TML: 4142 : 2019

March 25, 2019

General Manager – Corporate Services
BSE Ltd.
Floor 25, P J Towers
Dalal Street,
MUMBAI – 400001
Scrip Code: TATAMETALI

Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051
Scrip Code: 513434

Dear Sir/ Madam,

Sub: Proceedings and Voting Results of Extraordinary General Meeting (EGM)

We refer to our Notice dated February 27, 2019.

The Extra General Meeting of the Company was held today, i.e. March 25, 2019 at 11:30 a.m. at "Kala Mandir", 48, Shakespeare Sarani, Kolkata- 700 017, to transact the business as set out in the Notice, dated February 27, 2019, convening the EGM.

In this regard, please find enclosed the following:

1) Summary of the proceedings of the EGM of the Company as required under Regulation 30 read with Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). **Annexure – I**

2) Voting Results of the businesses transacted at the EGM, as required under Regulation 44(3) of the Listing Regulations. **Annexure – II**

3) Report of the Scrutinizer dated March 25, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended to date. **Annexure – III**

The meeting concluded at 12.10 p.m.

The Voting Results along with the Scrutinizer's Report is also available on the website of the Company at www.tatametaliks.com.

This is for your information and record.

Yours faithfully,
For **Tata Metaliks Limited**

Sankar Bhattacharya
Chief – Corporate Governance &
Company Secretary

Encl: as above

TATA METALIKS LIMITED KOLKATA

Annexure I

Summary of proceedings of Extraordinary General Meeting

The Extraordinary General Meeting **(EGM/ Meeting)** of Tata Metaliks Limited **(Company)** was held today, i.e Monday, March 25, 2019 at 11.30 a.m. at "Kala Mandir", 48, Shakespeare Sarani, Kolkata-700017.

Dr. Pingali Venugopal, Director and Chairman of the Nomination and Remuneration Committee, informed the Members present that Mr. Koushik Chatterjee, Chairman of the Board, was unable to attend the EGM due to certain urgent business engagement. In view of his absence and in terms of Section 104(1) of the Companies Act, 2013 **(Act)**, revised Secretarial Standard 5.1 on General Meetings and Article 77 of the Articles of Association of the Company, the Directors present unanimously elected Mr. Sanjiv Paul, to be Chairman of the EGM.

Accordingly, Mr. Paul took the Chair and after declaring the requisite quorum being present called the meeting to order.

At this moment, the safety protocol at the EGM venue was briefed.

Chairman introduced the Directors and the Senior Management present. He also informed the Members that Mr. Krishnava Dutt, Independent Director, was unable to attend the EGM due to an urgent business engagement. With the consent of the Members present, the Notice dated February 27, 2019 convening the EGM was taken as read.

Thereafter, Chairman addressed the Members highlighting the rationale of the proposal by explaining the expansion project and the purpose of issuance of equity shares and convertible warrants on a preferential basis to the Promoter of the Company i.e. Tata Steel Limited. He informed the Members present that the proposed funding would not only help in providing requisite financial support to the expansion projects but also strengthen the balance sheet of the Company.

Chairman then informed the Members that in compliance with the provisions of the Act, Revised Secretarial Standard – 2 on General Meetings and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(Listing Regulations)**, the Company had provided to all its Members the facility to cast their votes electronically, on the resolution set forth in the Notice. Chairman further informed that Members who were present at the EGM and had not cast their votes earlier were provided an opportunity to cast their votes at the venue of the EGM.

He also informed that the Board had appointed Mr. P. V. Subramanian, Practicing Company Secretary, as Scrutinizer to scrutinize the entire voting process (remote e-voting and at the EGM venue) in a fair and transparent manner.

The following business, as per the Notice convening the EGM, were read out, which were duly proposed and seconded by a Member:

TATA METALIKS LIMITED KOLKATA

Special Business:

1. Issuance of Equity Shares and Convertible Warrants to the Promoter, i.e. Tata Steel Limited, on a preferential basis

Members present raised queries and clarifications on various aspects, which were duly responded by the Chairman.

Thereafter, Mr. Paul thanked the Members present and concluded the EGM by authorizing Mr. Sankar Bhattacharya, Company Secretary to carry out the voting process and declare the voting results. He informed the Members that the voting results will be made available on the websites of the Company and NSDL within 48 hours of conclusion of the EGM.

Subsequent to the conclusion of entire voting process, the Scrutinizer's Report was received. The resolution has been passed with requisite majority.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Tata Metaliks Limited**

Sankar Bhattacharya
Chief - Corporate Governance
& Company Secretary

TATA METALIKS LIMITED KOLKATA

Place: Kolkata
Date: March 25, 2019

Annexure II

Voting Results of the business transacted at the Extraordinary General Meeting, as required under Regulation 44(3) of the Listing Regulations -

Sl. No.	Particulars	Details
1	**Date of the** Extraordinary General Meeting	Monday, March 25, 2019
2	**Total number of Shareholders as on the Record date (as on cut-off date i.e. March 18, 2019)**	53,500
3	**Number of Shareholders present in the meeting either in person or through proxy:** • Promoters and Promoter group • Public	 1 437
4	**Number of Shareholders attended the meeting through Video Conferencing:** • Promoters and Promoter group • Public	 Nil Nil

The Agenda-wise disclosure is attached herewith in the prescribed format.

