TML: 4412: 2023

Date: August 08, 2023

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001.
Maharashtra, India.
**Scrip Code: 513434**

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051.
Maharashtra, India.
**Symbol: TATAMETALI**

Dear Madam, Sirs,

**Sub: Notice of 33rd Annual General Meeting ('AGM') of Tata Metaliks Limited**

Please find enclosed herewith the Notice of the 33rd AGM of Tata Metaliks Limited ('**Company**') scheduled to be held on **Wednesday, August 30, 2023 at 3:00 p.m. (IST)** via two-way Video Conference/ Other Audio-Visual Means. The said Notice forms part of the 6th Integrated Report & 33rd Annual Accounts of the Company for the Financial Year 2022-23 ('**Integrated Report**').

The Notice of the AGM along with the Integrated Report is available on the website of the Company at https://www.tatametaliks.com/investor/annual-reports/

This is submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you.

Yours faithfully,
**Tata Metaliks Limited**

AVISHEK GHOSH
Digitally signed by AVISHEK GHOSH
Date: 2023.08.08 22:01:33 +05'30'

**Avishek Ghosh**
Company Secretary and Compliance Officer

Encl.: Notice of AGM

# Notice

Notice is hereby given that the 33rd Annual General Meeting of the Members of Tata Metaliks Limited will be held on Wednesday, August 30, 2023, at 3.00 p.m. (IST), through Video Conferencing / Other Audio Visual Means, to transact the following business:

## Ordinary Business:

**Item No. 1. Adoption of Audited Financial Statements**
To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

**Item No. 2. Declaration of Dividend**
To declare a dividend of ₹5/- per Equity Share of face value of ₹10/- each for the Financial Year ended March 31, 2023.

**Item No. 3. Re-appointment of a Director**
To appoint a Director in the place of Mr. Koushik Chatterjee (DIN: 00004989), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

## Special Business:

**Item No. 4. Approval for Material Related Party Transaction(s) with Tata Steel Limited for various transactions during FY 2023-24**

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

"**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**') the applicable provisions of the Companies Act, 2013 ('**Act**'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transactions, the approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as '**Board**', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement with Tata Steel Limited ('**Tata Steel**' / '**TSL**'), the holding company of Tata Metaliks Limited ('**Company**') and accordingly a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions, as may be agreed between the Company and Tata Steel, for an aggregate value upto ₹3,030 crore to be entered during FY 2023-24, for purchase and sale of goods, receiving and rendering of services, availing inter-corporate deposits of revolving nature and/or availing non-fund based banking facility of Tata Steel and other transactions of business, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**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 finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, 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), Chief Financial Officer, Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

**Item No. 5. Approval for Material Related Party Transaction(s) with T S Global Procurement Company Pte. Ltd. for purchase of bulk coal/ coke during FY 2023-24**

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

"**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**') the applicable provisions of the Companies Act, 2013 (**'Act'**), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transactions, the approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as '**Board**'), which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement with T S Global Procurement Company Pte. Ltd. ('**TSGP**') a fellow subsidiary of Tata Metaliks Limited (**'Company'**) and accordingly a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and TSGP for purchase of coal/ coke

on such terms and conditions, up to an aggregate value of ₹650 crore to be entered during FY 2023-24, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**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 finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, 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), Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

**Item No. 6. Ratification of Remuneration of Cost Auditors**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹3.50 lakhs (Rupees Three lakhs fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company, for the Financial Year ending March 31, 2024.

**RESOLVED FURTHER THAT** the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

**Item No. 07. Appointment of Mr. Ravindra Pandey (DIN: 07188637) as an Independent Director**

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

"**RESOLVED THAT** Mr. Ravindra Pandey (DIN: 07188637) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective July 20, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 ('**Act**') read with related rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 106 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), each as amended, and the Articles of Association of the Company, the appointment of Mr. Ravindra Pandey (DIN: 07188637), who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing July 20, 2023 through July 19, 2028 (both days inclusive)."

**NOTES**

a) The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('**Act**') setting out material facts concerning the business with respect to Item Nos 4 to 6 forms part of this Notice. Additional information, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**') and Secretarial Standard – 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('**Meeting' or 'AGM**') is furnished as an Annexure to the Notice.

b) The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022

(collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 33rd AGM of the Company is being held through VC/OAVM on August 30, 2023, at 3:00 p.m (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Tata Centre, 10th Floor, 43, J.L. Nehru Road, Kolkata 700071.

