

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of Tata Metaliks Limited (CIN: L27310WB1990PLC050000) will be held on Monday, July 2, 2018 at "Kala Mandir", 48, Shakespeare Sarani, Kolkata – 700017 at 3:00 p.m. to transact following businesses:

Ordinary Business:

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, 2018 and the Reports of the Board of Directors and the Auditors thereon.

2. Declaration of Dividend

To declare dividend of ₹ 3/- per equity share of ₹ 10/- each for financial year 2017-18.

3. Appointment of Director

To appoint a Director in place of Mr. Koushik Chatterjee (DIN: 00004989), who retires by rotation and is eligible for re-appointment.

4. Ratification of Appointment of Statutory Auditors

To pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, as amended till date, the Company does hereby ratify the appointment of Messrs. Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 29th AGM of the Company to be held in the year 2019 to examine and audit the accounts of the Company for the Financial Year 2018-19 at such remuneration plus applicable taxes, out-of-pocket expenses etc., as may be mutually agreed to between the Board of Directors and the Auditors."

Special Business:

5. Approval for Related Party Transactions

To pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related

Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with T S Global Procurement Company Pte. Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coking Coal, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 350 Crore for the financial year 2018-19, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

6. Approval for Related Party Transactions

To pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Tata Steel Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coal/ Coke, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 450 Crore for the financial year 2018-19, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. Approval for Related Party Transactions

To pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions,

if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Tata Steel Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of iron ore lumps, fines and related items, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 200 Crore for the financial year 2018-19, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

8. Ratification of Remuneration payable to Cost Auditors

To pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended till date, the Company does hereby ratify the remuneration of ₹ 2,50,000/- plus applicable taxes and out-of-pocket expenses payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration Number 000001), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct Cost Audit as may be required by the Central Government under the Act and the Rules framed thereunder, for the year ending March 31, 2019.

NOTES

- a) A Statement under Section 102 of the Companies Act, 2013 ("Act") relating to item nos. 5 to 8 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
- b) **A Member entitled to attend and vote at the AGM is also entitled to appoint a Proxy to attend and vote at the AGM instead of himself/ herself and the Proxy need not be a Member of the Company.**
- c) A Proxy can act on behalf of Members not exceeding 50 and holding in aggregate not more than 10% of the total issued share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total issued share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for another person or Shareholder. The instrument of Proxy, in order to be effective,

should be deposited at the Registered Office of the Company at least 48 hours prior to the commencement of AGM. Proxy form is annexed to this report.

- d) Members/ proxies/ authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the AGM.
- e) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
- f) In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
- g) The dividend on equity shares, as recommended by the Board of Directors, if approved at the AGM, will be paid on or before the close of business hours of July 7, 2018
- h) The Registers of Members and Share Transfer Books of the Company will remain closed from June 23, 2018 to July 2, 2018 (both days inclusive).
- i) Shareholders desiring any information mentioned in the Notice and accompanying statement shall be available for inspection by Members at the Registered Office of the Company
- j) Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting. As per the provisions of Section 72 of the Act, the facility for making nominations is available to the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to submit their nomination in Form No. SH-13. Nomination forms can be obtained from the office of the Registrar and Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants (DPs).
- k) Notice of AGM, Attendance Slip and Annual Report are sent to the Members in electronic mode whose email IDs are registered with the Company/ DP, unless the Members have requested for the hard copy of the same. To support **"Green Initiative"**, Members holding shares in physical form are requested to convert their shares in dematerialised form and the Members who have not yet registered their email IDs are requested hereby to register their respective email IDs with the Registrar and Transfer Agent of the Company.
- l) The route map to the AGM venue is annexed to the notice.

Voting through electronic means

- a) Pursuant to the provisions of Section 108 of the Act), read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended till date, Regulation 44 of Listing Regulations and the revised Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the

Company is pleased to provide the facility of e-voting to its Members. The Members can avail the said facility from a place other than the venue of the AGM (remote e-voting) which will be provided by National Securities Depository Limited ("NSDL").

