



The Tinsplate Company of India Limited

August 31, 2023

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.
Maharashtra, 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,
Maharashtra, India.
Scrip Code: TINPLATE

Dear Madam, Sirs,

Subject: Summary of proceedings and Voting Results of the Meeting of the Equity Shareholders of The Tinsplate Company of India Limited ('the Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT') held on Thursday, August 31, 2023, to consider and approve the scheme of Amalgamation of the Company and Tata Steel Limited and their respective shareholders ("Scheme")

We refer to our letter dated July 30, 2023, wherein the Company had submitted the notice convening the meeting of the equity shareholders of the Company vide order of the NCLT dated July 28, 2023 to consider and if thought fit with or without modifications, approve the Scheme.

Pursuant to the above mentioned Order dated July 28, 2023 in the Company Scheme Application No. CA(CAA)No.96/KB/2023 ('Order'), and in compliance with applicable provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), applicable SEBI Circulars, applicable notifications, circulars, guidance issued by the Ministry of Corporate Affairs and Secretarial Standard 2 issued by Institute of Company Secretaries of India, each as amended, the meeting of the Equity Shareholders of the Company was held on Thursday, August 31, 2023 at 4:30 p.m. (IST) through two-way video conferencing /other audio-visual means ('VC/OAVM') ('Meeting') to approve the Scheme.

The Chairperson of the Meeting authorised the Company Secretary of the Company to submit the voting results along with Scrutinizer's Report.

The Scheme was approved by the Shareholders of the Company with requisite majority. The Company also facilitated the live webcast of the proceedings of the Meeting.

In this regard, please find enclosed the following:

- i) Summary of proceedings of the Meeting of the Company, as required under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations enclosed as **Annexure A**.
- ii) Results of the remote e-voting prior to the meeting as well as e-voting during the meeting in relation to the item of business transacted at the said Meeting, as required under Regulation 44(3) of the SEBI Listing Regulations enclosed as **Annexure B**.
- iii) The Scrutinizer's Report dated August 31, 2023, pursuant to the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 enclosed as **Annexure C**.



The Tinplate Company of India Limited

The Meeting concluded at 5.32 p.m. (IST).

The Voting Results along with the Scrutinizer's Report are being made available on the website of the Company at www.tatatinplate.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com

You are requested to kindly take the same on record.

Yours faithfully,

THE TINPLATE COMPANY OF INDIA LIMITED

KAUSHIK SEAL
Digitally signed by
KAUSHIK SEAL
Date: 2023.08.31
21:09:56 +05'30'

(KAUSHIK SEAL)
COMPANY SECRETARY
Encl: As above



The Tinsplate Company of India Limited

Annexure – A

Summary of Proceedings of the Meeting of the Equity Shareholders of The Tinsplate Company of India Limited ('the Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), held on August 31, 2023

The meeting of the equity shareholders of the Company convened pursuant to the directions of the NCLT was held today, i.e., Thursday, August 31, 2023, at 4:30 p.m. (IST) through two-way video conferencing/other audio-visual means ('VC/OAVM') ('Meeting'). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC / OAVM, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by Institute of Company Secretaries of India ('SS-2').

Mr. Kaushik Seal, Company Secretary, welcomed the Shareholders to the Meeting and provided them with the necessary details relating to their participation in the Meeting through VC/OAVM. He informed that the Company had provided its Members with the facility to cast their votes prior to the meeting through remote e-voting electronically using the facility provided by National Securities Depository Limited. He further informed that the remote e-voting facility was also made available during the Meeting for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

He further informed that Ms. Sudeshna Chanda, Advocate, was appointed as Scrutinizer to scrutinize the votes cast by remote e-voting prior to the Meeting as well as e-voting during the Meeting, in a fair and transparent manner.

Ms. Aditi Jhunjhunwala, appointed as the Chairperson for the Meeting in accordance with the directions of the NCLT, presided over the Meeting. She informed the Members that the Meeting was convened for Shareholders to consider and if thought fit, approve the scheme of Amalgamation amongst The Tinsplate Company of India Limited and Tata Steel Limited and their respective shareholders. The requisite quorum being present, the Chairperson called the Meeting to order.