**c) PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

d) The Members can join the AGM in the VC / OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('**NSDL**') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

e) Institutional / corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorisation etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorisation shall be sent by e-mail on Scrutinizer's e-mail address at pvsm17@rediffmail.com with a copy marked to evoting@nsdl.co.in. Corporate Members/Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.

f) The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

g) In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.

h) In accordance with the aforesaid MCA Circulars, the Notice of the AGM along with the Integrated Report & Annual Accounts 2022-23 are being sent only through 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. The Company shall send the physical copy of Integrated Report & Annual Accounts 2022-23 to those Members who request the same at investors@tatametaliks.co.in mentioning their Folio No./DP ID. and Client ID. The Notice convening the 33rd AGM along with the Integrated Report & Annual Accounts 2022-23 will also be available on the website of the Company at www.tatametaliks.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com.

**i) Book Closure and Dividend**

The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, August 19, 2023 to Wednesday, August 30, 2023 (both days inclusive)** for the purpose of payment of dividend and AGM for FY 2022-23.

The dividend of ₹5/- per Equity Share of ₹10/- each (50%) as on the date of book closure, if approved by the Members at the AGM, will be paid subject to deduction of income-tax at source ('**TDS**') on and from **Monday, September 4, 2023** as under:

- **In respect of Equity Shares held in physical form:** To all the Members, whose names are on the Company's register of members, after giving effect to valid transmission and transposition requests lodged with the Company, as on close of business hours of **Friday, August 18, 2023**.
- **In respect of Equity Shares held in electronic form:** To all beneficial owners of the shares, as on the close of business hours on **Friday, August 18, 2023**, as per details furnished by the Depositories for this purpose.

Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the rates prescribed in the Income Tax Act, 1961 ('the **IT Act**'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential status, PAN, Category with

their depository participants (**'DPs'**) or in case shares are held in physical form, with the Company / Registrars and Transfer Agents ('RTA') by sending documents through e-mail on or before **Friday, August 18, 2023**. For the detailed process, please click here: https://www.tatametaliks.com/investor/annual-reports/.

**Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:**

**Shares held in physical form:** Members are requested to send the following details/documents to the Company's Registrars and Transfer Agent ('RTA'), viz. R&D Infotech pvt. Ltd. at 15C, Ground Floor, Naresh Mitra Sarani (Beltala Road), Kolkata - 700026, West Bengal India, latest by **Friday, August 18, 2023**:

a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received. The said form is available on the website of the Company at https://www.tatametaliks.com/investors/kyc-forms.aspx and on the website of the RTA at http://rdinfotech.org/KYCforms.faqs.html#tatam

b) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly. In case, name of the holder is not available on the cheque, kindly submit the following documents:

   i) Cancelled cheque in original

   ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch

c) Self-attested copy of the PAN Card of all the holders; and

d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, Members are requested to refer to process detailed on KYC process web-link: https://www.tatametaliks.com/investors/kyc-process.aspx and proceed accordingly.

**Shares held in electronic form:** Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by **Friday, August 18, 2023**.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

**j)** **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in From ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website at https://www.tatametaliks.com/investors/kyc-forms.aspx Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at info@rdinfotech.net in case the shares are held in physical form, quoting their folio no(s).

k) In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/ electronic form to get inherent benefits of dematerialisation.

l) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at https://www.tatametaliks.com/investors/kyc-forms.aspx a n d on the website of the Company 's R TA at http://rdinfotech.org/KYCforms.faqs.html#tatam. It may be noted that any service request can be processed only after the folio is KYC compliant.

m) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('**IEPF**'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Integrated Report 2022-23 in respect of unclaimed dividends and transfer of dividends / shares to the IEPF.

n) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

o) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member, as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

p) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

q) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to avishek.ghosh@tatametaliks.co.in.

r) Norms for furnishing of PAN, KYC, Bank details and Nomination:

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.

However, the security holders of such frozen folios shall be eligible:

- To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on our website at https://www.tatametaliks.com/investor/kyc-forms/ and https://www.tatametaliks.com/investor/sebi-circulars/ In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

(s) As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs, the matters of Special Business as appearing at Item Nos. 4 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.

