



TATA METALIKS LIMITED

Registered Office: Tata Centre, 10th Floor, 43, J. L. Nehru Road, Kolkata – 700071.

Corporate Identification No. (CIN): L27310WB1990PLC050000

Tel: 91 33 6613 4200 **E-mail:** investors@tatametaliks.co.in

Website: www.tatametaliks.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

| VOTING STARTS ON | VOTING ENDS ON |
|---------------------------|----------------------------|
| Friday, December 17, 2021 | Saturday, January 15, 2022 |

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, *if any*, of the Companies Act, 2013, (**'Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 (collectively the **'MCA Circulars'**), to transact the special businesses as set out hereunder by passing Special Resolutions by way of postal ballot.

Pursuant to Section 102, Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (**'Notice'**).

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108, Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.tatametaliks.com.

Members desirous of exercising their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on **Saturday, January 15, 2022**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed Mr. P. V. Subramanian (Membership No. ACS 4585/ C.P. No. 2077), Practicing Company Secretary, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by Chairman on or before **Tuesday, January 18, 2022**. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at www.tatametaliks.com and on the website of NSDL at www.evoting.nsdl.com and intimated to BSE Limited ('**BSE**') and the National Stock Exchange of the India Limited ('**NSE**') (collectively '**Stock Exchanges**'), where the equity shares of the Company are listed, on or before **Tuesday, January 18, 2022**. Additionally, the results will be published in stipulated newspapers and placed on the notice board at the Registered Office of the Company.

The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for e-voting i.e. **Saturday, January 15, 2022**.

SPECIAL BUSINESS**1. Re-appointment of Mr. Amit Ghosh (DIN: 00482967) as an Independent Director of the Company****To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, *if any*, of the Companies Act, 2013 ('**Act**'), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), each as amended from time to time, Mr. Amit Ghosh (DIN: 00482967), who was appointed as an Independent Director at the 27th Annual General Meeting of the Company and who holds office up to January 23, 2022, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect 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, be and is hereby re-appointed, based on the recommendation of the Nomination and Remuneration Committee, as an Independent Director of the Company, to hold office for a second term effective January 24, 2022 through July 19, 2023, not liable to retire by rotation."

2. Re-appointment of Dr. Rupali Basu (DIN: 01778854) as an Independent Director of the Company**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, *if any*, of the Companies Act, 2013 ('**Act**'), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), each as amended from time to time, Dr. Rupali Basu (DIN: 01778854), who was appointed as an Independent Director at the 27th Annual General Meeting of the Company and who holds office up to January 23, 2022, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed, based on the recommendation of the Nomination and Remuneration Committee, as an Independent Director of the Company, to hold office for a second term of five years effective January 24, 2022 through January 23, 2027, not liable to retire by rotation."

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('**Act**') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('**Rules**'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('**Notice**').
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ R&D Infotech Pvt. Ltd, the Company's Registrar and Transfer Agent ('**RTA**') as on **Friday, December 10, 2021 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) and will arrange to send the Notice in electronic form to the members who will register their e-mail address in accordance with the process outlined in this Notice. 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. **Friday, December 10, 2021**.

3. In compliance with the provisions of Section 108, Section 110 of the Act read with Rules 20 and 22, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 14 of this Notice.

4. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories/ Depository Participant ('DP')) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

5. The remote e-voting shall commence on **Friday, December 17, 2021 at 9.00 a.m. (IST)** and shall end on **Saturday, January 15, 2022 at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. The Board of Directors has appointed Mr. P. V. Subramanian (Membership No. ACS 4585/ C.P. No. 2077), Practicing Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

7. The Scrutinizer will submit his report to the Chairman or any other person authorised by Chairman, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Tuesday, January 18, 2022**. The Scrutinizer's decision on the validity of votes cast will be final.

8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatametaliks.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

9. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. **Saturday, January 15, 2022**.

10. Members may download the Notice from the Company's website at www.tatametaliks.com or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

11. The vote in this Postal Ballot cannot be exercised through proxy.

12. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investors@tatametaliks.co.in from their registered e-mail addresses mentioning their names, folio numbers/ DP ID and Client ID.

