August 17, 2020

The Secretary, Listing Department
B S E Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001
Maharastra, India
Scrip Code**: 504966**

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 – 400051, Maharastra, India
Scrip Code: **TINPLATE**

Dear Madam/Sir,

Sub: Notice of 101st Annual General Meeting ('AGM') of the Company

Please find enclosed herewith the Notice of the 101st AGM of The Tinplate Company of India Limited scheduled to be held on Tuesday, September 8, 2020 at 3.00 p.m. (IST) via Video Conference/Other Audio-Visual Means. The said Notice forms part of the 101st Annual Report of the Company for the Financial Year 2019-20.

The Notice of the AGM is also available on the website of the Company at https://www.tatatinplate.com

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.

Thanking You,

Yours faithfully,
THE TINPLATE COMPANY OF INDIA LIMITED

(KAUSHIK SEAL)
COMPANY SECRETARY

Encl: As above

Notice

Notice is hereby given that the 101st Annual General Meeting of the Members of The Tinplate Company of India Limited will be held on Tuesday, September 8, 2020, at 3.00 pm (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), 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, 2020 together with the Reports of the Board of Directors and the Auditors' thereon.

Item No. 2 – Declaration of Dividend

To declare a dividend of ₹1/- per equity share of face value of ₹10/- each for the Financial Year 2019-20.

Item No. 3 – Re-appointment of a Director

To appoint a Director in place of Ms. Atrayee Sanyal (DIN: 07011659), 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 - Appointment of Mr. Rajeev Singhal (DIN: 02719570) as a Director

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

"RESOLVED THAT Mr. Rajeev Singhal (DIN: 02719570) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective October 23, 2019 and who holds office upto the date of this Annual General Meeting under Section 161 and any other applicable provisions, if any, of the Companies Act 2013 (the Act), (including any modification or re-enactment thereof) and Article 90 of the Articles of Association of the Company and who is eligible for appointment and 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 Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 5- Appointment of Dr. Rupali Basu (DIN: 01778854) as Director and as an Independent Director

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

"RESOLVED THAT Dr. Rupali Basu (DIN: 01778854), who was appointed as an Additional Director of the Company with effect from December 10, 2019 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of Dr. Rupali Basu (DIN: 01778854), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from December 10, 2019 up to December 9, 2024, be and is hereby approved."

Item No. 6 - Ratification of Cost Auditors' remuneration.

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 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹1.80 Lacs per annum plus applicable taxes and reimbursement of out-of-pocket expenses, payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration No.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 Audit of the cost records maintained by the Company for the financial year 2020-21."

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 4, 5 and 6 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, ('Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment/

appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.

2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the Listing Regulations – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, Listing Regulations and MCA Circulars & SEBI Circular, the 101st AGM of the Company is being held through VC/OAVM on Tuesday, September 8, 2020 at 3.00 pm (IST). The deemed venue for the 101st AGM will be 4, Bankshall Street, Kolkata – 700001.

3. PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING 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 CIRCULAR THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

   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') 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. However, this will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer and others who are allowed to attend the AGM without restriction on account of first come first serve basis.

4. Institutional Investors, who are Members of the Company, are encouraged to attend the 101st AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the scrutinizer at aklabhcs@gmail.com with a copy marked to the Company at company.secretariat@tatatinplate.com or to NSDL at evoting@nsdl.co.in

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. 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.

7. In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 101st AGM has been uploaded on the website of the Company at www.tatatinplate.com and may also be accessed from the relevant section of the 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. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

8. All documents referred to in the Notice and the Explanatory Statement shall be made available for on-line inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at company.secretariat@tatatinplate.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

9. During the AGM, 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 Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for on-line inspection upon login at NSDL e-Voting system at www.evoting.nsdl.com.

10. Book Closure and Dividend:

The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, August 25, 2020 to Tuesday, September 8, 2020 (both days inclusive) for the purpose of payment of dividend for Financial Year 2019-20. The dividend of ₹1/- against the face value of ₹10/- each of an equity share of the Company, if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on and from Tuesday, September 15, 2020 as under:

a. 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 on Monday, August 24, 2020.

b. In respect of Equity Shares held in electronic form: To all beneficial owners of the shares, as on the close of business hours on Monday, August 24, 2020, as per details furnished by the Depositories for this purpose.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates in the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members were requested to complete and/ or update their Residential status, PAN, Category as per the IT Act with their depository participants ('DPs') or in case shares are held in physical form, with the Company/ Registrars and Transfer Agent ('RTA') by sending documents through e-mail on or before Monday, August 17, 2020.