**PROCESS FOR REGISTERING EMAIL ADDRESS:**

i. **One time registration of e-mail address with RTA for receiving the Integrated Report & Annual Accounts 2022-23 and to cast votes electronically:**

The Company has made special arrangements with RTA for registration of e-mail address of those Members (holding shares either in electronic or physical form) who wish to receive the Integrated Report & Annual Accounts for FY 2022-23 and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company / DPs are required to send an e-mail to RTA at info@rdinfotech.net mentioning the Name of Member(s), Folio No. and Certificate No. / DP ID & Client ID, mobile number and e-mail address alongwith a self-attested copy of PAN Card on or before 5.00 p.m. (IST) on Wednesday, August 23, 2023.

ii. **Registration of e-mail address permanently with Company / DP :**

Members are requested to register the email address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at info@rdinfotech.net Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their DPs / RTA to enable servicing of notices / documents / Integrated Reports and other communications electronically to their e-mail address in future.

**INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

**A. PROCESS AND MANNER OF VOTING THROUGH ELECTRONIC MEANS:**

1) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.

2) Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date of Wednesday, August 23, 2023**, may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A 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 the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.

   Any shareholder(s) holding shares in physical form or non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. Wednesday, August 23, 2023,** may obtain the User ID and Password by sending a request at evoting@nsdl.co.in However, if a person is already registered with NSDL for remote e-Voting then the Members can use their existing User ID and password for casting the vote.

   In case of Individual Shareholder holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under '**Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode**.'

3) The remote e-Voting period commences on **Saturday, August 26, 2023 at 9.00 a.m. (IST) and ends on Tuesday, August 29, 2023 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. August 23, 2023**.

4) Members will be provided with the facility for voting through electronic voting system during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:**

1) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of VC/ OAVM placed under "Join General Meeting" menu against Company name. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID / Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice

2) Members are encouraged to submit their questions in advance with respect to the accounts or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Company's e-mail address at investors@tatametaliks.co.in before 5:00 p.m. (IST) on Wednesday, August 23, 2023.

3) The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to investors@tatametaliks.co.in.

4) Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at speakers.agm@tatametaliks.co.in between Wednesday, August 23, 2023 (9:00 a.m. IST) to Friday, August 25, 2023 (5:00 p.m. IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5) Members who need assistance before or during the AGM can contact Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Senior Manager, NSDL, or call at 022 - 4886 7000 and 022 - 2499 7000 or at E-mail ID : evoting@nsdl.co.in.

**THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM**

The details of the process and manner for remote e-Voting are explained herein below:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

**Details on Step 1 are mentioned below:**

How to Log-in to NSDL e-Voting website?

**A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode**

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('**ESP**') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility

Login method for individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | **A. NSDL IDeAS facility**<br>**If you are already registered, follow the below steps:** |
| | 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ |
| | 2. Once the home page of e-Services is launched, click on the "**Beneficial Owner**" icon under "**Login**" which is available under "**IDeAS**" section. |
| | 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. |
| | 4. Click on "**Access to e-Voting**" appearing on left hand side under e-Voting services and you will be able to see e-Voting page. |
| | 5. Click on options available against Company name or **e-Voting service provider – NSDL** and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and remote e-Voting during the meeting. |
| | **If you are not registered, follow the below steps:** |
| | Option to register is available at https://eservices.nsdl.com 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Please follow steps given in points 1-5. |
| | **B. Visit the e-Voting website of NSDL** |
| | 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ |
| | 2. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section. |
| | 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. |
| | 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or **e-Voting service provider – NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and remote e-Voting during the meeting. |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders Holding securities in demat mode with Central Depository Services (India) Limited ('CDSL') | 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. |
| | 2. After successful login of Easi/Easiest the user will see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL Click on NSDL to cast your vote. |
| | 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |
| | 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) logging through their depository participants | 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. |
| | 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. |
| | 3. Click on options available against Company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and remote voting during the meeting |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective website.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.**

| Login Type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

## B. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your user id details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12********** |
| c) For Members holding shares in Physical Form | EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001******** and EVEN is 124925 then user ID is 1249250001**** |

5. Your password details are given below:

   (a) If you are already registered for e-Voting, then you can use your existing password to log-in and cast your vote.

   (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   (c) How to retrieve your 'initial password'?

      i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Open the e-mail sent to you by NSDL and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

      If your e-mail ID is not registered, please follow steps mentioned in process for those shareholders whose e-mail ids are not registered.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

   (a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

   (b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

   (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address

   (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of e-Voting will open.

