolution will be taken as passed effectively on the date of announcement of the result by Chairman or such authorized person. The Scrutinizer's decision on the validity of the votes cast through e-voting/Postal Ballot shall be final. The Result of the e-voting/Postal Ballot along with the Scrutinizer's Report will be placed on the website of the Company i.e. **www.tatametaliks.com** besides being communicated to the Stock Exchanges, where the shares of the Company are listed.
11. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 110 of the Act, read with the Rules made thereunder and Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings ("SS-2"), the Company is pleased to provide e-Voting facility to all its shareholders to enable them to cast their votes electronically instead of dispatching physical Postal Ballot Forms by post. The Company has appointed NSDL ("the agency") for facilitating e-Voting to enable the shareholders to cast their votes electronically. However, e-Voting is optional.
12. Instructions and process for e-voting are as under:
    A. Shareholders holding shares of the Company in dematerialised form and whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing the User-ID and Password:
        (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN 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/ PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.

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

(vii) Select E-voting Event Number (EVEN) of "Tata Metaliks Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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 are authorized to vote, to the Scrutinizer through email to **pvsm17@rediffmail.com**

B. For Shareholders holding shares in dematerialised form whose email IDs are not registered with the Company/Depository Participants and Shareholders holding shares in physical form as well as those Shareholders who have requested for a physical copy of the Notice, it may be noted that the Initial User ID & Password is being provided in the Postal Ballot Form. Such shareholders are requested to follow all steps from Sl. No. (ii) to (xii) above to cast vote.

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 **www.evoting.nsdl.com** or contact NSDL at the following toll free no.: 1800- 222-990.

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

D. 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).

By Order of the Board of Directors
Sankar Bhattacharya
Chief - Corporate Governance & Company Secretary

Place: Mumbai
Date: 27.10.2017

Statement under Section 102 of the Act

Coke is a key raw material in your Company's business operations. Your Company consumes 30 KT (approx.) per month of coke for operations of its blast furnaces. Although there is a captive source of coke in place through BOOT arrangement that covers approximately 40% of the monthly requirement, your Company needs to procure balance 60% from the market. The volatility of coke prices have been one of the key factors affecting your Company's performance. To ensure stability of supplies in terms of quality and logistics, your Company proposes to procure approx. 40% of its monthly requirement from Tata Steel Limited (TSL), which is the holding Company of your Company. 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. The total value of the proposed transaction(s) could reach to Rs. 300.00 crores during financial year 2017-18.

Explanation to Regulation 23(1) of the Listing Regulations expressly 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 a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The aggregate value of transaction(s) with TSL will exceed the said threshold limit and is expected to be around Rs. 300.00 crores during the financial year 2017-18. Hence,

approval of the shareholders is being sought for the said Material Related Party Transaction(s) proposed to be entered into by your Company with TSL in the financial year 2017-18.

TSL, one of the largest steel producing companies in the world, is the Holding Company of your Company. Accordingly, transaction(s) entered into with TSL comes within the ambit of Related Party Transactions in terms of the provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

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 TSL are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	Tata Steel Limited (TSL)
2	Name of the Directors or KMP who are related	Mr. Koushik Chatterjee, Chairman
3	Nature of Relationship	Holding Company (50.09% of Equity Share Capital)
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. Monetary value of proposed aggregate transactions during financial year 2017-18 is expected to be Rs. 300.00 crores.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than those mentioned above, is concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends passing of the resolution as Ordinary Resolution.

By Order of the Board of Directors
Sankar Bhattacharya
Chief - Corporate Governance &
Company Secretary

Place: Mumbai
Date: 27.10.2017

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

POSTAL BALLOT FORM

(1) Name and registered address of the sole / first named Shareholder (IN BLOCK LETTERS) :

(2) Name(s) of the Joint Holder(s), if any (IN BLOCK LETTERS) :

(3) Folio No./ DP ID* / Client ID* (*applicable only to Shareholders holding equity shares in dematerialised form) :

(4) Number of equity share(s) held :

I / we hereby exercise my / our vote(s) in respect of the following Ordinary Resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated 27 October, 2017, issued by the Company, by conveying my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing a tick mark (✓) in the appropriate box below:

Sr. No.	Description of Resolution	No. of Ordinary Shares for which Votes Cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Business				
1	Approval for entering into Material Related Party Transaction(s) with Tata Steel Limited upto a maximum aggregate value of Rs. 300 crores during the financial year 2017-2018.			

