TINPLATE

THE TINPLATE COMPANY OF INDIA LIMITED

June 5, 2018

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai 400001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex, Bandra (East)
Mumbai 400051

Dear Sir,

Please find enclosed a copy of the Notice of the 99th Annual General Meeting of the Company for your kind information and record.

Thanking you,

Yours faithfully,
THE TINPLATE COMPANY OF INDIA LIMITED

Seal

(KAUSHIK SEAL)
COMPANY SECRETARY

Encl.

NOTICE

THE NINETY-NINTH ANNUAL GENERAL MEETING OF THE TINPLATE COMPANY OF INDIA LIMITED will be held on Tuesday, 3rd July, 2018 at 10.30 am at the Kala Mandir, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700017 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018, together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare dividend on the Equity Shares of the Company.

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 Statutory Auditors.

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time the Company hereby ratifies the appointment of Messrs Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants (Firm Registration No.304026E/E300009), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 100th AGM of the Company, to be held in year 2019, at such remuneration plus applicable service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. Appointment of Mr. Subir Bose (DIN : 00048451) as an Independent Director.

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT Mr. Subir Bose (DIN : 00048451) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. from 29th March, 2018 under Section 161 of the Companies Act, 2013 (the Act) and who holds office upto the date of the Annual General Meeting, but who is eligible for appointment 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.

   RESOLVED FUTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder read with Schedule IV of the Act, as amended from time to time, Mr. Subir Bose, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 29th March, 2018 to 9th December, 2019."

6. Approval of Material Related Party Transaction relating to purchase of Hot Rolled Coils.

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulation, 2015] and the relevant provisions of the Companies Act, 2013 read with related Rules thereto, consent of the Company be and is hereby accorded to purchase Hot Rolled Coils from Tata Steel Limited (TSL) [a "Related Party" in terms of Regulation 2(zb) of SEBI Regulation, 2015] as per the contract / arrangements (as detailed in the Explanatory Statement annexed to the Notice) in the ordinary course of business and also at arm's length for a sum not exceeding Rs. 2000 crores (Rupees Two Thousand crores) per annum for the financial year 2018-19 and each subsequent financial years, till the termination of the said arrangement.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

   RESOLVED FURTHER THAT the Board be and is hereby

authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

7. Ratification of Cost Auditors' remuneration.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs.1.80 lacs per annum plus applicable service tax and out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration no. 000001), who are appointed by the Board of Directors as Cost Auditors of the Company to conduct Audit of cost records of the Company for the financial year ending 31st March, 2019."

8. Payment of Commission to Non-Executive Directors of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 197 and 198 of the Act, or such other percentage of net profits as may statutorily prescribed from time to time, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Whole-time Director or any Executive Director if any) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from 1st April, 2018."

24th April, 2018

By Order of the Board of Directors

Registered Office :
4, Bankshall Street
Kolkata 700001
CIN : L28112WB1920PLC003606
Tel : 91 33 22435401, Fax : 91 33 22304170
Email : company.secretariat@tatatinplate.com
Website : www.tatatinplate.com

Kaushik Seal
Company Secretary

NOTES :

(a) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the business under item nos. 5, 6, 7 and 8 above are annexed hereto. The relevant details of Directors seeking appointment / reappointment under item nos. 3 and 5 above pursuant to Regulation 36(3) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 is also annexed.

(b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 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 and holding in the aggregate 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) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.

(d) The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 19th June, 2018 to Tuesday, 3rd July, 2018 (both days inclusive).

(e) If dividend on the Equity Shares as recommended by the Board of Directors is passed at the meeting, payment of such dividend will be made on and from 6th July, 2018 to those members whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before 18th June, 2018. In respect of Equity Shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as at the end of business hours on 18th June, 2018 as per details furnished by the Depositories for this purpose.

Members are requested to register their bank details with their depository participant in case they hold shares in electronic form or with the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited in case of holding in physical form to facilitate payment of dividend etc. either in electronic mode or for printing on the payment instruments.

(f) Members/proxies/authorized representatives are requested to bring their duly filled attendance slips to attend the Meeting.

(g) Complete particulars of the venue of the Meeting including

route map and prominent land mark for easy location is enclosed for the convenience of the Members. The same has also been hosted at the website of the Company at www.tatatinplate.com

(h) Members 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.

(i) Members who have not yet encashed their dividend warrants for the financial years ended 31st March, 2011 onwards are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for financial year 2010-11 can be claimed by shareholders by 6th September, 2018.

(j) As per the provisions of the Companies Act, 2013 facility for making nominations is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants. The contact details of the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited are given in this Annual Report.

To support the Green Initiative, the Members who have not registered their email addresses are requested to register their email addresses with TSR Darashaw Limited / Depositories based on the mode in which the Shares were held.