**Details on Step 2 are mentioned below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see "EVEN" of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of the Company, 124925, for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**The instructions for e-Voting during the AGM are as under:**

1. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/ OAVM.

2. Only those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

## General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pvsm17@rediffmail.com

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager-NSDL at evoting@nsdl.co.in or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

## Other Instructions

i. The Board of Directors has appointed Mr. P. V. Subramanian (Membership No. ACS 4585/ C.P. No. 2077), Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting during the AGM in a fair and transparent manner.

ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.

iii. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatametaliks.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

On behalf of the Board of Directors

Sd/-

**Avishek Ghosh**

Company Secretary and Compliance Officer

(ICSI Membership No. ACS 44347)

Place: Kolkata

Date: August 7, 2023

**Registered Office:**
Tata Centre, 10th Floor,
43, J. L. Nehru Road, Kolkata – 700071.
Tel No: 91 33 6613 4200 | Fax: 91 33 2288 4372
CIN: L27310WB1990PLC050000
Website: www.tatametaliks.com
E-mail: investors@tatametaliks.co.in

## Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ("Act")

The following Statement sets out all material facts relating to Item Nos. 4 to 7 mentioned in the accompanying Notice.

## Context for Item Nos. 4 and 5

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 crore or 10% of annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of 'related party transaction' which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a prices is charged or not.

It is in the above context that Resolutions Nos. 4 and 5 are placed for the approval of the Members of the Company.

## Item No. 4

### Background, details and benefits of the transaction

Tata Steel Limited (**'Tata Steel'/'TSL'**) is the promoter and the holding Company of Tata Metaliks Limited (**'TML'/Company'**) . Accordingly, Tata Steel is a related party of the Company in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations.

Tata Steel is one of the largest steel producing companies in the world.

TML procures various materials and products from TSL such as raw materials (iron ore, coal, coke, fluxes etc), finished goods (rebar, sheets etc.), scrap, stores and spares, automation systems etc. for smoothening business operations. TSL also avails various services in the area where TML has the required expertise or facilities. TSL also provides various services to TML such as IT maintenance, leasing of premises and assets, project management consultancy, deputation of employees with relevant expertise and skills, training and other services in the area where TSL has the requisite expertise.

As TSL has multiple mines, consistent and cost effective supply of raw materials becomes easier for the comparatively smaller volume of your Company. Bulk procurement from TSL ensures consistency in obtaining bulk raw materials for production with established supply chain which is essential for uninterrupted operations and increased productivity of the Company.

As part of Tata Steel Group Strategy, TML enters into various operational transactions with Tata Steel including purchase and sale of required goods, rendering and availing of services and other transactions.

Tata Steel has significantly large pool of resources and financial strength compared to TML. Accordingly, the Company proposes to receive financial assistance from Tata Steel, in the form of Inter Corporate Deposit(s) of revolving nature in multiple tranches & multiple times, and avail TSL's non-fund based banking facility for general corporate purposes, extended by TSL's lenders during FY 2023-24. These ICDs / non-fund based facilities are under unsecured category.

This will not only help group ecosystem in ensuring secured and efficient utilisation of cash management but also bring synergy across companies by sharing the pool of resources and ensure consistent utilisation of capital at arm's length.

These operational and financial transactions, not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of material without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

The Management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with TSL for an aggregate value of up to ₹3,030 crore to be entered during FY 2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Details of the proposed transactions with Tata Steel Limited, being a related party of the Company, are as follows:

**Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021**

| SN. | Description | Details |
|---|---|---|
| 1 | Details of Summary of information provided by the Management to the Audit Committee | |
| a | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Tata Steel Limited ('**TSL**'). TSL is the promoter company of Tata Metaliks Limited (**'TML'**) and consequently a related party of TML. TSL holds 1,89,57,090 equity shares (60.03%) of the Company as on the date of this Notice. |
| b | Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. Koushik Chatterjee, Chairman and Non-Executive Director of TML is the Executive Director and Chief Financial Officer of TSL |
| c | Nature, material terms, monetary value and particulars of contracts or arrangement | The transaction involves sale of goods, purchase of goods (including iron ore, coal, fluxes, finished steel products, automation system, stores, spares etc.), rendering of service, receipt of service, and financial transactions for business purpose from/to Tata Steel Limited during FY 2023-24, aggregating up to ₹3,030 crore. |
| d | Value of Transaction | Upto ₹3,030 crore during FY 2023-24:<br>Operational Transactions: ₹2230 crore<br>Financial Transactions: ₹800 crore |
| e | Percentage of annual consolidated turnover considering FY 2022-23 as the immediately preceding financial year | 93% |
| 2 | Justification for the transaction | Please refer to '**Background, details and benefits of the transaction**' which forms part of the explanatory statement to the Item No. 4. |
| 3 | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | |
| i | details of the source of funds in connection with the proposed transaction | Financial Transactions for an amount not exceeding ₹800 crore during FY 2023-24:<br>The Company shall avail ICD's of revolving nature aggregating to ₹200 crore from TSL's internal accurals.<br>The Company shall also avail TSL's non-fund-based banking facility up to ₹600 crore. |
| ii | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments<br>- nature of indebtedness;<br>- cost of funds; and<br>- tenure | Not Applicable |
| iii | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | 1) Inter Corporate Deposit(s) of revolving nature from TSL not exceeding ₹200 crore and the said loan will be availed in multiple tranches & multiple times, during FY 2023-24.<br>2) Availing TSL's non-fund based banking facility up to ₹600 crore for general corporate purposes, extended by TSL's lenders during FY 2023-24.<br>The above ICD / non-fund based facilities are under unsecured category. |
| iv | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | The funds will be utilised by the Company for its working capital requirement and other business purposes during FY 2023-24. |
| 4 | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder | The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice. |
| 5 | Any other information that may be relevant | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice. |

### Detail(s) about Arm's Length Pricing/ Ordinary Course of Business

The related party contract(s)/transaction(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meets the arm's length testing criteria. The related party transaction(s) /contract(s) / arrangement(s) also qualifies as contract under ordinary course of business.

The RPTs will be entered based on the market price of the relevant material and service, not exceeding ₹3,030 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus mark-up as applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 4.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at **Item No. 4** of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 4 of this Notice to the Shareholders for approval.

## Item No. 5

### Background, details and benefits of the transaction

TS Global Procurement Company Pte. Ltd. ('**TSGP**') is a subsidiary of Tata Steel Limited (Promoter Company) engaged primarily in trading and distribution of raw materials such as coal, fluxes, coke etc. The transaction involves purchase of goods (including coal/ coke and related items) for business purpose from TSGP during FY 2023-24, aggregating up to ₹650 crore.

TSGP by virtue of its size/ trading book has a better negotiating position with the miners/ suppliers, to secure competitive sourcing rates. As TSGP handles the bulk procurement of Tata Steel Group, it has an inherent advantage of specialized knowledge, skill and economies of scale which helps in better negotiation of price considering the value in use with the vendors, and the comparatively smaller volume of your Company. This improves the overall landed cost for the Company. Bulk procurement from TSGP ensures consistency in obtaining bulk raw materials for production with established supply chain which is essential for uninterrupted operations and increased productivity of the Company.

Cost effective and assured supply of bulk Coal/ Coke of desired quality is a key requirement for the Company. The Company intends to procure bulk coal/ coke from TSGP to have consistent control over quality of the supplies. This transaction will not only help the Company to manage manufacturing operations smoothly but also ensure consistent flow of desired quality and quantity of Coal/ Coke available for uninterrupted operations and increased productivity.

The Management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with TSGP for an aggregate value of up to ₹650 crore to be entered during FY2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Details of the proposed transactions with TSGP, being a related party of the Company, are as follows:

**Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021**

| SN | Description | Details |
|---|---|---|
| 1 | Details of Summary of information provided by the management to the Audit Committee | |
| a | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | T S Global Procurement Company Pte. Ltd ('**TSGP**'). TSGP is a subsidiary of Tata Steel Limited ('**TSL**'), which is the promoter Company of TML. |
| b | Name of the director or key managerial personnel who is related, if any and nature of relationship | a) Mr. Koushik Chatterjee, Chairman and Non-Executive Director of TML is the Chairman of TSGP<br>b) Ms. Samita Shah, Non-Executive Director of TML is a Director of TSGP |
| c | Nature, material terms, monetary value and particulars of contracts or arrangement | The transaction involves purchase of Coal/Coke on a continuous basis, freight charges for import etc. for business purpose from/to TSGP aggregating upto ₹650 crore during FY2023-24. |
| d | Value of Transaction | Upto ₹650 crore during FY2023-24. |
| e | Percentage of annual consolidated turnover considering FY 2023-23 as the immediately preceding financial year | 20% |

| SN | Description | Details |
|---|---|---|
| 2 | Justification for the transaction | Please refer to '**Background, details and benefits of the transaction**' which forms part of the explanatory statement |
| 3 | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | |
| i | details of the source of funds in connection with the proposed transaction | Not Applicable |
| ii | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments<br>- nature of indebtedness;<br>- cost of funds; and<br>- tenure | |
| iii | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | |
| iv | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | |
| 4 | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder | The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice |
| 5 | Any other information that may be relevant | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice. |