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 were requested to send hard copies of the following details/documents to the Company's Registrars and Transfer Agent (RTA), viz. TSR Darashaw Consultants Private Limited (TSR), (formerly TSR Darashaw Limited) at 6-10, Haji Moosa Patrawala Industrial Estate (Near Famous Studio), 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011:

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 & 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.

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

11. **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, may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at csg-unit@tsrdarashaw.com in case the shares are held in physical form, quoting their folio no(s).

12. **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. However, members are encouraged to keep their holding in dematerialised mode for their convenience.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.tatatinplate.com, relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL https://www.evoting.nsdl.com.

14. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 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 dematerialised form. Members may contact the Company's RTA, TSR Darashaw Consultants Private Limited at csg-unit@tsrdarashaw.com for assistance in this regard. Members may also refer to Frequently Asked Questions ('FAQs') on the Company's website at https://www.tatatinplate.com/investor/investor-faq.

15. 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.

PROCESS FOR REGISTERING E-MAIL ADDRESS:

a. One time registration of e-mail address with RTA for receiving the Annual Report 2019-20 and 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 this Annual Report for FY 2019-20 and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5.00 p.m. (IST) on Tuesday September 1, 2020.

Process to be followed for one time registration of e-mail address is as follows:

I. For Members who hold shares in Electronic form:

a) Visit the link: https://green.tsrdarashaw.com/green/events/login/t5

b) Enter the DP ID & Client ID, PAN details and captcha code.

c) System will verify the Client ID and PAN details.

d) On successful verification, system will allow you to enter your e-mail address and mobile number.

e) Enter your e-mail address and mobile number.

f) The system will then confirm the e-mail address for the limited purpose of service of this AGM Notice & Annual Report 2019-20.

II. For Members who hold shares in Physical form:

a) Visit the link: https://green.tsrdarashaw.com/green/events/login/t5

b) Enter the physical Folio Number, PAN details and captcha code.

c) In the event the PAN details are not available on record, Member to enter one of the share certificate number.

d) System will verify the Folio Number and PAN details or the share certificate number.

e) On successful verification, system will allow you to enter your e-mail address and mobile number.

f) Enter your e-mail address and mobile number.

g) If PAN details are not available, the system will prompt the Member to upload a self-attested copy of the PAN card.

h) The system will then confirm the e-mail address for the purpose of service of this AGM Notice & Annual Report for FY 2019-20.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2019-20 along with the e-voting user ID and password. In case of any queries, Members may write to csg-unit@tsrdarashaw.com or evoting@nsdl.co.in

b. **Registration of e-mail address permanently with Company/DP:** Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at csg-unit@tsrdarashaw.com. 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/ Annual Report and other communications electronically to their e-mail address in future.

c. Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail addresses for remote e-voting for the resolutions set out in this Notice:

- In case shares are held in physical form, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.
- In case shares are held in demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.

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

A. PROCESS AND MANNER FOR 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) and Regulation 44 of the Listing Regulations (as amended) and the MCA Circulars, 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, September 1, 2020 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 person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, September 1, 2020, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in

3. The remote e-voting period commences on Saturday, September 5, 2020 at 9.00 a.m. (IST) and ends on Monday, September 7, 2020 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, September 1, 2020.

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.

5. 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.

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

1. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system and they may access the same at https://www.evoting.nsdl.com under the Shareholders/ Members login by using the remote e-voting credentials, where the EVEN of the Company i.e. 113330 (for fully paid-up Equity Shares) will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the 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 below to avoid last minute rush. Further, Members may also use the OTP-based login for logging into the e-voting system of NSDL.

2. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

3. 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 company.secretariat@tatatinplate.com before 3.00 p.m. (IST) on or before Tuesday September 1, 2020.

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 company.secretariat@tatatinplate.com between September 2, 2020 (9:00 a.m. IST) and September 4, 2020 (5:00 p.m. IST). **Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Each Speaker is requested to express his / her views within 2 – 3 minutes of the allotted time.

5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in /1800-222-990 or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545.

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

The instructions for remote e-voting before the AGM are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

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

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/ either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices 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.	8 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 S1******** and EVEN is113138 fully paid-up Equity Shares) then user ID is 113138S1********

5. Your password details are given below:
   a) If you are already registered for e-voting, then you can use your existing password to login 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. 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 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.