(k) In accordance with the Companies Act, 2013 read with the applicable Rules the Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

(l) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

1. The procedure and instructions for remote e-voting are as under :

   a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

   b. Click on "Shareholders" tab.

   c. Now enter your User ID
      i. For CDSL : 16 digits beneficiary ID,
      ii. For NSDL : 8 Character, DP ID followed by 8 Digits Client ID,
      iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   d. Next enter the Image Verification as displayed and Click on Login.

   e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

   f. If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name followed by the last 8 digits of their Demat Account Number / Folio Number as the case may be in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records for the said demat account or folio.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records for the said demat account or folio. If both details are not recorded with the Depository or Company please enter the number of Shares held in the bank account field.

   g. After entering these details appropriately, click on "SUBMIT" tab.

h. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

j. Click on the EVSN for the relevant "The Tinplate Company of India Limited" on which you choose to vote.

k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

o. You can also take out print of the voting cast by you by clicking on "Click here to print" option on the Voting page.

p. If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

q. Note for Institutional Shareholders :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

3. E-voting period will commence from Saturday, 30th June, 2018 (9.00 AM IST) and will end on Monday, 2nd July, 2018 (5.00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 26th June, 2018 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.

4. The voting rights of the shareholders 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 Tuesday, 26th June, 2018.

   Any 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 only shall be entitled to avail facility of remote e-voting, as well as voting at the Annual General Meeting (AGM) through polling paper.

5. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of cut-off date i.e. Tuesday, 26th June, 2018, may obtain login ID and password by following the procedure and instructions for remote e-voting as stated above. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.

6. A Member can opt for only one mode of voting i.e., either through e-voting or at the venue of AGM through polling paper. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting through polling paper shall be treated as invalid.

7. The facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting.

8. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.

9. Mr A K Labh, Practising Company Secretary (FCS-4848 / CP-3238) of M/s A K Labh & Co. Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process including the voting process to be conducted at the venue of AGM in a fair and transparent manner.

10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.

11. The Scrutinizer will collate the votes cast at the AGM, votes downloaded from the e-voting system and make, not later than 48 hours from 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 countersign the same.

12. The results declared along with the Scrutiniser's Report shall immediately be placed on the Company's website www.tatatinplate.com and on the website of CDSL www.evotingindia.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

ANNEXURE TO NOTICE

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following explanatory statement sets out all material facts relating to the business mentioned under item nos. 5, 6, 7 and 8 of the accompanying Notice dated 24th April, 2018.

Item No. 5

The Board of Directors of the Company had appointed Mr. Subir Bose as an Additional Independent Director with effect from 29th March, 2018, in accordance with the provisions of Article 90 of the Articles of Association of the Company read with Section 161 of the Act. Mr. Bose holds office only upto the date of the forthcoming Annual General Meeting. A notice has been received from a Member, as required under Section 160 of the Act, proposing Mr. Subir Bose as a candidate for the office of Director of the Company.

Mr. Subir Bose holds B.Tech in Chemical Engineering from IIT (Kanpur) and is also holds a post-graduate in Business Administration from the Indian Institute of Management, Ahmedabad. Mr. Bose has 33 years of experience in the Paints Industry. Mr. Bose had started his career with Asian Paints India Limited in 1974 and served as an Industrial Sales Manager since 1982. Thereafter, Mr. Bose joined Abucon Nigeria Limited, Lagos, Nigeria in 1982 and worked till June 1984. Mr. Bose served as a Director in Berger Paints India Limited from March, 1994, became Managing Director in July, 1994 and retired in 2012. He served as Non-Executive Director of Berger Paints till August, 2014 and had also been a Non-Executive Director in Berger Paints Bangladesh Limited from 1995 to March, 2016. Presently Mr. Bose is serving as Independent Director on the Board of several companies.

The Board considering Mr. Bose's rich experience in senior position, taking into account the recommendation of the Nomination and Remuneration Committee and the retirement policy of the Directors adopted by the Company appointed Mr. Bose as an Independent Director of the Company, not liable to retire by rotation, with effect from 29th March, 2018 to 9th December, 2019 subject to the approval of the Members.

In the opinion of the Board, Mr. Bose fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and he is Independent of the Management.

In compliance with provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Bose as an Independent Director is now being placed before the Members at the Annual General Meeting for their approval.

The terms and conditions of appointment of Mr. Subir Bose shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

The Board commends the Resolution at Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMPs) or relatives of Directors and KMP's except Mr. Bose is concerned or interested in the resolution mentioned at item No. 5 of the convening Notice.