**Detail(s) about Arm's Length Pricing/ Ordinary Course of Business**

The related party contract(s)/transaction(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meets the arm's length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.

The RPTs will be entered based on the market price of the relevant material and service not exceeding ₹650 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus mark-up as applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 5.

Except as mentioned above, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at **Item No. 5** of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 5 of this Notice to the Shareholders for approval.

## Item No. 6

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

In compliance with the above, the Audit Committee of the Company at its meeting held on April 28, 2023 considered the appointment of Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001) as the Cost Auditors of the Company for FY 2023-24. At the said meeting, the Audit Committee also considered the remuneration of ₹3.50 lakhs (Rupees Three lakhs fifty thousand) (plus applicable taxes and reimbursement of out-of-pocket expenses) payable to the Cost Auditors for FY 2023-24.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee considered, the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company. The Committee also noted that, the cost audit for FY 2023-24 will, inter alia, cover the cost audit for both the Pig Iron and DI Pipe divisions of the Company.

The Board, on the recommendation of the Audit Committee, approved the appointment of Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001) as the Cost Auditors of the Company for the FY 2023-24 at a remuneration of ₹3.50 lakhs (Rupees Three lakhs fifty thousand) (plus applicable taxes and reimbursement of out-of-pocket expenses) payable to Cost Auditors for FY 2023-24.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2024.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at **Item No. 6** of the Notice.

The Board recommends the Resolution set forth in **Item No. 6** for the approval of the Members.

## Item No. 7

The Nomination and Remuneration Committee (**'NRC'**) oversees the succession planning for the Board of Directors (**'Board'**) of the Company and towards this, it has adopted a methodical, meritocratic, fair and transparent process to ensure that it recommends the right candidate(s) to serve on the Board. The NRC had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC reviewed the profiles of suitable prospects and their credentials. Accordingly, NRC identified the profile of Mr. Ravindra Pandey (DIN: 07188637) as the most suitable candidate to be inducted as an Independent Director on the Board of the Company.

On July 19, 2023, upon recommendation of the NRC, the Board of the Company, in terms of Section 161 of the Companies Act, 2013 (**'Act'**), appointed Mr. Ravindra Pandey (DIN: 07188637) as an Additional Director (Non-Executive, Independent) on the Board of the Company effective July 20, 2023.

Further, basis recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, appointed Mr. Pandey as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from July 20, 2023 through July 19, 2028 (both days inclusive).

Mr. Pandey is a Senior Banker who superannuated as Dy. Managing Director from State Bank of India (**'SBI'**) in June 2022. He had a stellar career spanning 37 years with SBI with proven track record in top leadership roles in domestic and international assignments. He has extensive knowledge, varied and rich leadership experience, covering all the facets of banking viz. Digital Banking, Corporate Credit, Stressed Asset Management, Retail Operations, Risk and Regulatory Compliance, International Banking, Agri credit & Financial inclusion and strategic steering of very large, cross-functional teams. He has also built core competencies in Digital transformation, Risk management, Strategic thinking, operational expertise etc.

The Board was satisfied with Mr. Pandey's leadership capability in providing guidance to the Board and the Management.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Pandey (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,

(ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (iv) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Mr. Pandey has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Pandey has confirmed that he complies with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The profile and specific areas of expertise of Mr. Pandey and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided as an Annexure to this Notice. In the opinion of the Board, Mr. Pandey is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

The terms and conditions of appointment of Mr. Pandey as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@tatametaliks.co.in. Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the date of the Annual General Meeting of the Company.

None of the Director(s) and/or Key Managerial Personnel of the Company and/or their respective relatives, except Mr. Pandey, to whom the Resolution relates, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at **Item No. 7** of the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Pandey as an Independent Director on the Board of the Company, as a Special Resolution as set out above.