13. Process for Registration of e-mail addresses:

A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:

To facilitate Members to receive this Notice electronically, the Company has made special arrangements with its Registrar and Transfer Agent, R & D Infotech Pvt. Ltd. for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5.00 pm (IST) on **Friday, January 14, 2022**.

B. Registration of e-mail address permanently with the Company / DP:

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

14. Process to cast votes through remote e-voting:





The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under ‘Login’ which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on ‘Access to e-Voting’ under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com Select ‘Register Online for IDeAS Portal’ or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div> |

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will also be able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

- B.** Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL 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: |
| 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*****. |
| 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***** |
| For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN is 118964 then user ID is 118964001*** |

5. Password details for shareholders other than Individual shareholders 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. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a pdf file. Open the 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 below 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, etc.
- 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 all the companies 'EVEN' in which you are holding shares and whose voting cycle.
2. Select 'EVEN' of company, which is 118964, for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pvsm17@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in or contact Mr. Amit Vishal or Ms. Pallavi Mhatre from NSDL at the designated e-mail IDs: amitv@nsdl.co.in or pallavid@nsdl.co.in

By Order of the Board of Directors

Sd/-

Avishek Ghosh

Company Secretary and Compliance Officer
(ICSI Membership No. ACS 44347)

Date : December 06, 2021

Place : Kolkata

Registered Office:

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

Tel: 91 33 6613 4200 | **Fax:** 91 33 2288 4372

E-mail: investors@tatametaliks.co.in **Website:** www.tatametaliks.com

CIN: L27310WB1990PLC050000

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)

The following Statement sets out all material facts relating to Item Nos. 1 & 2 mentioned in the accompanying Notice.

Background

The Nomination and Remuneration Committee (**‘NRC’/‘Committee’**) oversees the succession planning for the Board of Directors of the Company (**‘Board’**). The Committee has set in place a methodical, meritocratic, fair and transparent process to ensure that the Committee recommends, and the Board selects the right candidate(s) to serve on the Board.

The NRC at its meeting held on December 06, 2021 reviewed the profiles of Mr. Amit Ghosh (DIN: 00482967) and Dr. Rupali Basu (DIN: 01778854) and deliberated on their re-appointment on the Board. After going through the due process, the Committee were of the unanimous opinion that Mr. Ghosh and Dr. Basu would add significant value on the Board by virtue of the vast experience and skillsets possessed by them.

The Committee, therefore, recommended the Board to consider re-appointment of Mr. Amit Ghosh and Dr. Rupali Basu as Independent Directors for a second term. The Committee recommended the re-appointment as it foresaw (i) Mr. Ghosh adding significant value and strength to the Board in the areas of leadership, strategy, finance, and governance and (ii) Dr. Basu adding significant value and strength to the Board in the areas of leadership, strategy, operations, finance, governance, and government/ regulatory affairs.

Resolution No. 1 – Re-appointment of Mr. Amit Ghosh (DIN: 00482967) as an Independent Director of the Company

The Board, based on the recommendations of the NRC, appointed Mr. Amit Ghosh (DIN: 00482967) as an Additional Director of the Company effective January 24, 2017, to hold office up to the next Annual General Meeting of the Company. Subsequently, Mr. Ghosh was appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149 of the Act and Rules made thereunder, by the Members of the Company at the 27th Annual General Meeting held on July 26, 2017, for a period of five years effective January 24, 2017 through January 23, 2022.

Considering that the current term of Mr. Ghosh is concluding on January 23, 2022 and the continued association of Mr. Ghosh would be beneficial to the Company, the Board, based on the recommendation of the NRC and subject to the approval of the Members, proposed re-appointment of Mr. Amit Ghosh as an Independent Director of the Company, not liable to retire by rotation, for a second term effective January 24, 2022 through July 19, 2023, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

The Board, based on the performance evaluation and recommendation of NRC, considers that given his background, experience and contribution, the continued association of Mr. Ghosh would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The profile and specific areas of expertise of Mr. Ghosh are provided as annexure to this Notice.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received from Mr. Ghosh (i) Consent in writing to act as a Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended.

