TML: 4282 : 2021 July 11, 2021

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 31st Annual General Meeting ('AGM') of the Company

Please find enclosed herewith the Notice of the 31st AGM of Tata Metaliks Limited scheduled to be held on **Monday, August 02, 2021** at **3:00 p.m.** (**IST**) via two–way Video Conference/Other Audio-Visual Means. The said Notice forms part of the 4th Integrated Report & Annual Accounts of the Company for the Financial Year 2020-21.

The Notice of the AGM is also available on the website of the Company at https://www.tatametaliks.com/static-files/pdf/agm-notice-20-21.pdf

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Yours faithfully,
Tata Metaliks Limited

Avishek Ghosh
Company Secretary and Compliance Officer

Encl.: as above

NOTICE OF AGM

Notice is hereby given that the 31st Annual General Meeting of the Members of Tata Metaliks Limited will be held on Monday, August 02, 2021, at 3:00 p.m. (IST), through Video Conferencing (**'VC'**) / Other Audio Visual Means (**'OAVM'**) to transact the following business:

Ordinary Business:

1. **Adoption of Audited Financial Statements**
   To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2020-21 together with the Reports of the Board of Directors and the Auditors thereon.

2. **Declaration of Dividend**
   To declare a dividend of ₹ 4/- per Equity Share of face value of ₹ 10/- each for the Financial Year 2020-21.

3. **Re-appointment of a Director retiring by rotation**
   To appoint a Director in place of Mr. Sanjiv Paul [DIN: 00086974], who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and is eligible for re-appointment.

Special Business:

4. **Approval for Related Party Transaction(s) with Tata Steel Limited for various transactions during FY 2021-22.**

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

   "RESOLVED that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ('SEBI Listing Regulations') and the Company's policy on Related Party Transactions, approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board'), to enter into contract(s)/ arrangement(s)/ transaction(s) with Tata Steel Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase of iron ore lump and fines, Coke, Manganese Ore and Fines, and other resources on such terms and conditions, as the Board may deem fit, up to a maximum aggregate value of ₹ 651 crore for the Financial Year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

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

   RESOLVED FURTHER that the Board be and is hereby authorized 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 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."

5. **Approval for Related Party Transaction(s) with T S Global Procurement Company Pte. Ltd. for purchase of bulk coal/ coke during FY 2021-22.**

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

   "RESOLVED that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ('SEBI Listing Regulations') and the Company's policy on Related Party Transactions, approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board'), to enter into contract(s)/ arrangement(s)/ transaction(s) with T S Global Procurement Company Pte. Ltd., Singapore, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase of coal/ coke on such terms and conditions, as the Board may deem fit, up to a maximum aggregate value of ₹ 354 crore for the Financial Year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

   RESOLVED FURTHER that the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and

finalizing and executing necessary documents, including 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 authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorized 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 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."

6. Approval for Related Party Transaction(s) with Tata Steel Downstream Products Limited for various transactions during FY 2021-22

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

"RESOLVED that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ('SEBI Listing Regulations') and the Company's policy on Related Party Transactions, approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board'), to enter into contract(s)/ arrangement(s)/ transaction(s) with Tata Steel Downstream Products Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to procure steel items and provide inter-corporate loans on such terms and conditions, as the Board may deem fit, up to a maximum aggregate value of ₹ 610 crore, in one or more tranches, for the Financial Year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

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

RESOLVED FURTHER that the Board be and is hereby authorized 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 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."

7. 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 or re-enactment 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 lakh 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, 2022."

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 7 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 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 and is eligible for re-appointment at this Annual General Meeting (**'Meeting' or 'AGM'**) is furnished as an annexure to the Notice.

b) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (**'MCA'**) vide its Circular Nos. 14/2020 and

17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as **'MCA Circulars'**), and Securities and Exchange Board of India (**'SEBI'**) vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as **'SEBI Circulars'**), have permitted the holding of Annual General Meeting through Video Conferencing (**'VC'**) or Other Audio-Visual Means (**'OAVM'**), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the 31st AGM of the Company is being held through VC / OAVM on Monday, August 02, 2021 at 3.00 p.m. (IST). The deemed venue for the 31st AGM shall be Tata Centre, 10th Floor, 43, J. L. Nehru Road, Kolkata-700071, West Bengal, India.