The Board recommends the Special Resolution set forth at **Item No. 7** for the approval of the Shareholders.

On behalf of the Board of Directors

Sd/-

**Avishek Ghosh**

Company Secretary and Compliance Officer

(ICSI Membership No. ACS 44347)

Place: Kolkata

Date: August 7, 2023

**Registered Office:**

Tata Centre, 10th Floor,
43, J. L. Nehru Road, Kolkata – 700071.
Tel No: 91 33 6613 4200 | Fax: 91 33 2288 4372
CIN: L27310WB1990PLC050000
Website: www.tatametaliks.com
E-mail: investors@tatametaliks.co.in

## Annexure to the Notice

### Details of the Directors seeking re-appointment at the 33rd Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SS - 2 - Secretarial Standard on General Meetings]

**Mr. Koushik Chatterjee**
Non-Executive, Non-Independent Chairman



Mr. Koushik Chatterjee (DIN: 00004989) aged 54 years was appointed as a Member of the Board effective July 24, 2009.

Mr. Chatterjee had assumed the position of Chief Financial Officer of Tata Steel Limited in 2004 at the age of 36 years. He was appointed to the Board of Tata Steel in 2012 as the Whole Time Director with the responsibility for Finance function globally.

He is currently the Executive Director and Chief Financial Officer of Tata Steel and the Chairman of Tata Metaliks Ltd. & The Tinplate Company of India.

During his lengthy and rich experience in Tata Steel, he has led more than US$25 Bn of acquisitions and divestments, US$60 billion of financing, complex corporate restructuring and in recent years sharp de-leveraging to restore the company's balance sheet to investment grade status.

Mr. Chatterjee has been Chairman of the Board of Tata Metaliks Limited since 2009. During this time he has guided the management to deliver portfolio transformation, investment in the Ductile Iron Pipes segment and financial restructuring which together underpin the successful delivery of shareholder value by the Company.

Mr. Chatterjee is a Trustee of the IFRS Foundation and a member of the Board of World Steel Association Brussels. He is intensively involved in issues relating to Sustainability not only within Tata Steel but also as part of driving global thought leadership in this area.

He is a member of the Advisory Board of the United Nations Global Compact CFO Coalition for Sustainable Development Goals, the Task Force on Nature Related Financial Disclosures (TNFD), the Task Force on Climate-Related Financial Disclosures (TCFD), the IIF Washington DC sponsored Taskforce on Scaling Voluntary Carbon Markets, and the Steering Committee on UK Voluntary Carbon Markets Forum, London, among others.

**Particulars of experience, expertise, attributes or skills that qualify Mr. Chatterjee for Board membership:**
Mr. Koushik Chatterjee has valuable experience in managing the issues faced by large and complex corporations as a result of his services at Tata Sons Private Limited and Tata Steel Limited.

Mr. Chatterjee brings to the Board extensive experience in the areas of controllership, financial stewardship, business responsibility (including business sustainability), business development (mergers, acquisitions, divestments, re-structuring and turnaround of large organizations), strategies relating to financing and raising of capital, strategic communication, enterprise risk management, crisis leadership, public affairs, advocacy, legal, compliance and governance.

Mr. Chatterjee's experience demonstrates his leadership capability, general business acumen and knowledge of complex financial and operational issues that large corporations face.

By virtue of his background and experience Mr. Chatterjee has an extraordinarily broad and deep knowledge of the steel and mining industry. His experiences will enable him to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to the Company.

**Terms and conditions of re-appointment:**
Mr. Chatterjee was appointed as an Additional Director on July 24, 2009, and thereafter as a Non-Executive, Non-Independent Director on September 15, 2009 and is liable to retire by rotation.

**Board Meeting Attendance and Remuneration:**
During FY 2022-23, Mr. Chatterjee attended all Board Meetings held.

As per the internal guidelines of the Company, no payment is made towards commission to the NEDs of the Company, who are in full-time employment with any other Tata Companies. Mr. Chatterjee, being the Executive Director and Chief Financial Officer of Tata Steel Limited, he was not paid any sitting fees for attending the meetings of the Board/ Committees of the Company.

**Disclosure of Relationship inter se between Directors, Manager and other Key Managerial Personnel:**
There is no inter se relationship between Mr. Chatterjee, other Members of the Board and Key Managerial Personnel of the Company.