Further, in terms of Regulation 25(8) of Listing Regulations, Mr. Ghosh has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Ghosh has also confirmed that he is not debarred from holding the office of a Director by virtue of any Securities and Exchange Board of India (**‘SEBI’**) Order or any such Authority. Mr. Ghosh is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Ghosh has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Ghosh is a person of integrity and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The terms and conditions of the re-appointment as an Independent Director would be made available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@tatametaliks.co.in.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act, an Independent Director can hold office for a term of up to five consecutive years on the Board of a company and is eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in the Board's Report.

In compliance with the provisions 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 Regulation 17 and other applicable provisions of Listing Regulations, each as amended, the re-appointment of Mr. Ghosh as an Independent Director of the Company for a second term commencing January 24, 2022 through July 19, 2023, is being placed before the Members for their approval by way of a Special Resolution. Mr. Ghosh once re-appointed, will not be liable to retire by rotation.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ghosh, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the resolution set forth at Item No. 1 of the Notice for approval of the Members.

Resolution No. 2 – Re-appointment of Dr. Rupali Basu (DIN: 01778854) as an Independent Director of the Company

The Board, based on the recommendations of the NRC, appointed Dr. Rupali Basu (DIN: 01778854) as an Additional Director of the Company effective January 24, 2017, to hold office upto the next Annual General Meeting of the Company. Subsequently, Dr. Basu was appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149 of the Act and Rules made thereunder, by the Members of the Company at the 27th Annual General Meeting held on July 26, 2017, for a period of five years effective January 24, 2017 through January 23, 2022.

Considering that the current term of Dr. Basu is concluding on January 23, 2022 and the continued association of Dr. Basu would be beneficial to the Company, the Board, based on the recommendation of the NRC and subject to the approval of the Members, proposed re-appointment of Dr. Rupali Basu as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years effective January 24, 2022 through January 23, 2027, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

The Board, based on the performance evaluation and recommendation of NRC, considers that given her background, experience and contribution, the continued association of Dr. Basu would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

The profile and specific areas of expertise of Dr. Basu are provided as annexure to this Notice.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director.

The Company has received from Dr. Basu (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended.

Further, in terms of Regulation 25(8) of Listing Regulations, Dr. Basu has confirmed 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 as an Independent Director of the Company. Dr. Basu has also confirmed that she is not debarred from holding the office of a Director by virtue of any Securities and Exchange Board of India ('SEBI') Order or any such Authority. Dr. Basu is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Dr. Basu has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

TATA METALIKS LIMITED

In the opinion of the Board, Dr. Basu is a person of integrity and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The terms and conditions of the re-appointment as an Independent Director would be made available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@tatametaliks.co.in.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act, an Independent Director can hold office for a term of up to five consecutive years on the Board of a company and is eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in the Board's Report.

In compliance with the provisions 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 Regulation 17 and other applicable provisions of Listing Regulations, each as amended, the re-appointment of Dr. Basu as an Independent Director of the Company for a second term effective January 24, 2022 through January 23, 2027 is being placed before the Members for their approval by way of a Special Resolution. Dr. Basu once re-appointed, will not be liable to retire by rotation.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Dr. Basu, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the resolution set forth at Item No. 2 of the Notice for approval of the Members.

By Order of the Board of Directors

Sd/-

Avishek Ghosh

Company Secretary and Compliance Officer
(ICSI Membership No. ACS 44347)

Date : December 06, 2021

Place : Kolkata

Registered Office:

Tata Centre, 10th Floor,

43, J. L. Nehru Road, Kolkata – 700071.

Tel: 91 33 6613 4200 | **Fax:** 91 33 2288 4372

E-mail: investors@tatametaliks.co.in **Website:** www.tatametaliks.com

CIN: L27310WB1990PLC050000

ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings



Profile of Mr. Amit Ghosh

Mr. Amit Ghosh (68) was appointed as an Independent Director on the Board of Directors of the Company effective January 24, 2017 through January 23, 2022.