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 HIS/HER 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, THE 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 ARE NOT ANNEXED TO THIS NOTICE.

d) The Members can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after 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 Scrutiniser's e-mail address at pvsm17@rediffmail.com with a copy marked to evoting@nsdl.co.in

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 and SEBI Circulars, the Notice of the AGM along with the Integrated Report & Annual Accounts 2020-21 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening the 31st AGM along with the Integrated Report & Annual Accounts 2020-21 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, July 24, 2021 to Monday, August 02, 2021 (both days inclusive) for the purpose of payment of dividend and AGM for Financial Year 2020-21. The dividend of ₹ 4/- per Equity Share 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 Friday, August 6, 2021 as under:

- **In respect of equity Shares held in physical form:** To all the Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as on close of business hours of Friday, July 23, 2021.
- **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, July 23, 2021, 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 prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and the amendments thereof. 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 / Registrar and Transfer Agents (**'RTA'**) by sending documents through e-mail on or before Saturday, July 10, 2021, as communicated in details vide email communication dated June 19, 2021. For the detailed process, please click here: 'Communication on Tax Deduction on Dividend'.

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 hard copies of the following details / documents to the Company's Registrar and Transfer Agent, viz. R & D Infotech Pvt Ltd, 15C Naresh Mitra Sarani (Beltala Road), Ground Floor, Kolkata – 700 026 latest by Saturday, July 10, 2021:

a) a signed request letter mentioning your name, folio number(s), complete address and following details relating to bank account, in which the dividend is to be received:

   i. Name and Branch of Bank and Bank Account type;

   ii. Bank Account Number & Type allotted by your Bank after implementation of Core Banking Solutions;

   iii. 11 digit IFSC Code

b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly;

c) Self-attested copy of the PAN Card; 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 Member as registered with the Company.

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 entertain 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 update their Electronic Bank Mandate with their respective DPs.

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.

For Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the warrant / Bankers' cheque / demand draft to such Members, upon normalisation of postal services and other activities.

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 cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form SH-14. The said forms can be downloaded from the Company's website at www.tatametaliks.com 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) **Consolidation of Physical Share Certificates:** 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 for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

l) 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. 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. In view of this, Members / Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Board's Report in respect of unclaimed dividends and transfer of dividends / shares to the IEPF.

m) 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 at info@rdinfotech.net in case the shares are held in physical form, quoting their folio no(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

n) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR /P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the

Company or Company's Registrar and Transfer Agents (RTA) i.e. R & D Infotech Pvt. Ltd. for assistance in this regard.

Members may also refer to Frequently Asked Questions ('FAQs') on Company's website https://www.tatametaliks.com/investors/details-on-loss-of- share-certificate.aspx

o) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address and/ or contact details, 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.

PROCESS FOR REGISTERING EMAIL ADDRESS:

i. **One time registration of e-mail address with RTA for receiving the Integrated Report & Annual Accounts 2020-21 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 2020-21 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 Monday, July 05, 2021, as intimated in earlier communication dated June 19, 2021.

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 Tuesday, July 27, 2021 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. Tuesday, July 27, 2021, 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 he / she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholder 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 **Thursday, July 29, 2021 at 9.00 a.m. (IST) and ends on Sunday, August 01, 2021 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. Tuesday, July 27, 2021**.

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. 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 Tuesday, July 27, 2021.

