



THE TINPLATE COMPANY OF INDIA LIMITED

Corporate Identity No. (CIN) : L28112WB1920PLC003606

Regd. Office : 4 Bankshall Street, Kolkata 700 001

Phone : 91 33 22435401 / 07/10 **Fax :** 91 33 22304170

Email : company.secretariat@tatatinplate.com **Website :** www.tatatinplate.com

**Notice pursuant to Section 110 of the Companies Act, 2013 read with
the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013, (the Act) read with the Companies (Management and Administration) Rules, 2014 ("Chapter VII Rules") including any statutory modification, re-enactment or amendments thereto that the resolution appended is proposed to be passed as a special resolution by way of postal ballot.

The statement setting out material facts pursuant to Section 102(1) of the Act, pertaining to the aforesaid resolution and the reasons thereof is annexed herewith and is being sent to you along with a Postal Ballot Form ("Form") for your consideration.

In compliance with the provisions of Section 110 of the Act read with Chapter VII Rules and the Listing Agreement entered into with the Stock Exchanges, the Company also offers e-voting option to all Members. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited ("CDSL") for facilitating e-voting as an alternate for the members to enable them to cast their vote electronically instead of returning the duly completed Form.

The Members are requested to read the instructions printed on the Form carefully for the voting via physical ballot / electronic mode. The Members who opt for voting via physical ballot are requested to send the Form duly completed and signed, in the enclosed postage prepaid self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 5th August, 2015 (5.00 pm).

In accordance with Chapter VII Rules, the Notice of the Postal Ballot will be uploaded on the Company's website www.tatatinplate.com.

The Board of Directors of the Company has appointed Mr. A K Labh, Practicing Company Secretary (FCS-4848 / CP-3238) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after completion of the scrutiny of the Postal Ballots and the result thereof will be announced by a Director or the Company Secretary of the Company within a period of three days from the end of the voting period at the Registered Office of the Company and intimated to the Stock Exchanges where the shares of the Company are listed and also to CDSL. Additionally, the result will be uploaded on the Company's website www.tatatinplate.com.

RESOLUTION:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Clause 49 of the Equity Listing Agreement with the Stock Exchanges and the relevant provisions of the Companies Act, 2013 read with related Rules thereto, consent of the Company be and is hereby accorded to the transactions entered into by the Company with Tata Steel Limited (TSL) (a “Related Party” in terms of Clause 49(VII)(B) of the Listing Agreement) in connection with the ongoing arrangements for conversion of Hot Rolled Coils (HRC) into Electrolytic Tinplate (ETP) alongwith sales assistance and purchase of ETP for exports, amounting to ₹ 570 crore and ₹ 303 crore respectively during the financial year 2014-15, and that approval be and is hereby also accorded to continue the ongoing conversion arrangements with TSL and purchase of ETP from TSL for exports, upto an annual amount of ₹ 750 crore and ₹ 660 crore respectively, in the financial year 2015-16 and each subsequent financial year, till the termination of the said arrangement.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors

Kaushik Seal
Company Secretary

Dated : 25th June, 2015

Registered Office:

4, Bankshall Street,

Kolkata - 700001

CIN: L28112WB1920PLC003606

Website: www.tatatinplate.com

NOTES :

1. Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 (the Act) and Rules made thereunder in respect of the business set out above is annexed hereto.
2. Notice along with Statement setting out material facts and the Postal Ballot Form is being sent to members:

- a. whose names appear in the Beneficial Owners as at the end of business hours on Friday, 26th June, 2015 in the list of Beneficial Owners furnished by National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”)
 - b. whose names appear as Members in the Register of Members of the Company on Friday, 26th June, 2015
3. The voting rights of the Members shall be reckoned as on Friday, 26th June, 2015 which is the cut-off date.
 4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members, *inter-alia*, through electronic means. Members who have registered their e-mail IDs with depositories or with the Company, are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form attached in the email or from the ‘Investor Relations’ section on the Company’s website www.tatatinplate.com and send the duly completed and signed Form to the Company.
 5. Any query in relation to the resolution proposed to be passed by Postal Ballot or e-voting may be addressed to the Company Secretary, The Tinsplate Company of India Limited, 4 Bankshall Street, Kolkata – 700001.

Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013

The Securities and Exchange Board of India vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 stipulated that all existing material related party contracts or arrangements as on the date of the circular which are likely to continue beyond 31st March, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to 1st October, 2014.

The proviso to the Clause 49 (VII)(C) of the Listing Agreement (effective from 1st October, 2014) as amended by the Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 states that a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Tata Steel Limited is a ‘Related Party’ within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49 (VII)(B) of the Listing Agreement (effective from 1st October, 2014).

The Company and Tata Steel Limited (TSL) entered into an arrangement in 1998 for conversion of TSL’s Hot Rolled Coils (HRC) into Electrolytic Tinsplate (ETP). Under the arrangement, the Company converts the HRC supplied by TSL into ETP and also assists in selling the same to the end consumers. The Company also purchases finished ETP from TSL for exports. These exports help the Company in earning export incentives and meeting its obligations, if any, under the Foreign Trade Policy. Based on an independent opinion obtained by the Company the aforesaid arrangements are in the ordinary course of the Company’s business and are at arm’s length.

