TML: 4026 :2016

July 11, 2016

Mr.Kautuk Upadhyay
Manager
The National Stock Exchange of India Ltd.
5 Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Stock Code - TATAMETALI

Dear Sir,

This has reference to your letter no. NSE/LIST/79374 dated July 8, 2016.

We enclose herewith the draft Minutes of the Proceedings of the 26th Annual General Meeting of the Company held on 29 June, 2016.

This is for your record please.

Thanking you,

Yours truly,
For **Tata Metaliks Limited**

Sankar Bhattacharya
Chief –Corp.Gov. & Company Secretary

Encl : as above

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CIN L27310WB1990PLC050000

TATA METALIKS LIMITED

MINUTES OF THE PROCEEDINGS OF THE 26TH ANNUAL GENERAL MEETING ("AGM") OF TATA METALIKS LIMITED HELD ON WEDNESDAY, 29 JUNE, 2016 AT KALAMANDIR, 48, SHAKESPEARE SARANI, KOLKATA-700017 AT 3.00 P.M.

Present:	Mr. Koushik Chatterjee	Chairman
	Mr. Sanjiv Paul	Managing Director
	Mr. Krishnava Dutt	Independent Director
	Dr. Pingali Venugopal	Independent Director
	Mr. Ashok Kumar Basu	Independent Director
	Ms. Samita Shah	Director
Management Team (On the Dais) :	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
	Dr. Ratna Sinha	Chief HRM & Ethics Counselor
	Mr. N V Ramanathan	Vice President (Engineering and Projects)
	Mr.S.P.Sharma	Chief Operating Officer, TMDIPL
	Mr. Abhijit Bandyopadhyay	Partner, Statutory Auditor

698 Members representing 1,27,46,029 Equity Shares and 5 Proxies representing 19511 Equity Shares were present.

Quorum

The quorum being present, Chairman declared the proceedings of the meeting open at 3.00 p.m. and welcomed the shareholders to 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 Worker's Union at Kharagpur Plant.

Documents and Registers open for inspection

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

a) Financial Statement for the financial year ended 31 March, 2016, including the Consolidated Financial Statement for the said financial year, and the Reports of the Board of Directors and Auditors hereon;
b) Register of Directors and Key Managerial Personnel and their shareholding; and
c) Register of Contracts or Arrangements in which Directors are interested.

Notice and Director's Report

The Notice dated 28 April, 2016 convening the 26th AGM and the Explanatory Statement thereto and the Reports and Accounts for the financial year ended 31 March, 2016 circulated to the Members were taken as read with the consent of the Members present at the Meeting.

With the permission of the Chairman, Secretary read out the Auditors Report.

Chairman then briefed the shareholders about the performance of the company during FY 2015-16. 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 pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the Company had provided to its shareholders the facility of remote e-voting on all resolutions forming part of the agenda of the AGM. The period of remote e-voting commenced on 26 June, 2016 at 9.00 a.m. and ended on 28 June, 2016 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 also provided 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 e-voting and Ballot Paper.

The Chairman also informed that the Company had appointed Mr. P. V. Subramanian (C. P No. : 2077 & ACS : 4585), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process, including the Ballot Paper received from the Members till 28 June, 2016 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 Standalone Financial Statements and Audited Consolidated Financial Statements of the Company and the Board's Report and Auditor's Report for the Financial Year ended 31 March, 2016.

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

a) **"RESOLVED THAT** the Audited Standalone Financial Statement 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 Statement of the Company for the Financial Year ended 31 March, 2016 and the Report of the Auditors thereon,
laid before the meeting, be and are hereby approved and adopted."

Mr. J. N. Kundu (DP IDIN30026310037101) proposed the resolution. Mr. Alok Pal *(DP ID 1204470002592457)* seconded the same.

Item No. 2

Declaration of dividend of Rs.2/- per Equity Share of Rs.10/- each for Financial Year 2015-16

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, dividend at the rate of Rs.2/- per share, on the equity share capital of the Company be and is hereby declared out of its current profit, for the year ended 31 March, 2016 and the same be paid to those shareholders whose names appear in the Register of Members as on 22 June, 2016, or their mandates and to the beneficial owners of dematerialized shares as on 22 June, 2016 or their mandates as per the list of beneficial owners furnished by the Depositories for this purpose and that the dividend warrants be posted within 30 days thereof."

Mr. Apurba Kumar Choudhury (IN30290249713305) proposed the resolution as an Ordinary Resolution. Mr. K. L. Mallik (DPID 1202650100002667) seconded the same.