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. agm2021@tatametaliks.co.in between July 21, 2021 (9:00 a.m. IST) to July 27, 2021 (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 NSDL on evoting@nsdl.co.in /1800 1020 990/1800 224 430 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in or Ms. Pallavi Mhatre, Manager - NSDL at pallavid@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:

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** **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 re-directed 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:** 1. 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 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.
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 ESP i.e. **NSDL Portal. 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 116192 then user ID is 1161920001****

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'.
      ii. 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'.
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, 116192, 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. 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.

2. 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 on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in or contact Mr.Amit Vishal or Ms. Pallavi Mhatre from NSDL at the designated e-mail IDs: amitv@nsdl.co.in or pallavid@nsdl.co.in

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 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 counter sign 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.

By Order of the Board of Directors
Sd/-
Avishek Ghosh
Company Secretary and Compliance Officer
(Membership No. ACS 44347)

Place: Kolkata
Date: April 14, 2021

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

Annexure to Notice

Statement pursuant to Section 102 of the Companies Act, 2013 ("Act")

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

Item No. 4

Context

A resolution for related party transaction for procurement of iron ore lumps and fines from Tata Steel Limited (**'TSL'**) was approved at the 30th AGM held on September 07, 2020 for financial year 2020-21. The instant approval is for all transactions with TSL irrespective of materiality as part of our enhanced disclosure.

The estimated value of the contract(s)/ arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. ₹192 crore as per the last audited financial statements of the Company for FY2020-21, resulting in a material related party transaction in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**).

To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transaction(s) with TSL for a maximum aggregate value of ₹651 crore for Financial Year 2021-22.

Background and Details of the Transaction

Cost effective and assured supply of raw materials of desired quality, superlative quality of tangible and intangible assets and administrative facilities, are a key requirement for the Company. The Company intends to continue to enter into various transactions with TSL to have consistent control over quality and overall group synergies. These transactions will not only help the Company to manage manufacturing operations smoothly but also ensure consistent flow of desired quality and quantity of facilities for uninterrupted operations and increased productivity.

The Company shall be procuring iron ore lump and fines, coke, manganese ore and fines, and various other services, facilities as required (**'raw material and other resources'**) from TSL for a maximum aggregate value of ₹651 crore for FY2021-22.

Rationale / Benefits of procuring raw material and other resources from TSL

The strategic advantages for the Company in procuring from TSL are:

a) TSL is one of the largest steel producing companies in the world. As TSL has multiple mines, consistent and cost effective supply of raw materials becomes easier for the comparatively smaller volume of your Company;

b) 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.

c) Due to large scale of world-wide operations, TSL inherently has large pool of high quality resources at disposal which can be effectively used by the Company thereby gaining from inherent synergies being part of the massive Tata Steel global ecosystem.

Approval Sought

As per the requirements of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions shall require the approval of Members through a resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual turnover of the Company as per the last audited financial statements of the Company.

TSL is a related party in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations. The estimated maximum aggregate value of the above-mentioned transaction(s) with TSL for Financial Year 2021-22 is expected to be ₹ 651 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹ 192 crore as per last audited financial statements of the Company for FY 2020-21.

Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with TSL for a maximum aggregate value of ₹651 crore for Financial Year 2021-22.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) etc. are as under:

Sl.	Particulars	Remarks
1	Name of the Related Party	Tata Steel Limited
2	Name of the Director or KMP who is related	Mr. Koushik Chatterjee, Chairman and Non-Executive Director of TML is the Executive Director and Chief Financial Officer of TSL
3	Nature of Relationship	Tata Steel Limited, is the holding company of Tata Metaliks Limited and is a part of the Promoter Group. (60.03% of Equity Share Capital)
4	Nature, material terms, monetary value and particulars of the contracts or arrangements	The transaction involves procurement of raw material and other resources from Tata Steel Limited for a maximum aggregate value of ₹ 651 crore during FY2021-22.
5	Any other information relevant or important for the Members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

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

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

The said transaction/contract/arrangement have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Mr. Koushik Chatterjee, Non-Executive Chairman of the Company is also the Executive Director & Chief Financial Officer of TSL. HIs and his relatives' interest or concern, is limited only to the extent of him holding directorship position in both, TML and TSL.