TATA METALIKS LIMITED KOLKATA

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

Agenda- wise disclosure (to be disclosed separately for each agenda item)								
Resolution required: (Ordinary/ Special)			**Special**					
Whether promoter/ promoter group are interested in the agenda/resolution?						**YES**		
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"),								
Promoters / Public	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**No. of Votes - in favour**	**No of Votes - Against**	**% of Votes in favour on votes polled**	**% of Votes in against on votes polled**
		[1]	**[2]**	**[3]=[(2)/(1) * 100**	**[4]**	**[5]**	**[6]=[(4)/(2)] * 100**	**[7]=[(5)/(2)]* 100**
Resolution No.		**1**	**Issuance of Equity Shares and Convertible Warrants to the Promoter, i.e. Tata Steel Limited, on a preferential basis**					
Type of Resolution		**Special Resolution**						
Promoters and Promoters Group	E-voting	12667590	12667590	100.00	12667590	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	**12667590**	**12667590**	**100.00**	**12667590**	**0**	**100.00**	**0.00**
Public - Institutional Holders	E-voting	4550807	4167022	91.57	4063727	103295	97.52	2.48
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	**4550807**	**4167022**	**91.57**	**4063727**	**103295**	**97.52**	**2.48**
Public - Non-Institutional Holders	E-voting	8069603	225516	2.79	225215	301	99.87	0.13
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Poll		821	0.01	821	0	100.00	0.00
	Total	**8069603**	**226337**	**2.80**	**226036**	**301**	**99.87**	**0.13**
Grand Total		**25288000**	**17060949**	**67.47**	**16957353**	**103596**	**99.39**	**0.61**

TATA METALIKS LIMITED * KOLKATA

P. V. SUBRAMANIAN
B.Com., LL.B., ACS.
Company Secretary in Whole-time Practice

3rd Floor, 'Sampriti'
81/8, Regent Estate,
Kolkata-700 092, India.
Mobile: 98300 26425
Email: pvsm17@rediffmail.com

Scrutinizer's Report

To,
Mr. Sanjiv Paul,
Chairman of
Extraordinary General Meeting of the shareholders of
Tata Metaliks Limited,
held on Monday, the 25th March, 2019 at "Kala Mandir",
48, Shakespeare Sarani,
Kolkata-700017.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on "remote e-voting" conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended to date, and e-voting / voting through ballot paper at the Extraordinary General Meeting of the Members of Tata Metaliks Limited held on Monday, March 25, 2019 at 11:30 a.m. at "KALA MANDIR', 48, Shakespeare Sarani, Kolkata-700017.

I, P. V. Subramanian, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Tata Metaliks Limited** ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting process in respect of the Special Resolution proposed at the Extraordinary General Meeting (EGM) of the Company held on Monday, March 25, 2019 at 11:30 a.m.

I was also appointed as Scrutinizer to scrutinize the process of e-voting / voting through ballot paper at the venue of the said EGM held on March 25, 2019.

The notice dated February 27, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned special resolution proposed at the EGM of the Company.

TATA METALIKS LIMITED

P. V. SUBRAMANIAN ★ Company Secretary C.P.-2077 ★ 81/8, Regent Estate, Kolkata-92

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided facilities for e-voting & voting through ballot paper to those shareholders present at the venue of the EGM who had not cast their votes earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of March 18, 2019 were entitled to vote on the special resolution as contained in the Notice of the EGM.

The voting period for remote e-voting commenced on Wednesday, March 20, 2019 at 9.00 a.m. (IST) and ended on Sunday, March 24, 2019 at 5.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the e-voting at the EGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized. No votes were cast through ballot paper at the EGM venue.

The votes cast under remote e-voting facility were thereafter unblocked by me in the presence of two witnesses who were not in the employment of the Company and, after the conclusion of the voting at the EGM, the votes cast there under were counted.

I have scrutinized and reviewed the e-voting at the venue of the meeting and the remote e-voting conducted based on the data downloaded from the NSDL system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting at the meeting on the special resolution contained in the notice of the EGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour and against the resolution.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Special Resolution.

TATA METALIKS LIMITED

P. V. SUBRAMANIAN
Company Secretary
C.P.-2077
8/18, Regent Estate, Kolkata-92

Special Resolution:

Consent and approval of the Members accorded to the Board of Directors of the Company to create, issue, offer and allot (a) 27,97,000 Equity Shares; and (b) 34,92,500 convertible warrants to the Promoters of the Company, i.e. Tata Steel Limited, on preferential basis.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
105	16957353	99.39%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	103596	0.61%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Based on the aforesaid result, I report that the special resolution stands passed with requisite majority.

P. V. SUBRAMANIAN ★ Company Secretary C.P.-2077 ★ 81/8, Regent Estate, Kolkata-92

P.V. Subramanian.

Place : Kolkata

(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS:4585/C.P.No.: 2077

Dated: March 25, 2019.

TATA METALIKS LIMITED ★ KOLKATA