Item No. 6

As per requirements of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulation 2015], all material related party transactions shall require the approval of shareholders through a Resolution. Further, the Explanation to Regulation 23(1) of SEBI Regulations 2015 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 the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company purchases Hot Rolled Coils from Tata Steel Limited (TSL) [a related party in terms of Regulation 2(zb) of SEBI Regulation 2015] and/or from other suppliers for manufacture and sale of the ETP and other products on its own account. The above transaction with TSL is a material transaction under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulation, 2015] and hence in compliance with the requirement of SEBI Regulation, 2015 the Company at its Annual General Meeting (AGM) held on 25th July, 2017 had sought shareholders' approval for purchase of HRC from TSL for a sum not exceeding Rs.1800 crs per annum and the same was approved. In this connection it is informed that considering the increase in cost of HRC the value of HRC required to be purchased from TSL in FY 2018-19 and for subsequent financial years is estimated to be Rs. 2000 crs per annum and hence the estimated value exceeds approved limit of Rs.1800 crs.

Hence in view of the above and in order to comply with the requirement of SEBI Regulation 2015 it is proposed to secure shareholders' approval on resolution no. 6 of the Notice convening the AGM for approving the following prospective material related party transaction in the financial year 2018-19 and each subsequent financial years, till the termination of the arrangement:

Sl. No.	Description	Details
1.	Name of the Related Party	Tata Steel Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr Koushik Chatterjee, Chairman of the Board
3.	Nature of Relationship	• Tata Steel Limited is holding 74.96% of the equity shares of the Company • Mr Koushik Chatterjee, the Chairman of the Company is also the Executive Director & Chief Financial Officer of Tata Steel Limited
4.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves purchase of Hot Rolled Coils from Tata Steel Limited upto an annual amount of Rs. 2000 crores for the purpose of manufacturing of Electrolytic Tinplate and other products and thereafter selling of the same to end consumers.
5.	Any other information relevant or important for members to take a decision on the proposed resolution.	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

The above information be considered as additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014.

In view of the above, approval of the Shareholders is being sought in terms of Regulation 23(4) of SEBI Regulations, 2015.

The Board recommends the above resolution as an Ordinary Resolution to the shareholders for their approval.

According to the provisions of the Regulation 23(4) of SEBI Regulations, 2015 the related parties shall abstain from voting on the resolution no. 6 mentioned in the Notice whether the entity is related to the transaction or not.

The relevant necessary documents shall be available for inspection to the Members during the course of voting at the Registered Office of the Company during the office hours.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s Shome & Banerjee, Cost Auditors, to conduct Cost Audit for the financial year ending 31st March, 2019 at a fee of Rs. 1.80 lacs per annum plus reimbursement of out-of-pocket, travelling and living expenses.

M/s Shome & Banerjee have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s Shome & Banerjee have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company.

The Board has approved the remuneration of Rs. 1.80 lacs per annum plus out-of-pocket expenses to M/s Shome & Banerjee as the Cost Auditors and the ratification of the shareholders is sought for the same by an ordinary resolution at item no. 7.

The resolution at item no. 7 is recommended for approval by the Members.

None of the Directors or Key Managerial Personnel (KMPs) or their relatives are concerned or interested in the Resolution mentioned at item no. 7 of the convening Notice.

Item No. 8

At the Annual General Meeting of the Company held on 26th June, 2013, Members had approved the payment of remuneration by way of commission to the Non-Executive Directors of the Company not exceeding one percent of the net profit of the Company as provided under Section 197 of the Companies Act, 2013.

Taking into account the responsibilities of the Non-Executive Directors and commensurate with the time devoted and the contribution made by them, the Board of Directors of your Company (the Board) at its meeting held on 24th April, 2018 recommended for the approval of the members, payment of remuneration by way of commission to the Non-Executive Directors of the Company for a period not exceeding five years from 1st April, 2018 as set out in this Special Resolution.

The Special Resolution at Item No. 8 is recommended for approval by the Members.

Only the Non-Executive Directors of the Company may be deemed to be interested or concerned in this Special Resolution.

24th April, 2018 — By Order of the Board of Directors

Registered Office :
4, Bankshall Street
Kolkata 700001
CIN : L28112WB1920PLC003606
Tel : 91 33 22435401, Fax : 91 33 22304170
Email : company.secretariat@tatatinplate.com
Website : www.tatatinplate.com