All Directors of the Company who were present at the Meeting through VC/OAVM from their respective locations introduced themselves to the Members.

The Chairperson then informed the Members that the representatives of M/s Price Waterhouse & Co. Chartered Accountants LLP, Statutory Auditors, the Secretarial Auditor of the Company and the Scrutinizer for the remote e-voting prior to the meeting as well as e-voting during the meeting, were also present at the Meeting through VC / OAVM.

The Chairperson informed that (a) the Notice of the Meeting, (b) the Statement under Section 102 read with Section 230 to Section 232 of the Companies Act, 2013, the rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, (c) the Scheme of Amalgamation, and (d) other relevant documents in connection with the said Scheme and as referred to in the Notice had been dispatched to the Members through electronic means via email to those shareholders whose email addresses were registered with the Company/Registrar & Transfer Agent/Depository Participant(s)/Depositories as on July 21, 2023. In addition, the advertisements containing the details of the Meeting, sending of Notice for the Meeting and details of e-voting were duly published in newspapers, in accordance with the directions of the NCLT.

The details of authorized representations received from corporate shareholders were informed to the Members. Since there was no requirement of physical attendance of Members, Members were informed that the requirement of appointing proxies was not applicable. Further, it was informed to the Members that the documents that were referred to in the Notice were available for inspection in electronic mode for the Members, on request as well as made available on the website of the Company at www.tatatinplate.com



The Tinplate Company of India Limited

With the consent of the Members, the Notice convening the Meeting was taken as read.

The Chairperson then briefed the Members regarding the salient features, synergies, need, rationale and benefits of Scheme of Amalgamation.

The following resolution set out in the Notice convening the Meeting was put up to the Members for voting during the Meeting:-

Item No	Details of the Resolution
1	Approval for the Scheme of Amalgamation amongst The Tinplate Company of India Limited and Tata Steel Limited and their respective shareholders.

The Chairperson then invited the Members to express their views, ask questions and seek clarifications on the proposed Scheme of Amalgamation. The Chairperson appropriately responded to the questions asked and clarifications sought by the Members.

The Chairperson then authorized Mr. Kaushik Seal, Company Secretary to carry out the e-voting process during the Meeting and conclude the Meeting. She further informed the Members that the voting results would be disseminated to the Stock Exchanges on which the Company's shares are listed and would also be made available on the website of the Company at www.tatatinplate.com and NSDL at www.evoting.nsdl.com within 2 working days of the conclusion of the Meeting.

The Chairperson then thanked the Members for attending and participating at the Meeting. She also thanked the Board of Directors for joining the Meeting virtually.

The remote e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process, Mr. Seal declared the Meeting closed.

The Scrutinizer's Report was received after the conclusion of the Meeting on August 31, 2023, and as set out therein, the said resolution was declared as passed with requisite majority.

Yours faithfully,

THE TINPLATE COMPANY OF INDIA LIMITED

KAUSHIK SEAL
Digitally signed by
KAUSHIK SEAL
Date: 2023.08.31 21:10:36
+05'30'

(KAUSHIK SEAL)
COMPANY SECRETARY



The Tinplate Company of India Limited

ANNEXURE B

Voting Results of the Meeting

Date of the Meeting	Thursday, August 31, 2023
No. of shareholders as on the cut-off date (July 31, 2023)	87812
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	Meeting was held through VC/OAVM.
Public	
No. of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group	1
Public	66

Yours faithfully,

THE TINPLATE COMPANY OF INDIA LIMITED

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(KAUSHIK SEAL)
COMPANY SECRETARY

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The Tinplate Company of India Limited

Voting Results of The Tinplate Company Of India Limited - Promoter and Public Shareholders									
Resolution Required : (Special)			Approval for the Scheme of Amalgamation amongst The Tinplate Company of India Limited and Tata Steel Limited and their respective Shareholders						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={([2]/[1]}) *100	[4]	[5]	[6]={([4]/[2]) *100	[7]={([5]/[2]) *100	[8]
Promoter and Promoter Group	E-Voting	78457640	78457640	100.0000	78457640	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		78457640	100.0000	78457640	0	100.0000	0.0000	0
Public Institutions	E-Voting	2301671	1132466	49.2019	1132466	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1132466	49.2019	1132466	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	23908327	1953618	8.1713	1952248	1370	99.9299	0.0701	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1953618	8.1713	1952248	1370	99.9299	0.0701	0
Total		104667638	81543724	77.9073	81542354	1370	99.9983	0.0017	0

