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 & TAME14	Smt. Rekha Karnik DGM- Listing Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001. Stock Code - 513434

TML: 3952:2014

October 8, 2014

Dear Sir/Madam,

As required under Clause 31(d) of the Listing Agreement, we enclose a copy of the proceedings of the Twenty-Fourth Annual General Meeting of the Company, held on September 10, 2014.

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
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 LIMITED

MINUTES OF THE PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF TATA METALIKS LIMITED HELD ON WEDNESDAY, 10th SEPTEMBER, 2014 AT ROTARY SADAN, ROTARY CHILDREN'S WELFARE TRUST, 94/2, CHOWRINGHEE ROAD, KOLKATA – 700 020

Present	Mr. Koushik Chatterjee	Chairman
	Mr. Sanjiv Paul	Managing Director
	Mr. V. S. N. Murty	Non- Executive Director
	Mr. Krishnava Dutt	Independent Director
	Mr. Ashok K Basu	Independent Director
	Dr. P. Venugopal	Independent Director
Management Team (On the Dias)	Mr. Rajesh Mishra	Executive Vice President
	Mr. Debasish Mishra	VP (Operations)
	Mr. Subhra Sengupta	Chief Financial Officer
	Mr. Sankar Bhattacharya	Chief of Corp. Gov. & Company Secretary
	Ms. Ratna Sinha	Chief HRM
	Mr .Sudhin Mitter	ED & CEO ,TMKPL

Quorum

Company Secretary informed Chairman that there were **729 Members** representating **12895526** shares (50.99% of total paid-up-capital of the Company) were present in person including representatives of Corporate Members under section 113 of the Companies Act, 2013 and **19** valid proxy representing **2082** shares received by the Company.

The quorum being present, Chairman declared the proceedings of the meeting open at 3.00 p.m. and welcomed the shareholders and people from media in the meeting.

Introduction

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

Documents and Registers open for Inspection

Chairman informed the Members that various registers & original signed copy of Annual Accounts as on 31st March, 2014 were kept open during the continuance of the meeting.

Notice & Directors' Report

The Notice & the Directors' Report of the meeting were taken as read with the approval of the Members.

Chairman then briefed the shareholders on the performance of the Company during FY-13-14. After concluding his speech Chairman informed the E-voting & Poll procedure to the Shareholders.

E-Voting and Poll on Resolutions:

The Chairman informed the shareholders that in compliance with the provisions of Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and

Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided to the Members the facility to exercise their right to vote at the 24th Annual General Meeting by electronic means (e voting) and postal ballot.

The Chairman further informed the shareholders that pursuant to Section 107 of the Act, there would be no voting on the resolutions by show of hands. However, for the benefit of shareholders who were present at the meeting and who had not cast their votes either through postal ballot or e-voting, a poll was being conducted at the end of the meeting. In case a shareholder had already cast his/her vote through e-voting then such a shareholder should not cast his /her vote on a poll since such vote would be considered as invalid. Mr.Mrintunjoy Seal, Advocate Calcutta High Court was appointed as Scrutineer for scrutinizing the Poll process in a fair/transparent manner.

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 31st March, 2014.

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 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. Manoj Gupta (DP ID *IN30045011218986)* proposed the Resolution as an Ordinary Resolution, which was seconded by Mr. J N Kundu *(DP ID IN30026310037101*)

Item No.2

Re-appointment of Mr. D P Deshpande as a Director

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

"RESOLVED THAT Mr.D.P.Deshpande, who retires by rotation and being eligible offers himself re-appointment, be and is hereby re-appointment Director on the Board of Directors of the Company."

Mr. B N Kundu (DP *IDIN30026310101052)* proposed the Resolution as an Ordinary Resolution, which was seconded by Mr. Ramesh Sharma *(DP ID1203450000024203).*

Item No.3

Appointment of Auditors for a term of 3 (three) years and fixing their 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-139 and other applicable provisions, *if any*, of the Companies Act, 2013 ("**new Act**") and Rules framed thereunder, as amended from time to time, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W - 100018), be and is hereby re-appointed as Auditors of the Company to hold office from the

conclusion of this Annual General Meeting ("**AGM**") till the conclusion of the twenty seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus 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."

Mr. C. S Gilra *(Folio No. 023390)* proposed the resolution as an Ordinary Resolution, which was seconded by Mr. Sunil Kumar Modak (Folio No. IN30210510578970)

Item No. 4

Appointment of Mr.Krishnava Dutt as an Independent Director

Chairman read out the following resolution and informed that the resolution was already proposed by **Mrs. J.Leavers (Folio No. 000059). He further** requested one of the Members to second the resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Mr.Krishnava Dutt (DIN: 02792753), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 10 September, 2014 upto 9 September, 2019."

Mr. Deb Kr Das *(DP IDIN30085310100667)* seconded the resolution.