Kaushik Seal
Company Secretary

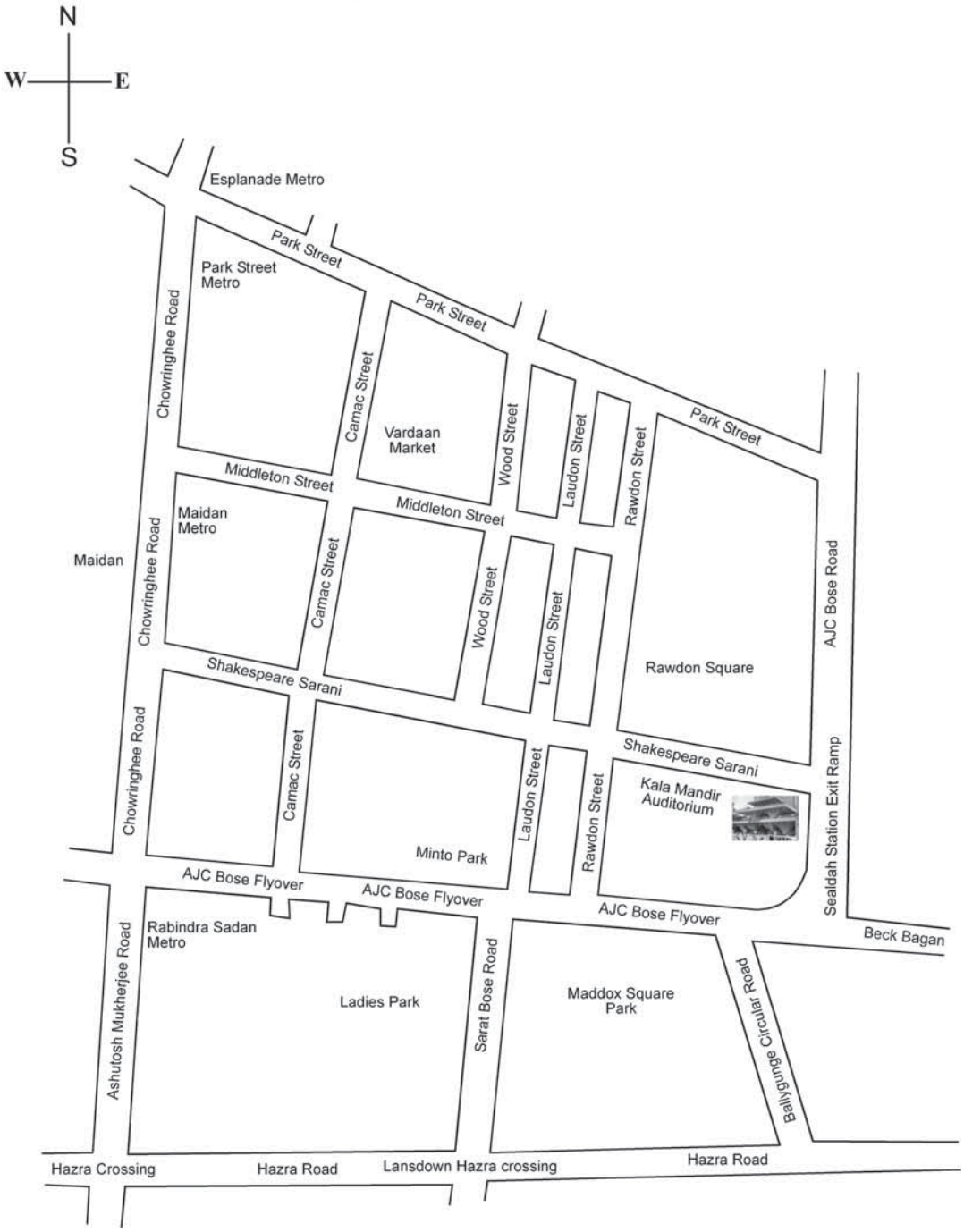
DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:

Name of Director	Mr. Koushik Chatterjee	Mr. Subir Bose
Date of Birth	3rd September, 1968	10th December, 1949
Date of Appointment	25th October, 2004	29th March, 2018
Qualification	B.Com (Hons), Chartered Accountant	B. Tech from IIT, Kanpur (Chemical Engineering), PGDBA from IIM, Ahmedabad
Expertise in specific functional areas	• Finance Strategy	Mr. Bose has 33 years of experience in Paints Industry.
	• Financial Reporting & Control	
	• Financial Planning & Funds Management	
	• Corporate Finance & Treasury	
	• Mergers & Acquisitions	
	• Corporate & International Taxation	
	• Investor Relations	
	• Risk Management	
	• Insurance	
Directorship held in other Companies	Tata Metaliks Limited	DIC India Limited
	Tata Steel Limited	BJN Paints (I) Ltd
	Tata Steel Special Economic Zone Limited	LA Opala Ltd.
	Bistupur Steel Limited	
	Dimna Steel Limited	
Membership/ Chairmanship of Committees across public Companies**	Tata Steel Limited (SRC)	DIC India Limited (AC)
No. of shares held in the Company	1000	NIL

*Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are not considered.

**Includes Audit Committee (AC), Stakeholders' Relationship Committee (SRC).

ROAD MAP TO THE AGM VENUE



KALA MANDIR
SANGIT KALA MANDIR TRUST
48, SHAKESPEARE SARANI
KOLKATA 700 017