Step 2: Cast your vote electronically on NSDL e-voting system.

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

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
3. Select 'EVEN' of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.

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

8. 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/Shareholders, 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 on such resolution(s) through e-voting system during 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 query / grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 – 222 – 990 or at E-mail ID: evoting@nsdl.co.in.

3. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Other Instructions:

i. The Board of Directors has appointed Mr. A. K. Labh, Practicing Company Secretary (Membership No. FCS 4848 / CP - 3238) of M/s. A. K Labh & Co., Company Secretaries, Kolkata as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.

ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.tatatinplate.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

iv. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the meeting itself, i.e. September 8, 2020.

By Order of the Board of Directors

Kaushik Seal
Company Secretary
ACS No: 21647

Kolkata, June 13, 2020
Registered Office:
4, Bankshall Street, Kolkata 700 001
CIN: L28112WB1920PLC003606
Tel. No.: (033) 2243 5401, Fax: 91 33 22304170
E-mail: company.secretariat@tatatinplate.com
Website: www.tatatinplate.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AS AMENDED ('ACT')

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Statement sets out all material facts relating to the business mentioned under item Nos. 4 to 6 of the accompanying Notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Mr. Rajeev Singhal as the Additional Non-Executive Director effective October 23, 2019. Pursuant to the provisions of Section 161 of the Act and Article 90 of the Articles of Association of the Company, Mr. Rajeev Singhal will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company.

A notice has been received from a Member as required under Section 160 of the Act, proposing Mr. Rajeev Singhal as a candidate for the office of Director of the Company. Mr. Singhal, once appointed will be liable to retire by rotation and will be subject to the Company's Policy on Retirement of Directors. The Company has received from Mr. Singhal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Mr. Rajeev Singhal is a Mechanical Engineer from IT, Banaras Hindu University and has completed PGDBM in Marketing from XLRI, Jamshedpur. He joined Tata Steel Limited as a Graduate Trainee in 1985. He has completed CEDEP's General Management Program at, INSEAD, France. After his initial stint in information technology, he handled Marketing & Sales function for over 20 years across many product lines. In 2010, he was appointed as Executive-in-Charge, Ferro Alloys & Minerals Division. In November 2013, he was appointed as Vice President Raw-Materials to manage the mining portfolio of Tata Steel. On May 18, 2018, he was appointed as Managing Director of Tata Steel BSL Limited (formerly known as Bhushan Steel Limited). His professional journey that spans a little over than three decades has seen several milestones in various departments such as Information Technology, Marketing, Sales, Human Resources and Raw Materials.

Taking into account the valuable experience of Mr Singhal and based on the recommendation of the NRC the Board considers that the appointment of Mr Singhal as a Director. Mr Singhal's directorship in the Company will immensely benefit the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Rajeev Singhal, to whom the resolution relates, is concerned or interested, in the Resolution mentioned at Item No. 4 of the Notice.

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

Item No.5

Based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Dr. Rupali Basu as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective December 10, 2019. Pursuant to the provision of Section 161 of the Act and Article 90 of the Artciles of Association of the Company, Dr. Basu will hold office upto the date of the ensuing Annual General Meeting (AGM) and is eligible to be appointed as the Director of the Company. A notice has been received from a Member, as required under Section 160 of the Act, proposing Dr. Basu as a candidate for the office of Director of the Company.

The Company has received from Dr Basu (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 she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act. (iv) a declaration under Regulation 25(8) of Listing Regulations confirming that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties, (v) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and Circular No. NSE/CML/2018/24 dated June 20, 2018 of the National Stock Exchange of India Limited, that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Dr. Rupali Basu has a Medical degree from R G Kar Medical College, Kolkata. Further, she post-graduated in Public Health from All India Institute of Hygiene and Public Health, Kolkata and in Hospital Management from University of Harvard and Delhi. Dr. Basu is presently the Director & CEO of Woodlands Multi Specialty Hospital Ltd. Before moving to Woodlands, she was The President & CEO - Eastern Region of Apollo Hospitals Group, India. Under her leadership, Apollo Gleneagles Hospitals, Kolkata, had reached many new heights and achieved new milestones in healthcare services in Eastern India. Her career in Healthcare

sector spans over two decades with increasing responsibilities. She is the former President of Association of Hospitals of Eastern India and Chairperson of the Healthcare Sub Committee of CII Eastern Region. Presently she is a member of National Healthcare Committees of CII ER, BCC&I & ICC. She is also the Chairperson of National Committee of Women Entrepreneurship of ICC. She is a regular speaker in Hospital Management Asia, Healthcare World Asia and other Industry Forums on Healthcare policy matters. A deft executive, she is extremely focused and is driven by achieving clinical excellence, operational and financial targets. Her experience abroad has given her an edge to bring the global expertise in the country. She is focused on quality teamwork and doctor-patient engagement.