With regard to the above provisions of the Listing Agreement, it is pertinent to mention that the value of transactions with TSL relating to the abovementioned ongoing conversion arrangement and purchase of ETP, during the financial year 2014-15, exceeded the threshold prescribed under proviso to Clause 49 (VII)(C) of the Listing Agreement and are therefore considered material. Moreover, the estimated value of the transactions relating to the ongoing conversion arrangement with TSL and purchase of ETP from TSL, during financial year 2015-16 and each subsequent financial year thereafter, are estimated to exceed the threshold prescribed under proviso to Clause 49 (VII)(C) of the Listing Agreement and will therefore, also be considered material.

In view of the above, approval of the Shareholders is being sought in terms of Clause 49 of the Listing Agreement (effective from 1st October, 2014).

The Board recommends the above resolution as special resolution to the shareholders for their approval.

According to the provisions of the Clause 49 (VII) (E) of the Listing Agreement with Stock Exchanges, the related party shall abstain from voting on the Resolution mentioned in the Notice.

The relevant necessary documents shall be available for inspection to the Members during the course of voting at the Registered Office of the Company during the office hours.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 :

- a. **Name of the Related Party** – Tata Steel Limited.
- b. **Name of Director or Key Managerial Personnel who is related, if any** – None
- c. **Nature of Relationship** – Holding Company with 74.96% equity shareholding.
- d. **Nature, Material Terms, Monetary Value and Particulars of the Contract or arrangement** – The transaction involves ongoing arrangements for conversion of Hot Rolled Coils (HRC) into Electrolytic Tinplate (ETP) and sales assistance of ETP since 1998, and purchase of ETP, amounting to ₹ 570 crore and ₹ 303 crore respectively during the financial year 2014-15 which approximately constitutes 93% of the Company's total turnover. The proposed transaction is in respect of the ongoing conversion arrangement with TSL and purchase of ETP from TSL, upto an annual amount of ₹ 750 crore and ₹ 660 crore respectively, for financial year 2015-16 and each subsequent financial year thereafter.
- e. **Any other information relevant or important for the Members to take a decision on the proposed resolution** - All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

By Order of the Board of Directors

Kaushik Seal
Company Secretary

Dated : 25th June, 2015

Registered Office:

4, Bankshall Street,

Kolkata - 700001

CIN: L28112WB1920PLC003606

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POSTAL BALLOT FORM

1. Name & Registered Address :
of the sole / first named
Member
2. Name(s) of the Joint holder(s), :
if any
3. Registered Folio No./ :
DP ID No. and Client ID No.*
(* Applicable to investors holding
shares in dematerialised form)
4. Number of Equity Share(s) held :
5. EVSN :
(e-Voting Sequence Number)
6. I/We hereby exercise my/our vote(s) in respect of the Special Resolution set out in the Notice dated 25th June, 2015 read with relevant statement setting out material facts attached thereto to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	No. of Equity Shares for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Approval of material related party transactions. (In terms of the resolution proposed vide notice dated 25 th June, 2015 along with the statement setting out material facts as attached therewith).			

Place :

Date :

Signature of the Member

Note: Please read the instructions carefully before exercising your vote.

1. GENERAL INFORMATION

1. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. In case a Member is opting for voting by Postal Ballot, then he / she should not cast vote by e-voting and vice versa. If a Member casts their votes by both e-voting and Postal Ballot Form, then voting done through e-voting shall prevail and Postal Ballot shall be treated as invalid. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
2. Voting rights in the Postal Ballot / e-voting cannot be exercised by Proxy.
3. Member need not use all the votes nor needs to cast all the votes in the same way.

2. PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING THE POSTAL BALLOT FORM:

- a. Please complete and sign the Postal Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr A K Labh, Practicing Company Secretary, (Membership No. FCS 4848/CP3238) of A K Labh & Co., Company Secretaries, Kolkata at the Registered Office of the Company in the enclosed postage pre-paid self-addressed envelop not later than Wednesday, 5th August, 2015 (5.00 pm). Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Postal Ballot Form received after Wednesday, 5th August, 2015 (5.00 pm) will be strictly treated as if the reply from the Members has not been received.
- b. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.
- c. In case the shares are held by Financial Institutions, Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization together with attested specimen signature of the duly authorised signatory(ies). In case the Form is signed for or on behalf of the Government, the nomination of the concerned Government in favour of such signatory should be enclosed with the Form.
- d. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
- e. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on Friday, 26th June, 2015 and as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owner.
- f. A Member may request for a duplicate Postal Ballot Form, if so required by sending request to TSR Darashaw Ltd., the Registrar and Share Transfer Agents of the Company or at the registered office of the Company by mentioning their Folio / DPID and Client ID No. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. a above.
- g. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- h. There shall be one postal ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders.
- i. The decision of the Scrutinizer on the validity of the Postal Ballot Form and any other related matter shall be final.
- j. Members may address any query to the Company Secretary at the Registered office of the Company, Tel No 033-22435401/07/10, Fax No 033-22304170, or by e-mail to company.secretariat@tatatinplate.com.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (i) The voting period begins on Tuesday, 7th July, 2015 at 9.00 am. and ends on Wednesday, 5th August, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26th June, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by the last 8 digits of their Demat Account Number/ Folio No. as the case may be in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account in dd/mm/yyyy format or enter the folio number.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held in the Bank Account number field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for The Tintplate Company of India Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call CDSL at 18002005533.