Mr. Ghosh, a Commerce graduate from St. Xavier's College, Calcutta, holds a PGDBM from XLRI, Jamshedpur, and is a Member of The Institute of Cost and Management Accountants of India. In his vast experience of more than 40 years, Mr. Ghosh has served Tata Steel Limited and its multiple group companies in the past. His areas of expertise include corporate financial restructuring, strategic planning exercises including value chain analysis to assist business growth, credit enhanced solutions to address transactional risks in commercial deals, acquisition integration and implementation of turnaround plans among others. Mr. Ghosh is currently Chairman of Stakeholders Relationship Committee and Committee of Board. He is also member of Audit Committee and Risk

Management Committee of the Company.

Particulars of experience, attributes or skills that qualify candidate for Board membership

Mr. Ghosh has extensive experience and exposure to areas such as strategy, finance, risk management and governance of large corporations. His exceptionally distinguished record of accomplishments is well poised to add significant value and strength to the Board. His prior experience enables him to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to large corporations. His prior experience enables him to provide the Board with valuable insights on varied matters of significance.

Board Meeting Attendance and Remuneration

Mr. Ghosh has attended all Board and Committee meetings (where he is a Member / Chairman) in the current financial year. Mr. Ghosh is paid remuneration by way of fee for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other meetings and profit related commission as approved by the Board based on the recommendation of the Nomination and Remuneration Committee.

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

There is no *inter-se* relationship between Mr. Amit Ghosh, other members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

NIL

Bodies Corporate (other than Tata Metaliks Limited and foreign companies) in which Mr. Amit Ghosh holds Directorships and Committee Membership

Directorship

NIL

Chairperson of Board Committees

NIL



Profile of Dr. Rupali Basu

Dr. Rupali Basu (58) was appointed as an Independent Director on the Board of Directors of the Company effective January 24, 2017 through January 23, 2022. Dr. Basu is a medical graduate from R G Kar Medical College, Kolkata and has post graduate training in Health and Hospital Management from Harvard and Delhi Universities. She is a veteran in healthcare sector in India and is currently the Managing Director of Woodlands Multispecialty Hospital Ltd, Kolkata. Dr. Basu is currently Chairperson of the CSR Committee and member of Stakeholders Relationship Committee and Safety, Health and Environment (SHE) Committee of the Company.

Particulars of experience, attributes or skills that qualify candidate for Board membership

Dr. Basu held the positions of Non-executive Director, IQ City Medical College and Hospital, Durgapur; President and CEO Eastern Region of Apollo Hospitals Group, India and General Manager, Kolkata for Wockhardt Hospitals Limited, Mumbai before amongst many others. She is known for her pioneering work in bringing Quality Systems and Accreditation in Healthcare in India. Her contribution in developing Superspeciality Tertiary Care hospital services in Eastern India specifically Cancer, Cardiac and Emergency care is instrumental in bringing back the confidence of people in healthcare in the Region. Her prior experience enables her to provide the Board with valuable insights on varied matters of significance.

Board Meeting Attendance and Remuneration

Dr. Basu has attended all Board and Committee meetings (where she is a Member/ Chairperson) in the current financial year. Dr. Basu will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and profit related commission as approved by the Board based on the recommendation of the Nomination and Remuneration Committee.

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

There is no *inter-se* relationship between Dr. Rupali Basu, other members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

NIL

Bodies Corporate (other than Tata Metaliks Limited and foreign companies) in which Dr. Rupali Basu holds Directorships and Committee Membership

Directorship

- Goodricke Group Ltd
- The Tinsplate Company of India Ltd

Chairperson of Board Committees

NIL

By Order of the Board of Directors

Sd/-

Avishek Ghosh

Company Secretary and Compliance Officer
(ICSI Membership No. ACS 44347)

Date : December 06, 2021

Place : Kolkata

Registered Office:

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43, J. L. Nehru Road, Kolkata – 700071.

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