**Shareholding in the Company:**
NIL

**Bodies Corporate (other than Tata Metaliks Limited) in which Mr. Chatterjee holds Directorships and Committee positions:**

**Directorships**
**Indian companies (listed):**
Tata Steel Limited
Tata Steel Long Products Limited
The Tinplate Company of India Ltd

**Indian companies (unlisted):**
Tata Steel Downstream Products Limited
Neelachal Ispat Nigam Limited
Tata Steel Foundation (Section 8 company)
CDP Operations India Private Limited

**Foreign companies (unlisted):**
Tata Steel Europe Limited
TS Global Procurement Co. Pte. Ltd.
Tata Steel UK Limited
Tata Steel Netherlands Holdings BV
IFRS Foundation

**Chairperson of Board Committees**
None

**Member of Board Committees**
**Tata Steel Limited**
Corporate Social Responsibility & Sustainability Committee
Risk Management Committee
Stakeholders Relationship Committee
Executive Committee of the Board

**Tata Steel Long Products Limited**
Audit Committee
Nomination and Remuneration Committee
Executive Committee of the Board

**The Tinplate Company of India Ltd.**
Nomination and Remuneration Committee

**Tata Steel Europe Limited**
Audit Committee
Executive Committee
Board Pension Committee

**Neelachal Ispat Nigam Limited**
Audit Committee

**Listed Entities from which Mr. Chatterjee has resigned as Director in past 3 years:** TRF Limited

**Profile of Mr. Ravindra Pandey**
(Independent Director)



Mr. Pandey is a senior Banker who superannuated as Dy. Managing Director from State Bank of India (SBI) in June 2022. He had a stellar career spanning 37 years with SBI with proven track record in top leadership roles in domestic and international assignments.

He has extensive knowledge, varied and rich leadership experience, covering all the facets of banking viz. Digital Banking, Corporate Credit, Stressed Asset Management, Retail Operations, Risk and Regulatory Compliance, International Banking, Agri credit & Financial inclusion and strategic steering of very large, cross-functional teams. He has also built core competencies in Digital transformation, Risk management, Strategic thinking, operational expertise etc.

As a digital banking strategist, he led adoption of emerging, disruptive and innovative processes to enable transformation of SBI as a digital bank with focus on quicker customer acquisition with improved wallet share and improving efficiency.

**Particulars of experience, attributes or skills that qualify Mr. Pandey for Board membership:**
Mr. Pandey has extensive experience and exposure in the areas of Digital Banking, Corporate Credit, Stressed Asset Management, Retail Operations, Risk and Regulatory Compliance. Mr. Pandey brings with him, in-depth knowledge and skill in shaping, nurturing and leading a strong development organization. With his exceptionally distinguished record of accomplishments, Mr. Pandey is well poised to add significant value and strength to the Board.

**Skills and capabilities required for the role and the manner in which Mr. Pandey meets such requirements:**
The NRC had identified, amongst others, strength in the areas of as the skills and capabilities for the role. Mr. Pandey has deep insights and exposure in the banking viz. Digital Banking, Corporate Credit, Stressed Asset Management, Retail Operations, Risk and Regulatory Compliance. Considering his educational background and rich experience, Mr. Pandey meets the requirements as laid down by the NRC.

**Terms and conditions of Appointment**
Mr. Pandey will serve for a term of 5 (five) years commencing July 20, 2023 through July 19, 2028 (both days inclusive).

**Board Meeting Attendance and Remuneration**
Mr. Pandey was appointed on the Board of Directors of the Company effective July 20, 2023. Post his appointment, no Board meeting was held. Mr. Pandey shall be paid a sitting fee of ₹20,000/- per meeting (or as revised by the Board from time to time) for attending Board and Board Committee Meetings. Mr. Pandey is eligible for profit-related commission, as may be approved by the Board, based on the recommendation of the NRC.

**Bodies Corporate (other than Tata Metaliks Limited and Foreign Companies) in which Mr. Pandey holds Directorships and Committee positions**
Directorships:

NSDL Database Management Limited

Bhartipay Services Private Limited

Trillionloans Fintech Private Limited

**Chairperson/Member of Board Committees**
None

**Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel**
There is no inter-se relationship between Mr. Pandey, other members of the Board and Key Managerial Personnel of the Company.

**Shareholding in the Company**
Mr. Pandey does not hold any equity shares of the Company.

**Listed Entities from which Mr. Pandey has resigned as Director in past 3 years:**
None