Yours faithfully,

THE TINPLATE COMPANY OF INDIA LIMITED

KAUSHIK
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(KAUSHIK SEAL)
COMPANY SECRETARY



The Tinplate Company of India Limited

Voting Results of The Tinplate Company Of India Limited - Public Shareholders									
Resolution Required : (Special)			1 - Approval for the Scheme of Amalgamation amongst The Tinplate Company of India Limited and Tata Steel Limited and their respective Shareholders						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={([4]/[2]}) *100	[7]={([5]/[2]) *100	[8]
Promoter and Promoter Group	E-Voting	78457640	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	2301671	1132466	49.2019	1132466	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1132466	49.2019	1132466	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	23908327	1953618	8.1713	1952248	1370	99.9299	0.0701	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1953618	8.1713	1952248	1370	99.9299	0.0701	0
Total		104667638	3086084	57.3732	3084714	1370	99.9556	0.0444	0

Yours faithfully,

THE TINPLATE COMPANY OF INDIA LIMITED

KAUSHIK SEAL
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(KAUSHIK SEAL)
COMPANY SECRETARY



Calcutta High Court

SUDESHNA CHANDA

Advocate

207 Mirapara road Liluah Howrah

Pin code no: 711203

8240221391, 6291930542

chandasudeshna990@gmail.com

<https://www.linkedin.com/in/sudeshna-chanda-92533a1a1>

SCRUTINIZER'S REPORT

To,
The Chairperson appointed for the Meeting of the Equity Shareholders
THE TINPLATE COMPANY OF INDIA LIMITED
CIN: L28112WB1920PLC003606
Registered Office: 4, Bankshall Street,
Kolkata – 700 001

Sub: Consolidated Scrutinizer's Report with respect to voting by equity shareholders of The Tinsplate Company of India Limited through remote e-voting process (prior to and during the meeting) at the meeting convened by the Hon'ble National Company Law Tribunal, Kolkata Bench ("Hon'ble Tribunal"/ "NCLT") of The Tinsplate Company of India Limited held on Thursday, August 31, 2023 at 4.30 p.m. (IST) ("Meeting"), through video conferencing/other audio visual means ("Meeting"), pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2") and as per the directions issued by the Hon'ble Tribunal vide Order dated July 28, 2023 in the Company Application CA (CAA) No. 96/KB/ 2023.

Dear Madam,

I, Sudeshna Chanda, Advocate, have been appointed by the **Hon'ble Tribunal** by its Order dated July 28, 2023, in the Company Scheme Application No. **CA (CAA) No. 96/KB/ 2023 ('Order')**, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to meeting and e-voting process during the meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230-232 of the Companies Act, 2013 (**Act**) read with Arrangement Rules and Section 108 of the Act read with Management Rules read with the applicable General Circulars issued by the Ministry of Corporate Affairs, Regulation 44 of SEBI Listing Regulations, other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by The Institute of Company Secretaries of India (**'SS-2'**), on the resolution seeking approval of the equity shareholders to the Scheme of Amalgamation amongst The Tinsplate Company of India Limited and Tata Steel Limited and their respective shareholders (**'Scheme'**), in terms of the Notice dated July 29, 2023, convening the said meeting.