Item No. 5

Appointment of Mr.Ashok Kumar Basu as an Independent Director

Chairman read out the following resolution and informed that the resolution was already proposed by **Ms. Anju Devi Jha (Folio No. 0191674). He further** requested one of the Members to second the resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Mr.Ashok Kumar Basu (DIN: 01411191), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 10 September, 2014 upto 9 September, 2019."

Mr. Ashim Kumar Roy *(DP ID 1203300000113120)* seconded the resolution.

Item No. 6

Appointment of Dr.Pingali Venugopal as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Dr.Pingali Venugopal (DIN: 05166520), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 10 September, 2014 upto 9 September, 2019."

Mr. Suprakash Talukdar *(DP ID 1203840000407125)* seconded the resolution.

Item No. 7

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 Section 148 and other applicable provisions, *if any*, of the Companies Act, 2013 ("**new Act**") and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 1.50 lakhs (Rupees one lakh fifty thousand) plus out-of pocket expenses payable to M/s. Shome & Banerjee, who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the new Act and the Rules there under, for the year ending 31st March, 2015."

Mr. Manoj Gupta *(DP ID IN30045011218986)* proposed the resolution as an Ordinary Resolution, which was seconded by Mr. Ramesh Sharma *(DP ID1203450000024203)*

Item No. 8

Increase in borrowing limits from Rs. 350 crores to Rs. 400 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the shareholders of the Company in this regard, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 400 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

Mr. Sunil Kumar Paul *(DP ID 1302590000111211)* proposed the resolution as an Ordinary Resolution, which was seconded by Mr. Ashim Kumar Roy *(DP ID 1203300000113120)*

Item No. 9

Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by shareholders of the Company in this regard, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks / financial institutions, other investing agencies to secure rupee/foreign currency loans and / or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares / 'A' Ordinary Shares and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 400 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

Mr. Chandidas Nandi (*DP ID IN30267933404685)* proposed the resolution as an Ordinary Resolution, which was seconded by Mr. Prabir Sengupta *(DP ID 1201320001091130)*

After completing the resolutions, Chairman invited questions from the shareholders.

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

Mr.Taraknath Chakraborty (Folio No. IN30077310176732), **Mr.A.Basu** (Folio No IN30048411422663), Mr.Radhye **Shyam Sharma** (Folio No. IN30223610013722), **Mr.K.L.Mallick** (Folio No 1202650100002667), **Mr.Sunil Modak** (Folio No. IN30210510578970), **Mr.Ashok Kr Roy** (Folio IN30085310008365), **Mr.Tamal Majumder** (Folio No IN30223610866428), **Mr.Manoj Gupta** (Folio No. IN30045011218986), **Mr.Roop Narayan Tandon** (Folio No. IN00102710008269) , **Mr.Krishnendu Das** (Folio No. IN30026310064688) & **Mr.C.S.Gilra** (Folio No. 023390).

Having dealt with all the business of the Meeting, the Chairman thanked everyone and declared the Meeting concluded and authorise Sankar Bhattacharya, Company Secretary to carry out the poll process.

He then informed that the combined results will be displayed on the website of the Company and NSDL within 2 days.

Sd/-
CHAIRMAN
18.09.2014

Place : Kolkata

Addendum to the Minutes of the 24th Annual General Meeting of Tata Metaliks Limited held on Wednesday, 10 September, 2014 at 3 p.m. at Rotary Sadan, Rotary Children's Welfare Trust, 94/2 Chowringhee Road, Kolkata – 700020

The Scrutinizer, Mr. Mritunjoy Seal, submitted the report containing the combined results of e-voting, postal ballot and voting conducted at General Meeting to the Chairman on 12 September, 2014. 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, 2014	**13042797**	**99.997%**	**422**	**0.003%**
2 – Ordinary	Re-appointment of Mr. D P Deshpande as a Director	**13041429**	**99.986%**	**1790**	**0.014%**
3 – Ordinary	Appointment of Auditors	**13041173**	**99.996%**	**546**	**0.004%**
4 – Ordinary	Appointment of Mr. Krishnava Dutt as an Independent Director	**13027254**	**99.878%**	**15965**	**0.122%**
5 – Ordinary	Appointment of Mr. Ashok Kumar Basu as an Independent Director	**13022886**	**99.879%**	**15833**	**0.121%**
6 – Ordinary	Appointment of Dr. Pingali Venugopal as an Independent Director	**13027301**	**99.878%**	**15918**	**0.122%**
7 - Ordinary	Ratification of Cost Auditors' remuneration	**13026311**	**99.870%**	**16908**	**0.130%**
8 – Special	Increase in borrowing limits from Rs. 350 crores to Rs. 400 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.	**13026711**	**99.873%**	**16508**	**0.127%**
9 - Special	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.	**13026519**	**99.872%**	**16700**	**0.128%**

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

Sd/-
CHAIRMAN
18.09.2014

Place : Kolkata