Place :

Date :

(Signature of the Shareholder)

Printed By Calcutta Marketing, Ph : 9836945105
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ELECTRONIC VOTING

The Company is pleased to offer e-voting facility to the shareholders as an alternative to exercise their right to vote by postal ballot through the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide e-voting facilities. The e-voting facility is available at https://www.evoting.nsdl.com. The e-Voting particulars are set out as below:

EVEN (E Voting Event Number)	User ID	Password / PIN
107990		

The e-voting period commences on 16 November, 2017 (from 9:00 hours) and ends on 15 December, 2017 (up to 17:00 hours). During this period shareholders of the Company may cast their votes electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. GENERAL INFORMATION

a) There will be one Ballot Form / e-voting for every Folio No. / Client ID No., irrespective of the number of joint holders.

b) Shareholders can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot, then please do not cast your vote by e-voting and vice versa. In case Shareholders cast their votes both by Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through ballot form shall be considered invalid.

2. PROCESS FOR SHAREHOLDERS OPTING FOR VOTING BY BALLOT FORM

a) Shareholders desiring to cast their vote by Ballot should complete and sign this Ballot Form and send it to the Scrutinizer in the enclosed prepaid self-addressed Business Reply Envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Shareholder will also be accepted.

b) In case of joint holding, this Ballot Form should be completed and signed by the first named Shareholder and in his absence by the next named Shareholder.

c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a Certified Copy of the relevant Board Resolution / appropriate Authorization, with the specimen signature(s) of the Authorised Signatory (ies) duly attested.

d) The signature of the Shareholder on this Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.

e) Completed Ballot Forms should reach the Scrutinizer not later than the close of working hours on Friday, 15 December, 2017 (i.e. 5.00 p.m. IST). Ballot Forms received after this date will be considered as invalid.

f) Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

g) A Shareholder seeking duplicate Ballot Form or having any query pertaining to the Ballot process can write to the Company's Registrar - R&D Infotech Pvt. Ltd. 1st Floor, 7A, Beltala Road, Kolkata 700 026 or to their e-mail ID: **tml@rdinfotech.net**. Duly completed and signed duplicate Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on Friday, 15 December, 2017 (5.00 p.m. IST).

h) Shareholders are requested not to send any paper (other than the Resolution/Authority as mentioned under "Process for Shareholders opting for voting by Ballot Form" (point 2c above) along with the Ballot Form in the enclosed prepaid self-addressed Business Reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR SHAREHOLDERS OPTING FOR E-VOTING

(A) In case of Shareholders receiving the Ballot Form by E-mail:

i. Open e-mail and open PDF file viz; "Tata Metaliks eVoting" 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. Insert user ID and password as initial password noted in step 3 (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. Note new password. 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 as "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 will not be allowed to modify your vote.

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 Scrutinzer through e-mail at **pvsm17@rediffmail.com** with a copy marked to **evoting@nsdl.co.in**.

(B) In case of Shareholders receiving Ballot Form by Post:

(i) User ID and initial password is provided at the bottom of the Ballot Form.

(ii) Please follow all steps from Sr. No. 3A(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 for Login to 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 Share holders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com or contact NSDL Toll Free Number 1800 222 990. You can also send your queries relating to e-voting to :- **evoting@nsdl.co.in** or **tml@rdinfotech.net**

(E) The period for e-voting starts at 9.00 a.m. on Wednesday, 16 November, 2017 and ends at 5.00 p.m. on Friday, 15 December, 2017. E-voting shall be disabled by NSDL at 5.00 p.m. on Friday, 15 December, 2017.

(F) The voting rights of the Shareholder 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. 3 November, 2017.



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