- b) The remote e-voting period will commence on Friday, June 29, 2018 at 9:00 a.m. and will end on Sunday, July 1, 2018 at 5:00 p.m. During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off-date i.e. June 25, 2018, may cast their respective votes by remote e-voting. Thereafter, the remote e-voting module shall be disabled by NSDL. Once the vote on a resolution is cast, the Member shall not be permitted to change it subsequently.
- c) The facility of voting at the venue of AGM will be available only to the Members who have not cast their vote through remote e-voting. Members who have cast their vote by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their vote again.
- d) The Chairman shall, at the end of the Meeting, allow voting for all those Members who are present at the AGM but have not yet cast their vote.
- e) The Board of Directors has appointed Mr. P. V. Subramanian, Practising Company Secretary, (ACS 4585/ C.P. No. 2077) as the Scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner.
- f) Procedure for Remote E-voting

A. For Members receiving information electronically

In case a Member receives an email from NSDL [for Members whose email ID are registered with the Company/DPs];

- a) Please open and read the email received from NSDL and open attached PDF file with your Client ID or Folio No. as default password. The said PDF file contains your "User ID" and "Password" for remote e-voting. Please note that the password is an initial password.
- b) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
- c) Click on Shareholder – Login
- d) Enter user ID and password as initial password as mentioned in step (a) above. Click Login.
- e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. In case, you have earlier logged in at www.evoting.nsdl.com for exercising your vote relating to any other Company and you have already changed your password, please use the changed password.
- f) On successful login, Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- g) Select "EVEN" (E-Voting Event Number) of Tata Metaliks Limited which is 108393.
- h) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be permitted to change it subsequently.
- i) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.

B. The instructions for e-voting for Members other than in (A) above:

In case a Member receives physical copy of the Notice of AGM (for the Members whose e-mail IDs are not registered with the Company/DPs):

- a) Initial "User ID" and "Password" are provided with the Notice. Please follow all steps from Sl. No. (b) to (i) above to cast vote.
- b) In case of any query, you may refer the 'Frequently Asked Questions' (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- c) Institutional Shareholders (i.e. other than individuals, HUFs, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the e-mail ID – pvs17@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- d) Members who have acquired shares of the Company and became Members after dispatch of Annual Reports to the members but before the book closure date may obtain login ID and Password by sending a request at evoting@nsdl.co.in or investors@rdinfotech.in.
- e) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password to cast your vote.
- f) If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- g) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. June 25, 2018.

- h) After conclusion of the voting at AGM, the Scrutiniser shall count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall prepare a consolidated Scrutiniser's Report of the total votes cast in favour or against, *if any*, not later than 48 hours of conclusion of the AGM and submit it to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- i) The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company www.tatametaliks.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing.
- j) Pursuant to Regulation 44 of the Listing Regulation, the Company shall submit voting result to BSE Limited and National Stock Exchange of India Limited within 48 hours of conclusion of the AGM.

By Order of the Board of Directors

Registered Office:

Tata Centre, 10th Floor,
43, J. L. Nehru Road
Kolkata- 700071

CIN: L27310WB1990PLC050000

Tel: 91 33 6613 4200

E-mail: investors@tatametaliks.co.in

Website: www.tatametaliks.com

Place: Mumbai

Date: April 26, 2018

Sankar Bhattacharya
Chief-Corporate Governance
& Company Secretary

Annexure to Notice

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

Item No. 5

T S Global Procurement Company Pte. Ltd. (TSGPCPL) is involved in the business of trading of coke, steel and raw material. Coal/coke is a key raw material in your Company's business operations. TSGPCPL acts as a central procurement agency for Tata Steel Limited (TSL) and its related parties. Since TSGPCPL sources the same commodity for TSL, your Company is able to take advantage of the large volumes at a better negotiated price for its comparatively smaller volume.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with TSGPCPL is likely to exceed the said threshold limit, and is expected to be around ₹ 350.00 Crore during the financial year 2018-19.

Accordingly, transaction(s) entered into with TSGPCPL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with TSGPCPL in the financial year 2018-19.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with TSGPCPL are as follows:

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	None
3	Nature of Relationship	Fellow Subsidiary
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of raw material shall be on a continuous basis. Monetary value of proposed aggregate transactions during financial year 2018-19 is expected to be ₹ 350.00 Crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Coal needed for production process, available with related party at a market price and justified from economies of scale point of view.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution.