None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives (to the extent of their shareholding in the Company, if any) are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 4 in the Notice for approval of the Members.

Item No. 5

Context

A resolution for related party transaction for the value of ₹ 350 crore for procurement of Coal/ Coke from T S Global Procurement Company Pte. Ltd. (**'TSGP'**) was approved by the shareholders at the 30th AGM held on September 07, 2020 for financial year 2020-21. The said approval has expired on March 31, 2021.

The estimated value of the contract(s)/ arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. ₹192 crore as per the last audited financial statements of the Company for FY2020-21, resulting in a material related party transaction in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**).

To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transaction(s) with TSGP to procure Coal/ Coke for a maximum aggregate value of ₹354 crore for Financial Year 2021-22.

Background and Details of the Transaction

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 Company shall be procuring Coal/ Coke from TSGP for a maximum aggregate value of ₹354 crore for FY2021-22.

Rationale/ benefits of procuring coal/ coke from TSGP

The strategic advantages for the Company in procuring from TSGP are:

a) 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.

b) TSGP is able to plan large vessels and the Company benefits from lower freight. This improves the overall landed cost for the Company.

c) 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.

Approval sought

As per the requirements of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions shall require the approval of Members through a resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual turnover of the Company as per the last audited financial statements of the Company.

TSGP is a related party in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations. The estimated maximum aggregate value of the above-mentioned transaction(s) with TSGP for Financial Year 2021-22 is expected to be ₹ 354 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹ 192 crore as per last audited financial statements of the Company for FY 2020-21.

Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with TSGP for a maximum aggregate value of ₹354 crore for Financial Year 2021-22.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) etc. are as under:

Sl.	Particulars	Remarks
1	Name of the Related Party	T S Global Procurement Company Pte. Ltd.
2	Name of the Director or KMP who is related	a) Mr. Koushik Chatterjee, Chairman and Non-Executive Director of TML is the Chairman of TSGP b) Ms. Samita Shah, Non-Executive Director of TML is a Director of TSGP
3	Nature of Relationship	TSGP is a subsidiary of TSL, which is the holding company of TML
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves purchase of Coal/Coke on a continuous basis, freight charges for import etc. from TSGP for a maximum aggregate value of ₹ 354 crore during FY2021-22.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

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

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

The said transaction/contract/arrangement have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Mr. Koushik Chatterjee, Chairman and Non-Executive Director of the Company is also the Chairman of TSGP. Ms. Samita Shah, Non-Executive Director of the Company, is a Director of TSGP. Their and their relatives' interest or concern, if any, is limited only to the extent of them holding directorship position in both, TML and TSGP.

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

The Board recommends the Ordinary Resolution set forth at Item No. 5 in the Notice for approval of the Members.

Item No. 6

Context

A resolution for related party transaction for the value of ₹ 610 crore, in one or more tranches, to procure steel items from and provide inter-corporate loans to Tata Steel Downstream Products Limited (TSDPL) is being proposed for approval of the shareholders for financial year 2021-22.

The estimated value of the contract(s)/ arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. ₹192 crore as per the last audited financial statements of the Company for FY2020-21, resulting in a material related party transaction in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**).

To ensure uninterrupted operation and optimum utilization of surplus funds, approval of the shareholders is being sought, for entering into related party transaction(s) with TSDPL to procure steel items from and provide inter-corporate loans for a maximum aggregate value of ₹610 crore for Financial Year 2021-22.

Background and Details of the Transaction

Cost effective and assured supply of steel items is a key requirement for the Company. In addition to this the company will enter into related party transactions to provide inter-corporate loans during FY 22. The Company intends to continue to enter into these transactions with TSDPL. These transactions will not only help the Company to manage manufacturing operations smoothly but also ensure consistent flow of desired quality and quantity of facilities for uninterrupted operations and increased productivity. The inter-corporate loans will be used to park any surplus fund available for a short period.