In the opinion of the Board, Dr. Basu is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations 15, each as amended, the appointment of Dr. Basu as an Independent Director of the Company for a period of Five years commencing December 10, 2019 through December 9, 2024 is being placed before the Shareholders for their approval by way of an ordinary resolution. Dr. Basu, once appointed, will not be liable to retire by rotation.

None of the directors and/or Key Managerial Personnel (KMP) of the Company and/or their respective relatives except Dr Rupali Basu, to whom the resolution relates, is concerned or interested, in the Resolution mentioned at Item No.5 of the Notice.

The Board recommends the Ordinary Resolution at Item No. 5 of the Notice for approval of the shareholders.

Item No. 6

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 Auditor to the Board of Directors (the 'Board'). The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Shome & Banerjee, Cost Accountants (Firm Registration No.000001) as Cost Auditors, to conduct Cost Audit for the financial year ending March 31, 2021 at a fee of ₹1.80 Lacs per annum plus applicable taxes and reimbursement of actual out of pocket expenses incurred in connection with the audit.

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 of Directors has to be ratified by the Members of the Company. The Board of Directors has fixed the remuneration payable to the Cost Auditors for Financial Year 2020-21 at ₹1.8 lakh plus applicable taxes and reimbursement of out of pocket expenses. 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 Auditors for the Financial Year ending March 31, 2021.

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

None of the Directors or Key Managerial Personnel (KMPs) or their relatives are concerned or interested, in the Resolution mentioned at item No.6 of the Notice.

The Board recommends the Ordinary Resolution at Item No. 6 of the Notice for approval of the shareholders.

By Order of the Board of Directors

Kaushik Seal
Company Secretary
ACS No: 21647

Kolkata, June 13, 2020
Registered Office:
4, Bankshall Street, Kolkata 700 001
CIN: L28112WB1920PLC003606
Tel. No.: (033) 2243 5401, Fax No. (033) 22304170
E-mail: company.secretariat@tatatinplate.com
Website: www.tatatinplate.com

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

Name of Director	Ms. Atrayee Sanyal	Mr. Rajeev Singhal	Dr. Rupali Basu
Date of Birth	May 25, 1970	August 22, 1963	November 23, 1963
Date of Appointment	January 22, 2015	October 23, 2019	December 10, 2019
Qualification	BA and MBA from Calcutta University	Mechanical Engineer from IT, Banaras Hindu University, PGDBM, XLRI, Jamshedpur, CEDEP's General Management Program, INSEAD, France	Medical degree, R G Kar Medical College, Kolkata. Post-graduated in Public Health, All India Institute of Hygiene and Public Health, Kolkata Hospital Management, University of Harvard and Delhi
Expertise in specific functional areas	Expertise in the field of Human Resource, Marketing and Sales. Brand & Retail Management and Market Research, Channel Management, Market & Business research, Corporate Strategy, Communication Advertising and TQM Practice	Experienced in Information Technology, Marketing and Sales, Human Resources and Raw Materials	Expertise in Health Care Sector
Directorship held in other Public Limited Companies**	Kalimati Global Shared Services Limited	Bhusan Steel (Orissa) Limited Bhusan Steel (South) Limited Bhusan Steel Madhya Bharat Limited Tata Steel Processing and Distribution Ltd.	Tata Metaliks Limited
Membership/ Chairmanship of Committees*	-	Tata Steel Processing and Distribution Ltd. [NRC (M), CSR (C)] Tata Steel BSL Limited (SRC)	Tata Metaliks Limited [CSR(M), SRC(M)]
No. of shares held in the Company	Nil	Nil	Nil

*Includes Audit Committee (AC), Stakeholders' Relationship Committee (SRC) Nomination and Remuneration Committee (NRC) Corporate Social Responsibility Committee (CSR)

** Excluding foreign companies, private companies and Section 8 companies

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.