Item No. 6

To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with Tata Steel Limited (TSL), which is the holding Company of your Company. The quantity to be purchased from TSL will be based on actual price of coal and conversion charge, thereby reducing the exposure to the volatility of coke price. The total value of the proposed transaction(s) could reach ₹ 450.00 Crore during financial year 2018-19.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

TSL, one of the largest steel producing companies in the world, is your Holding Company. Accordingly, transaction(s) entered into with TSL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with TSL in the financial year 2018-19.

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

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
3	Nature of Relationship	Holding Company (50.09% of paid-up Equity Share Capital)
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of raw material shall be on a continuous basis. Monetary value of proposed aggregate transaction(s) during financial year 2018-19 is expected to be ₹ 450.00 Crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Raw material available with related party in-house and of desired quality at market price.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 6 of this Notice as an Ordinary Resolution.

Item No. 7

Your Company requires iron ore lumps, fines and related items for pig iron production. The iron ore from Khonbond, Joda and Noamundi mines of Tata Steel Limited (TSL) are perfect for the grade and quality your Company produces. To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with TSL, which is your holding Company. The total value of the proposed transaction(s) could reach to ₹ 200.00 Crore during financial year 2018-19.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

TSL, one of the largest steel producing companies in the world, is your Holding Company. Accordingly, transaction(s) entered into with TSL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with TSL in the financial year 2018-19.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with TSL are as follows:

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
3	Nature of Relationship	Holding Company (50.09% of paid-up Equity Share Capital)
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of iron ore lumps, fines and related items. Monetary value of proposed aggregate transaction(s) during financial year 2018-19 is expected to be ₹ 200.00 Crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Above materials are required for pig iron production.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 7 of this Notice as an Ordinary Resolution.

Item No. 8

Pursuant to Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, as amended till date, the Company is required to conduct audit of its cost records by a Cost Accountant in Practice, as specified under the Companies (Cost Records and Audit) Rules, 2014.

The Board of Directors of the Company has, on recommendation of the Audit Committee, appointed M/s Shome & Banerjee, Cost Accountants (Firm Registration Number 000001) as the Cost Auditors of the Company for the Financial Year ending March 31, 2019 at a remuneration of ₹ 2,50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) 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 at the AGM as set out at item no. 8 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in item no. 8 for approval of the Members.

By Order of the Board of Directors

Registered Office:

Tata Centre, 10th Floor,
43, J. L. Nehru Road
Kolkata- 700071
CIN: L27310WB1990PLC050000
Tel: 91 33 6613 4200
E-mail: investors@tatametaliks.co.in
Website: www.tatametaliks.com