Sudeshna Chanda



I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited (NSDL) by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.
2. The voting period for the remote e-voting prior to the meeting commenced on **Sunday, August 27, 2023 at 9.00 a.m. (IST)** and ended on **Wednesday, August 30, 2023 at 5.00 p.m. (IST)**.
3. The Company had also provided remote e-voting facility to the Equity Shareholders present at the NCLT convened meeting through VC / OAVM and who had not cast their votes through remote e-voting prior to the meeting.
4. The **cut-off date was Monday, July 31, 2023** for the purpose of deciding the shareholders entitled to vote through remote e-voting and e-voting conducted at the meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated July 29, 2023 convening the meeting of the Equity shareholders of the Company along with the Scheme and Statement under Sections 102, 230(3), 232(2) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity shareholders in respect of the resolution passed at the meeting of the Company only through electronic mode via e-mail to those equity shareholders whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participant(s) / Depositories as on July 21, 2023.
6. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting and the votes cast under remote e-voting facility prior to the NCLT convened meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("RTA") and the authorizations lodged with the Company/ Company's RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing regulations relating to voting through remote e-voting, and e-voting at the meeting on the resolution contained in the Notice convening NCLT convened meeting of the Equity shareholders.
9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize remote e-voting process prior to the meeting and e-voting during the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or

S. Chanda.



"against" the Resolution and "invalid" votes, based on the reports generated from the remote e-voting system and e-voting at the meeting provided by NSDL.

10. The Resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting process prior to the Meeting and e-voting process during the Meeting seeking approval of the equity shareholders of the Company are given below.

Resolution:

"RESOLVED THAT in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, Section 2(1B) of the Income Tax Act, 1961, the Securities and Exchange Board of India Act, 1992 and the Regulations there under including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the Observation Letters issued by BSE Limited and the National Stock Exchange of India Limited, respectively, both dated March 31, 2023, the Memorandum and Articles of Association of The Tinsplate Company of India Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Kolkata Bench (hereinafter referred to as '**Hon'ble Tribunal/NCLT**') and such other approvals, permissions and sanctions of any other regulatory or statutory authorities, as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or any other regulatory or statutory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Amalgamation amongst The Tinsplate Company of India Limited ('**Transferor Company**' or '**Company**'), Tata Steel Limited ('**Transferee Company**') and their respective shareholders ('**Scheme**'), as enclosed with this Notice of the NCLT convened meeting of the equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any statutory / regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary,

S. Chandra



Calcutta High Court

SUDESHNA CHANDA

Advocate

207 Mirapara road Liluah Howrah

Pin code no: 711203

8240221391, 6291930542

chandasudeshna990@gmail.com

<https://www.linkedin.com/in/sudeshna-chanda-92533a1a1>

while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Shareholders and the Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/ or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Shareholders of the Company."

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
372	81542354	99.9983

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	1370	0.0017

(iii) **Invalid Votes:**

Number of members whose voted were declared invalid	Number of valid votes cast by them
Nil	Nil

11. All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

Sudeshna Chanda
F/3370/2834/2021.

Sudeshna Chanda

Advocate

Date: August 31, 2023

Place: Kolkata

THE TINPLATE COMPANY OF INDIA LTD.

Kaushik Seal
KAUSHIK SEAL
Company Secretary

31/08/2023



Calcutta High Court

SUDESHNA CHANDA

Advocate

207 Mirapara road Liluah Howrah

Pin code no: 711203

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chandasudeshna990@gmail.com

<https://www.linkedin.com/in/sudeshna-chanda-92533a1a1>

SCRUTINIZER'S REPORT

To,
The Chairperson appointed for the Meeting of the Equity Shareholders
THE TINPLATE COMPANY OF INDIA LIMITED
CIN: L28112WB1920PLC003606
Registered Office: 4, Bankshall Street,
Kolkata – 700 001

Sub: Consolidated Scrutinizer's Report with respect to voting by equity shareholders (excluding promoter and promoter group) of The Tinsplate Company of India Limited through remote e-voting process (prior to and during the meeting) at the meeting convened by the Hon'ble National Company Law Tribunal, Kolkata Bench ("Hon'ble Tribunal"/ "NCLT") of The Tinsplate Company of India Limited held on Thursday, August 31, 2023 at 4.30 p.m. (IST) ("Meeting"), through video conferencing/other audio visual means, pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2") and as per the directions issued by the Hon'ble Tribunal vide Order dated July 28, 2023 in the Company Application CA (CAA) No. 96/KB/ 2023.