Item No. 3

Re-appointment of Mr. Koushik Chatterjee as a Director (DIN – 00004989)

At this stage, Chairman, being interested, requested Mr. Krishnava Dutt, Chairman-Audit Committee and Independent Director to carry out passing of next item of the agenda.

Mr. Krishnava Dutt read out the following resolution and requested one of the members to propose and another to second the resolution.

"RESOLVED THAT Mr. Koushik Chatterjee, Director (DIN – 00004989) 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. Manoj Kumar Gupta (DPID IN30045011218986) proposed the resolution as an Ordinary Resolution. Mr. Apurba Kumar Choudhury (IN30290249713305) seconded the same.

Thereafter, Mr. Krishnava Dutt handed over the proceedings of the meeting to Mr. Koushik Chatterjee.

Item No. 4

Ratification of Appointment of Auditors

Chairman read out the following 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 M/s Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 302009E) as the statutory auditor 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."

Mr. S. Gattani (IN30044110570834) proposed the resolution as an Ordinary Resolution. Mr. K. L. Mallik (DPID 1202650100002667) seconded the same.



Item No. 5

Re-appointment of Mr. Sanjiv Paul as Managing Director

Chairman read out the following 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."

Mr. Arabinda Basu (IN30044110745793) proposed the resolution as an Ordinary Resolution. Mr Krishnendu Das (IN30026310064688) seconded the same.

Item No.6

Commission to Non- Executive Directors of the Company

Chairman read out the following 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 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."

Mr. Manoj Gupta (DPID IN30045011218986) proposed the resolution as a Special Resolution. Mr. Gokul Krishna Majumder (IN30160411359332) seconded the same.

Item No.7

Ratification of Cost Auditors' remuneration

Chairman read out the following 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 Rs. 1.50 lacs (Rupees one lakh fifty thousand only) plus out-of pocket expenses payable to M/s 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."



Mr. S. Gattani (IN30044110570834) proposed the resolution as an Ordinary Resolution. Mr. Ram Narayan Tripathi (1204320000005363) seconded the same.

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. K. L. Mallick, Mr. S. Gattani, Mr. S. S. Bhattacharya, Mr. TarakNath Chakraborty, Mr. Amit Kumar Banerjee, Mr. Arabind Basu, Mr. Manoj Gupta, Mr. Sujit Kundu, Mr. Sunil Modak, Mr. C. K. Bhartia, Mr. Krishnendu Das, Mr. Arvind Jain, Mr. Feroz Tandon, Mr. Ashok Kumar Roy, Mr. Ashwini, Mr. Aditya Dewra, Ms. Urvashi, Ms. Poonam Bhatia, Mr. Basuthakur, Mr. Ram Gopal Chakrabarty, Mr. S. N. Pal, Mr. S. Roy, Mr. S. Malagi, Mr. A.K. Pal.

Having dealt with all the business of the Meeting, the Chairman thanked everyone present and authorized Mr. Sankar Bhattacharya, Chief – Corporate Governance and Company Secretary, to commence voting by ballot at the AGM venue.

The Scrutinizer's Report dated 30.06.2016, *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 result, 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.

Date:

Place:

CHAIRMAN



Annexure to the Minutes of the 26th AGM of Tata Metaliks Limited held on Wednesday 29 June, 2016 at "Kala Mandir", 48, Shakespeare Sarani, Kolkata – 700017 at 3.00 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 AGM to the Chairman on 30 June, 2016. A summary of the said report is as under:

Resolution No and type	Resolution details	Number of Votes			
		For	%	Against	%
01 Ordinary	Consideration and adoption of: 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.	180	99.997	9	0.003
02 Ordinary	Declaration of dividend of Rs.2/- per Equity Share of Rs.10/- each for the FY 2015-16.	179	99.996	10	0.004
03 Ordinary	Re-appointment of Mr. Koushik Chatterjee as a Director	180	99.997	9	0.003
04 Ordinary	Ratification of appointment of Auditors.	179	99.997	9	0.003
05 Ordinary	Re-appointment of Mr. Sanjiv Paul as Managing Director of the Company	176	99.894	11	0.106
06 Special	Payment of Commission to Non-Executive Directors of the Company	172	99.990	18	0.010
07 Ordinary	Ratification of Cost Auditors' remuneration	177	99.994	14	0.006

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

Place: Kolkata

Date:

CHAIRMAN