Sankar Bhattacharya
Chief-Corporate Governance
& Company Secretary

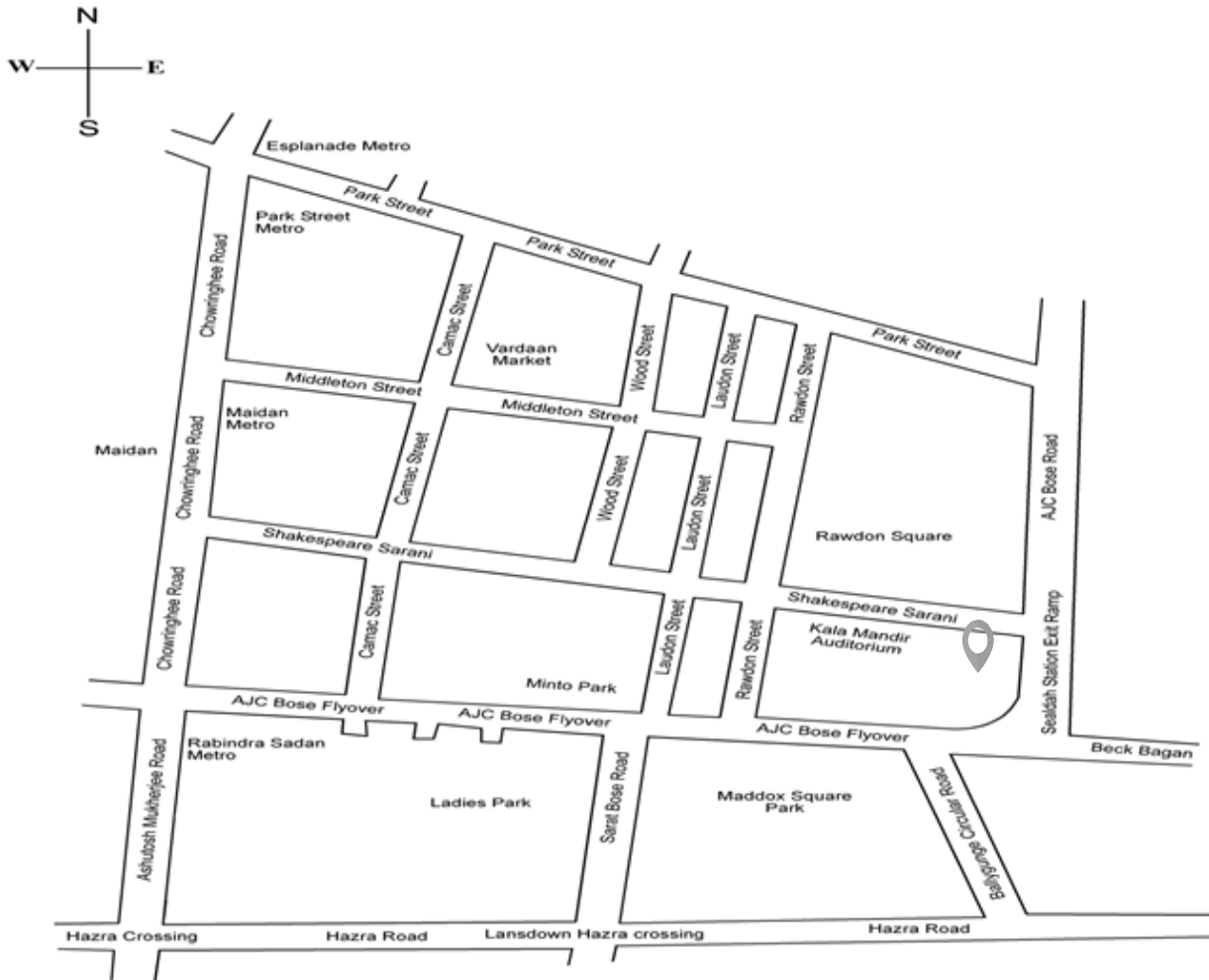
Place: Mumbai
Date: April 26, 2018


Details of Director seeking re-appointment at the AGM

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Koushik Chatterjee
DIN	00004989
Date of Birth	03.09.1968
Date of Appointment	24.07.2009
Qualification	B.Com (Hons.), FCA
Expertise in specific functional areas	Corporate Finance
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Tata Steel Limited Tata Steel Odisha Limited The Tinplate Company of India Ltd Tata Steel Special Economic Zone Limited Bistupur Steel Limited Bamnipal Steel Limited Dimna Steel Limited
Memberships/ Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Tata Steel Limited Stakeholders' Relationship Committee
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	Nil
Shareholding in the Company	Nil
Attendance at Board meetings in FY 2017-18	Mr. Chatterjee attended all Board Meetings in FY 2017-18.
Remuneration	Mr. Chatterjee, being the Executive of TSL, was not paid any sitting fees and/ or Commission for FY 2017-18.

ROUTE MAP TO THE AGM VENUE



 Kala Mandir,
48, Shakespeare Sarani, Kolkata - 700 017

- Landmark: Next to IDBI Bank, Zonal Office
- Nearest Bus-stop: AJC Road Crossing
- Nearest Metro Station: Maidan Metro Station
- Distance from AJC Road Crossing: 500 M
- Distance from Maidan Metro Station: 1.6 Km
- Distance from Rabindra Sadan Metro Station: 2.0 Km