Dear Madam,

I, Sudeshna Chanda, Advocate, have been appointed by the Hon'ble Tribunal by its Order dated July 28, 2023, in the Company Scheme Application No. **CA (CAA) No. 96/KB/ 2023 ('Order')**, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to meeting and e-voting process during the meeting, in a fair and transparent manner, (excluding promoter and promoter group) at the Meeting convened pursuant to the provisions of the Section 230-232 of the Companies Act, 2013 (**Act**) read with Arrangement Rules and Section 108 of the Act read with Management Rules read with the applicable General Circulars issued by the Ministry of Corporate Affairs, Regulation 44 of SEBI Listing Regulations, other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by The Institute of Company Secretaries of India (**'SS-2'**), on the resolution seeking approval of the equity shareholders to the Scheme of Amalgamation amongst The Tinsplate Company of India Limited and Tata Steel Limited and their respective shareholders (**"Scheme"**), in terms

Sudeshna Chanda



of the Notice dated July 29, 2023, convening the said meeting.

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited (NSDL) by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.
2. The voting period for the remote e-voting prior to the meeting commenced on Sunday, August 27, 2023 at 9.00 a.m. (IST) and ended on Wednesday, August 30, 2023 at 5.00 p.m. (IST).
3. The Company had also provided remote e-voting facility to the Equity Shareholders present at the NCLT convened meeting through VC / OAVM and who had not cast their votes through remote e-voting prior to the meeting.
4. The **cut-off date was Monday, July 31, 2023** for the purpose of deciding the shareholders entitled to vote through remote e-voting and e-voting conducted at the meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated July 29, 2023 convening the meeting of the Equity shareholders of the Company along with the Scheme and Statement under Sections 102, 230(3), 232(2) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity shareholders in respect of the resolution passed at the meeting of the Company only through electronic mode via e-mail to those equity shareholders whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participant(s) / Depositories as on July 21, 2023.
6. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting and the votes cast under remote e-voting facility prior to the NCLT convened meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("RTA") and the authorizations lodged with the Company/ Company's RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing regulations relating to voting through remote e-voting, and e-voting at the meeting on the resolution contained in the Notice convening NCLT convened meeting of the Equity shareholders.

Sudeshna Chanda



9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize remote e-voting process prior to the meeting and e-voting during the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" votes, based on the reports generated from the remote e-voting system, and e-voting at the meeting provided by NSDL.
10. The Resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting prior to the Meeting and e-voting process during the Meeting seeking approval of the equity shareholders (excluding promoter and promoter group) of the Company are given below.

Resolution:

"RESOLVED THAT in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, Section 2(1B) of the Income Tax Act, 1961, the Securities and Exchange Board of India Act, 1992 and the Regulations there under including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the Observation Letters issued by BSE Limited and the National Stock Exchange of India Limited, respectively, both dated March 31, 2023, the Memorandum and Articles of Association of The Tinsplate Company of India Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Kolkata Bench (hereinafter referred to as '**Hon'ble Tribunal**/'NCLT') and such other approvals, permissions and sanctions of any other regulatory or statutory authorities, as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or any other regulatory or statutory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Amalgamation amongst The Tinsplate Company of India Limited ('**Transferor Company**' or '**Company**'), Tata Steel Limited ('**Transferee Company**') and their respective shareholders ('**Scheme**'), as enclosed with this Notice of the NCLT convened meeting of the equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept

Chanda



Calcutta High Court

SUDESHNA CHANDA

Advocate

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such modifications, amendments, limitations and/ or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any statutory / regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Shareholders and the Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/ or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Shareholders of the Company."

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
370	3084714	99.9556

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	1370	0.0444

(iii) **Invalid Votes:**

Number of members whose voted were declared invalid	Number of valid votes cast by them
nil	nil

11. All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you

Yours faithfully,

Sudeshna Chanda

F/3370/2834/2021

Sudeshna Chanda
Advocate

Date: August 31, 2023
Place: Kolkata

THE TINPLATE COMPANY OF INDIA LTD.

Kaushik Seal
KAUSHIK SEAL
Company Secretary

31/08/2023