Rationale / benefit of Transaction with TSDPL

The strategic advantages for the Company in transacting from TSDPL are:

a) TSDPL is a large fellow subsidiary with specialized steel items which are necessary for the company. Transacting with TSDPL will result in assured and consistent quality of supply of steel items;

b) In case of Inter Corporate Loans, lending surplus funds within the group not only helps obtain commercially favourable terms but also provides better protection for parking of short term surplus funds.

Approval being sought for Financial Year 2021-22

As per the requirements of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions shall require the approval of Members through a resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual turnover of the Company as per the last audited financial statements of the Company.

TSDPL is a related party in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations. The estimated maximum aggregate value of the above-mentioned transaction(s) with TSDPL for Financial Year

2021-22 is expected to be ₹ 610 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹ 192 crore as per last audited financial statements of the Company for FY 2020-21.

Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with TSDPL for a maximum aggregate value of ₹610 crore for Financial Year 2021-22.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) etc. are as under:

Sl.	Particulars	Remarks
1	Name of the Related Party	Tata Steel Downstream Products Limited
2	Name of the Director or KMP who is related	Dr. Rupali Basu, Independent Director of TML is also an Independent Director of TSDPL
3	Nature of Relationship	TSDPL is a subsidiary of TSL, which is the holding company of TML.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves procuring steel items from and providing inter-corporate loans to TSDPL for a maximum aggregate value of ₹ 610 crore, in one or more tranches, during FY2021-22.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

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

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

The said transaction/contract/arrangement have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Dr. Rupali Basu, Independent Director of the Company is also an Independent Director of TSDPL. Her and her relatives' interest or concern, if any, is limited only to the extent of her holding directorship position in both, TML and TSDPL.

Except the above, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives (to the extent of their shareholding in the Company, if any) are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 6 in the Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for approval of the Members.

Item No. 7

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

Based on the documents made available and the discussions held at the meeting of the Audit Committee, it considered and recommended the appointment and remuneration of the Cost Auditors to the Board of Directors ('Board'). The Board has, on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001) as the Cost Auditor of the Company for the Financial Year 2021-22.

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 has to be ratified by the Members of the Company. The Board has fixed the remuneration payable to Cost Auditors for Financial Year 2021-22 at ₹3 lakh plus applicable taxes and reimbursement of out of pocket expenses, to cover the cost audit for both the Pig Iron and DI Pipe divisions of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2022.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 7 in the Notice.

The Board recommends the Resolution set forth in Item No. 7 for the approval of the Members.

By Order of the Board of Directors
Sd/-
Avishek Ghosh
Company Secretary and Compliance Officer
(Membership No. ACS 44347)

Place: Kolkata
Date: April 14, 2021

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

Annexure to Notice
Details of the Director eligible for re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting]

Name of the Director	Mr. Sanjiv Paul
DIN	00086974
Nationality	Indian
Date of Birth	16/03/1963
Date of Appointment	30/03/2013
Qualification	B.Tech
Profile and experience	Mr. Paul is currently Vice President, Safety, Health & Sustainability at Tata Steel Ltd. (TSL) Mr. Paul graduated in Metallurgical Engineering and joined TSL in 1986 as Graduate Trainee. After working in Steel Melting Shops in various capacities and completion of a Senior Management program at CEDEP, France, he moved on to assume Leadership roles in areas of General Management in TSL. In the past, he has been Managing Director of JUSCO (now Tata Steel Utilities and Infrastructure Service Limited), Managing Director of TML and Vice President (Corporate Services), TSL.
Board Meeting Attendance and Remuneration	Details regarding the attendance at the Board Meetings and remuneration paid to Mr. Paul are provided in the Board's Report and in the Corporate Governance Report forming part of the Board's Report.
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	Nil
Shareholding in the Company	Nil
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Tata Pigments Limited.
Memberships/ Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil