



THE TINPLATE COMPANY OF INDIA LIMITED

June 27, 2017

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai 400001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex, Bandra (East)
Mumbai 400051

Dear Sir,

Please find enclosed a copy of the Notice of the 98th Annual General Meeting of the Company for your kind information and record.

Thanking you,

Yours faithfully,
THE TINPLATE COMPANY OF INDIA LIMITED

Seal

(KAUSHIK SEAL)
COMPANY SECRETARY

Encl.

THE TINPLATE COMPANY OF INDIA LIMITED

NOTICE

THE NINETY-EIGHTH ANNUAL GENERAL MEETING OF THE TINPLATE COMPANY OF INDIA LIMITED will be held on Tuesday, 25th July, 2017 at 3.00 pm at the Kala Mandir, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700 017 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on the Equity Shares of the Company.
3. To appoint a Director in place of Ms Atrayee Sanyal (DIN : 07011659), who retires by rotation and is eligible for re-appointment.
4. Appointment of Statutory Auditors.

To consider and if thought fit, to pass with or without modification, 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 and the Rules framed thereunder, as amended from time to time the Company hereby appoints Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 304026E/E300009), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 103rd AGM of the Company, to be held in year 2022, at such remuneration plus applicable service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. Appointment of Mr. Krishnava Dutt (DIN : 02792753) as an Independent Director.

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

"RESOLVED THAT Mr. Krishnava Dutt (DIN : 02792753) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. from 31st March, 2017 under Section 161 of the Companies Act, 2013 (the Act) and who holds office upto the date of the Annual General Meeting, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder read with Schedule IV of the Act, as amended from time to time, Mr. Krishnava Dutt, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for

appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 31st March, 2017 to 30th March, 2022."

6. Appointment of Mr. Shashi Kant Maudgal (DIN : 00918431) as an Independent Director.

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

"RESOLVED THAT Mr. Shashi Kant Maudgal (DIN: 00918431) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. from 21st April, 2017 under Section 161 of the Companies Act, 2013 (the Act) and who holds office upto the date of the Annual General Meeting, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder read with Schedule IV of the Act, as amended from time to time, Mr. Shashi Kant Maudgal, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 21st April, 2017 to 20th April, 2022."

7. Appointment of Mr. R N Murthy (DIN : 06770611) as a Director of the Company :

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

"RESOLVED that Mr. R N Murthy (DIN : 06770611) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st July, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

8. Appointment of Mr. R N Murthy (DIN : 06770611) as an Executive Director of the Company :

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

"RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act and subject to the approval of the Central Government, if necessary, the Company hereby approves the appointment and terms of remuneration of Mr. R N Murthy (DIN : 06770611) as the Executive Director of the Company for a period commencing from 1st July, 2017, to 30th June, 2020, not liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner so as to not exceed the limits specified in Schedule V to the Act, as may be agreed to between the Board of Directors and Mr. R N Murthy.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

9. Approval of Material Related Party transaction relating to purchase of Power :

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulation, 2015] and the relevant provisions of the Companies Act, 2013 read with related Rules thereto, consent of the Company be and is hereby accorded for purchase of Power from Tata Steel Limited (TSL) [a "Related Party" in terms of Regulation 2(zb) of SEBI Regulation 2015] as per contracts / arrangements (as detailed in the Explanatory Statement annexed to the Notice) in the ordinary course of business and also at arm's length basis for a sum not exceeding Rs. 110 crores (Rupees One Hundred Ten crores) per annum for the financial year 2017-18 and each subsequent financial years, till the termination of the said arrangement or any modification in the terms thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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(s) are hereby approved, ratified and confirmed in all respects."

10. Approval of Material Related Party Transaction relating to purchase of Hot Rolled Coil

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulation, 2015] and the relevant provisions of the Companies Act, 2013 read with related Rules thereto, consent of the Company be and is hereby accorded to purchase Hot Rolled Coils from Tata Steel Limited (TSL) [a "Related Party" in terms of Regulation 2(zb) of SEBI Regulation, 2015] as per the contract / arrangements (as detailed in the Explanatory Statement annexed to the Notice) in the ordinary course of business and also at arm's length for a sum not exceeding Rs. 1,800 crores (Rupees One Thousand Eight

Hundred crores) per annum for the financial year 2017-18 and each subsequent financial years, 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 resolutions are hereby approved, ratified and confirmed in all respects."

11. Ratification of Cost Auditors' remuneration.

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs.1.80 lacs per annum plus applicable service tax and out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration no. 000001), who are appointed by the Board of Directors as Cost Auditors of the Company to conduct Audit of cost records of the Company for the financial year ending 31st March, 2018."

12th June, 2017

Registered Office :
4, Bankshall Street
Kolkata 700001
CIN : L28112WB1920PLC003606
Tel : 91 33 22435401, Fax : 91 33 22304170
Email : company.secretariat@tatatinplate.com
Website : www.tatatinplate.com

By Order of the Board of Directors

Kaushik Seal
Company Secretary

NOTES :

- (a) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the business under Item Nos. 5, 6, 7, 8, 9, 10 and 11 above are annexed hereto. The relevant details of Director seeking appointment / reappointment under item No. 3, 5, 6, 7 and 8 above pursuant to Regulation 36(3) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 is also annexed.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (c) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
- (d) The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 11th July, 2017 to Tuesday, 25th July, 2017 (both days inclusive).
- (e) If dividend on the Equity Shares as recommended by the Board of Directors is passed at the meeting, payment of such dividend will be made on and from 28th July, 2017 to those members whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before 10th July, 2017. In respect of Equity Shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as at the end of business hours on 10th July, 2017 as per details furnished by the Depositories for this purpose.

Members are requested to register their bank details with their depository participant in case they hold shares in electronic form or with the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited in case of holding in physical form to facilitate payment of dividend etc. either in electronic mode or for printing on the payment instruments.
- (f) Members/proxies/authorized representatives are requested to bring their duly filled attendance slips to attend the Meeting.
- (g) Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the Members. The same has also been hosted at the website of the Company at www.tatatinplate.com
- (h) 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.

- (i) Members who have not yet encashed their dividend warrants for the financial years ended 31st March, 2010 onwards are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for financial year 2009-10 can be claimed by shareholders by 3rd October, 2017.
- (j) As per the provisions of the Companies Act, 2013 facility for making nominations is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants. The contact details of the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited are given in this Annual report.

To support the Green Initiative, the Members who have not registered their email addresses are requested to register their email addresses with TSR Darashaw Limited / Depositories based on the mode in which the Shares were held.

- (k) In accordance with the Companies Act, 2013 read with the applicable Rules the Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- (l) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

1. The procedure and instructions for remote e-voting are as under :

- a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- b. Click on "Shareholders" tab.
- c. Now enter your User ID
 - i. For CDSL : 16 digits beneficiary ID,
 - ii. For NSDL : 8 Character, DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. 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.

f. If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 Number 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 Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records for the said demat account or folio.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records for the said demat account or folio. If both details are not recorded with the Depository or Company please enter the number of Shares held in the bank account field.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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 the 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant "The Tinsplate Company of India Limited" on which you choose to vote.

- k. 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.
 - l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - m. 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.
 - n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - o. You can also take out print of the voting cast by you by clicking on "Click here to print" option on the Voting page.
 - p. 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.
 - q. Note for Institutional Shareholders :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.
2. 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.
 3. E-voting period will commence from Saturday, 22nd July, 2017 (9.00 AM IST) and will end on Monday, 24th July, 2017 (5.00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 18th July, 2017 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.

4. The voting rights of the shareholders 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. Tuesday, 18th July, 2017.
Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting, as well as voting at the Annual General Meeting (AGM) through polling paper.
5. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of cut-off date i.e. Tuesday, 18th July, 2017, may obtain login ID and password by following the procedure and instructions for remote e-voting as stated above. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
6. A Member can opt for only one mode of voting i.e., either through e-voting or at the venue of AGM through polling paper. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting through polling paper shall be treated as invalid.
7. The facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting.
8. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
9. Mr A K Labh, Practising Company Secretary (FCS-4848 / CP-3238) of M/s A K Labh & Co. Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process including the e-voting process to be conducted at the venue of AGM in a fair and transparent manner.
10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
11. The Scrutinizer will collate the votes cast at the AGM, votes downloaded from the e-voting system and make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
12. The results declared along with the Scrutiniser's Report shall immediately be placed on the Company's website www.tatatinplate.com and on the website of CDSL www.evotingindia.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

ANNEXURE TO NOTICE

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following explanatory statement sets out all material facts relating to the business mentioned under item No. 5, 6, 7, 8, 9, 10, and 11 of the accompanying Notice dated 12th June, 2017.

Item No. 5

The Board of Directors of the Company had appointed Mr. Krishnava Dutt as an Additional Independent Director with effect from 31st March 2017, in accordance with the provisions of Article 90 of the Articles of Association of the Company read with Section 161 of the Act. Mr. Dutt holds office only upto the date of the forthcoming Annual General Meeting. A notice has been received from a Member, along with requisite deposit of money, as required under Section 160 of the Act, proposing Mr. Krishnava Dutt as a candidate for the office of Director of the Company.

Mr. Krishnava Dutt had started his legal career in the Calcutta High Court where he practiced civil law. After a short stint at the High Court, he joined ICICI Bank in Mumbai where he gained several years of experience in handling transactions in the stressed assets space and international banking sector. He joined Amarchand & Mangaldas & Suresh A. Shroff & Co. in 2005 and became the partner in charge of the eastern operations of the firm in the year 2007. He retired from Amarchand & Mangaldas & Suresh A. Shroff & Co. as a partner in June of 2009. Mr. Dutt is presently the Managing Partner of Argus Partners.

The Board considering Mr. Dutt's rich experience in senior position and taking into account the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dutt as an Independent Director of the Company, not liable to retire by rotation, with effect from 31st March, 2017 to 30th March 2022 subject to the approval of the Members.

In the opinion of the Board, Mr. Dutt fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and he is Independent of the Management.

In compliance with provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Dutt as an Independent Director is now being placed before the Members at the Annual General Meeting for their approval.

The terms and conditions of appointment of Mr. Krishnava Dutt shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

The Board commends the Resolution at Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMPs) or relatives of Directors and KMP's except Mr. Dutt is concerned or interested in the resolution mentioned at item No. 5 of the convening Notice.

Item No. 6

The Board of Directors of the Company had appointed Mr. Shashi Kant Maudgal as an Additional Independent Director with effect from 21st April, 2017, in accordance with the provisions of Article 90 of the Articles of Association of the Company read with Section 161 of the Act. Mr. Maudgal

holds office only upto the date of the forthcoming Annual General Meeting. A notice has been received from a Member, along with requisite deposit of money, as required under Section 160 of the Act, proposing Mr Shashi Kant Maudgal as a candidate for the office of Director of the Company.

Mr Shashi Kant Maudgal is a Chemical Engineer from IIT Delhi and an MBA from IIM Calcutta and had also done the Advanced Management Program from Harvard University. Mr. Maudgal had been on the Board of Hindalco Almix Aerospace Ltd (2007-12), Novelis Asia, Seoul (2012-16) and Aluminium Company of Malaysia Ltd, Kuala Lumpur (2012-16). Mr. Maudgal's immediate past assignment was in Seoul, South Korea where he was President and CEO, Novelis Asia for 4 years. He was on a project assignment with the Aditya Birla Group from where he had retired in 2016.

The Board considering Mr. Maudgal's rich experience in senior position and taking into account the recommendation of the Nomination and Remuneration Committee, appointed Mr. Maudgal at the Meeting of the Board of Directors held on 21st April, 2017 as an Independent Director of the Company, not liable to retire by rotation, with effect from 21st April, 2017 to 20th April, 2022 subject to the approval of the Members.

In the opinion of the Board, Mr. Maudgal fulfills the conditions specified in the Act and the Rules made thereunder for appointment as a Independent Director and he is Independent of the Management.

In compliance with provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Maudgal as an Independent Director is now being placed before the Members at the Annual General Meeting for their approval.

The terms and conditions of appointment of Mr. Shahshi Kant Maudgal shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

The Board commends the Resolution at Item No. 6 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMPs) or relatives of Directors and KMP's except Mr. Maudgal is concerned or interested in the resolution mentioned at item No. 6 of the convening Notice.

Item No. 7 & 8

The Board of Directors of the Company (the Board), at its meeting held on 6th June, 2017, on the recommendation of the Nomination and Remuneration Committee (NRC), had appointed Mr. R N Murthy as an Additional Director of the Company with effect from 1st July, 2017 and also as an Executive Director of the Company with effect from the same date for a period of 3 years subject to the approval of the Members. Further, the Board, on the recommendation of the NRC, approved the terms and conditions of Mr. Murthy's appointment, subject to the approval of the Members and the Central Government, if necessary. A notice has been received from a Member, along with requisite deposit of money, as required under Section 160 of the Act, proposing Mr. R N Murthy as a candidate for the office of Director of the Company.

Mr. Murthy is a Metallurgical Engineer from IT - BHU. He joined Special Steels Limited (SSL) in 1986 and gained experience in the various production units. Then he joined in the International Trading Division of Tata Steel in 1992 and thereafter held various positions in Tata Steel. In December, 2013, he was appointed as the Managing Director of TM International Logistics Limited (TMILL).

The main terms and conditions relating to the appointment of Mr. R N Murthy as Director and Executive Director are as follows :

1. Period : 3 years with effect from 1st July, 2017 to 30th June, 2020.
2. Remuneration :
 - (a) Salary - ₹ 3,32,272/- per month in the salary scale of ₹ 3,00,000/- per month to ₹ 5,30,000/- per month. Review of annual increment, which will be effective from 1st April each year, will be decided by the Board and NRC and will be merit based and take into account the Company's performance during the previous financial year.
 - (b) Performance Bonus / Commission - Mr. R N Murthy shall be entitled to annual performance linked bonus and/or Commission, not exceeding twice the annual salary, based on certain performance criteria and such other parameters laid down by the Board/ Committees thereof. These amounts (if any) will be paid after the Annual Accounts have been approved by the Board and adopted by the Shareholders.
 - (c) Perquisites & Allowances - The perquisites and allowances detailed below provided that the aggregate value of the perquisites shall be subject to a maximum of an amount equivalent to 140% of the annual salary.

PART A

- (i) Housing - Accommodation (furnished or otherwise) or house rent allowance at the rate of 85% of salary.
- (ii) Other perquisites and allowances given below subject to a maximum of 55% of the annual salary;

The categories of perquisites / allowances to be included within the 55% limit shall be -

a) Allowances for Helper/ Education of Children/ Other Allowances	33.34%
b) Leave Travel Concession/Allowance	8.33%
c) Medical allowance	8.33%
	<hr/>
	50.00%
d) Personal Accident Insurance	} @ actuals subject to a cap of ...
e) Club Membership fees	
	<hr/>
	5.00%
	<hr/>
	55.00%

PART B

Hospitalisation, Transport, Telecommunication and other facilities :

- (i) Hospitalisation and major medical expenses for self, spouse and dependent (minor) children and dependent parents;
- (ii) Car, with driver provided, maintained by the Company for official and personal use.
- (iii) Telecommunication facilities including broadband, internet and fax.

PART C

Not to be considered or included for computation of ceiling on perquisites to the extent either singly or put together are not taxable under the Income Tax Act, 1961.

- (i) Provident Fund: Company's contribution towards Provident Fund at such rate as prescribed by the Government in this regard.
 - (ii) Superannuation Fund: Company's contribution towards Superannuation Fund subject to a ceiling of 15% of the salary or such rate as prescribed by the Government in this regard.
 - (iii) Gratuity payable as per Rules of the Company's Gratuity Scheme.
 - (iv) Encashment of leave at the end of the tenure.
3. Leave as per the Rules of the Company.
 4. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules at actual cost.
 5. In the event of absence or inadequacy of profits of the Company in any financial year during the period of appointment, the Company shall pay to the Executive Director remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as specified above, subject to provisions of the Companies Act, 2013 (the Act) and Schedule V of the Act.

The entire remuneration package shall however be subject to the overall ceiling laid down under Sections 196 and 197 of the Act and conditions of Schedule V of the Act.

6. Mr Murthy shall not, so long as he functions as the Executive Director of the Company be entitled to receive any fee for attending any meetings of the Board or any Committee thereof.
7. If and when the term of Mr Murthy's employment expires or is terminated for any reason whatsoever, he will cease to be the Executive Director and also cease to be a Director. If at any time he ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director and his employment shall forthwith terminate. If at any time he ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Executive Director of the Company.
8. Refund of Excess Remuneration : In the event of Mr Murthy drawing or receiving by way of remuneration any such sums in excess of the limits prescribed by Schedule V to the Act or sanctioned by the Central Government if applicable, he shall refund such sums to the Company and until such sums are refunded he shall hold the same in trust for the Company.
9. Mr Murthy shall so long as he functions as the Executive Director not become interested or otherwise concerned directly or through his wife and / or children in any selling agency of the Company.
10. Mr Murthy's appointment may be terminated by either party giving to the other party six months' notice in writing of such termination or the Company paying six months remuneration in lieu thereof.

11. Mr Murthy's employment may be terminated by the Company without notice or payment in lieu of notice:
 - (a) if he is found guilty of any gross negligence or moral turpitude, default or misconduct in connection with or affecting the business of the Company to which he is required to render services; or
 - (b) in the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained herein; or
 - (c) in the event of the Board expressing its loss of confidence in him.
12. Upon the termination of Mr Murthy's employment by whatever means:
 - (a) he shall immediately tender his resignation as a Director of the Company and from such other offices held by him in the Company without claim for compensation for loss of office.
 - (b) he shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.
13. During Mr Murthy's employment as the Executive Director, he shall adhere to the Tata Code of Conduct, ensure that there is no conflict of interest with the Company and maintain confidentiality.

Mr R N Murthy is interested and concerned in the Resolutions mentioned at Item nos.7 & 8 of the Notice. Other than Mr Murthy, no other Directors, Key Managerial Personnel (KMP) or their respective relatives of Directors or KMP are concerned or interested in the Resolution.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the appointment and terms of remuneration of Mr R N Murthy as Executive Director as set out above.

The Resolutions regarding the appointment of Mr Murthy at Item nos. 7 & 8 are commended for approval by the Members.

Item No. 9

As per requirements of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulations 2015], all Material Related Party transactions shall require the approval of shareholders through a Resolution. Further, the Explanation to Regulation 23(1) of SEBI Regulations 2015 provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company purchases power from Tata Steel Limited [a related party in terms of Regulation 2(zb) of SEBI Regulations 2015] for its captive consumption at Works and Township situated at

Jamshedpur. Tata Steel Limited's sale price of power to the Company is regulated by the Jharkhand State Electricity Regulatory Commission (JSERC). At the last Annual General Meeting the Company, apprehending that the cost of tariff for FY 2016-17 would exceed 10% threshold of material transaction, as stipulated under SEBI Regulation, had sought shareholders' approval for purchase of Power from Tata Steel Limited for a sum not exceeding Rs.100 crores for the financial year 2016-17 and for subsequent financial years. In line with the requirement of the SEBI Regulations, 2015 the above proposal was approved by the Shareholders at the 97th Annual General Meeting (AGM) of the Company.

It is informed that with effect from 1st March, 2017 the power tariff has been increased by 20%. In the last financial year 2016-17 the Company's purchase of power from Tata Steel Limited amounted to Rs.83 crores. Considering the increase in power tariff by 20%, the total power cost in FY 2017-18, is likely to be more than Rs.100 crores which would exceed the material threshold of Rs.85 crores and the approved transaction value of Rs.100 crores (as approved at the 97th AGM) may not be adequate.

Consequently, this related party transaction with Tata Steel Limited may come under the purview of Material Related Party transaction as per Explanation to Regulation 23(1) of SEBI Regulations 2015 and would thus require shareholders' approval as per Regulation 23(4) of SEBI Regulations 2015. Hence, it is proposed to secure shareholders' approval on Resolution No. 9 of the Notice convening the AGM for approving the following prospective Material Related Party transaction in the financial year 2017-18 and each subsequent financial years, till the termination of the contract or arrangement or any modification in the terms thereof :

Sl. No.	Description	Details
1.	Name of the Related Party	Tata Steel Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr Koushik Chatterjee, Chairman of the Board
3.	Nature of Relationship	<ul style="list-style-type: none"> • Tata Steel Limited is holding 74.96% of the equity shares of the Company • Mr Koushik Chatterjee, the Chairman of the Company is also the Group Executive Director (Finance and Corporate) of Tata Steel Limited
4.	Nature, material terms, monetary value and particulars of contracts or arrangement	Purchase of power at tariff regulated by JSERC
5.	Any other information relevant or important for 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 has been mentioned in the foregoing paragraphs.

The above information be considered as additional information required to be disclosed pursuant to Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014. In view of the above, approval of the Shareholders is being sought in terms of Regulation 23(4) of SEBI Regulations 2015.

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

According to the provisions of Regulation 23(4) of SEBI Regulations 2015, related parties shall abstain from voting on the Resolution no 9 of 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 (KMPs) or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 10

As part of a restructuring plan, the Company had entered into an arrangement with Tata Steel Limited (TSL) in the year 1998 for conversion of TSL's Hot Rolled Coils (HRC) into Electrolytic Tinplate (ETP), which has been continuing. Under the arrangement, the Company converts the HRC supplied by TSL into ETP and also assists TSL in selling the same to the end consumers. The above transaction with TSL [a related party in terms of Clause 49(VII)(B) of the erstwhile Listing Agreement] being material in nature, the Company, in compliance with the proviso to Clause 49 of the erstwhile Listing Agreement with the Stock Exchanges as amended by Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014, had obtained shareholders' approval vide Postal Ballot dated 25th June, 2015.

The Company is now in a position to independently undertake tinplate business on its own account. This would not only increase the turnover of the Company but would also help in expanding the Company's independent profile and identity in the market. Therefore, it is proposed that the Company would commence the process of transition from the existing arrangement of converting HRC supplied by TSL into ETP and assisting TSL in selling the same to the end consumers, to purchase of HRC from TSL [a related party in terms of Regulation 2(zb) of SEBI Regulation 2015] and / or other suppliers and manufacture and sale of the ETP and other products on its own account. Moreover the proposed introduction of the Goods and Service Tax regime is expected to provide a smooth transition by way of a simpler tax structure. The existing shareholders' approval sought vide Postal Ballot dated 25th June, 2015 continues to remain in force until the Company completely transits into the proposed arrangement of buying HRC from TSL and / or other suppliers.

As per the requirement of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulations, 2015], all Material Related Party transactions shall require the approval of shareholders through a Resolution. Further, the Explanation to Regulation 23(1) of SEBI Regulations, 2015 provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. According to this definition, a transaction would be

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material if it exceeds 10% of the turnover for FY 2016-17, which was approximately Rs 850 crores. Hence, the materiality threshold for transactions entered into by the Company during FY 2017-18 would be 10% of Rs 850 crores i.e. Rs. 85 crores.

In this context it is pertinent to mention that the Company's purchase of HRC from TSL in the above proposed arrangement is estimated to cross the materiality threshold (as explained above) and would qualify as a 'Material' Related Party Transaction as per the SEBI Regulations, 2015. Hence it is proposed to secure shareholders' approval on the resolution set out in the Notice for approving the following prospective material related party transaction for financial year 2017-18 and each subsequent financial years :

Sl. No.	Description	Details
1.	Name of the Related Party	Tata Steel Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr Koushik Chatterjee, Chairman of the Board
3.	Nature of Relationship	<ul style="list-style-type: none">• Tata Steel Limited is holding 74.96% of the equity shares of the Company• Mr Koushik Chatterjee, the Chairman of the Company is also the Group Executive Director (Finance and Corporate) of Tata Steel Limited
4.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves purchase of Hot Rolled Coils from Tata Steel Limited upto an annual amount of Rs. 1800 crores for the purpose of manufacturing of Electrolytic Tinplate and other products and thereafter selling of the same to end consumers.
5.	Any other information relevant or important for 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 has been mentioned in the foregoing paragraphs.

The above information be considered as additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014.

In view of the above, approval of the Shareholders is being sought in terms of Regulation 23(4) of SEBI Regulations, 2015.

The Board recommends the above resolution as an Ordinary Resolution to the shareholders for their approval.

According to the provisions of the Regulation 23(4) of SEBI Regulations, 2015 the related parties shall abstain from voting on the Resolution No. 10 mentioned in the Notice whether the entity is related to the transaction or not.

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 (KMPs) or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 11

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s Shome & Banerjee, Cost Auditors, to conduct Cost Audit for the financial year ending 31st March, 2018 at a fee of Rs. 1.80 lacs per annum plus reimbursement of out-of-pocket, travelling and living expenses.

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

The Board has approved the remuneration of Rs. 1.80 lacs per annum plus out-of-pocket expenses to M/s Shome & Banerjee as the Cost Auditors and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 11.

The Resolution at Item No. 11 is commended for approval by the Members.

None of the Directors or Key Managerial Personnel (KMPs) or their relatives are concerned or interested in the Resolution mentioned at Item No. 11 of the convening Notice.

12th June, 2017

By Order of the Board of Directors

Registered Office :
4, Bankshall Street,
Kolkata 700001
CIN : L28112WB1920PLC003606
Tel : 91 33 22435401 Fax : 91 33 22304170
Email : company.secretariat@tatatinplate.com
Website : www.tatatinplate.com

Kaushik Seal
Company Secretary

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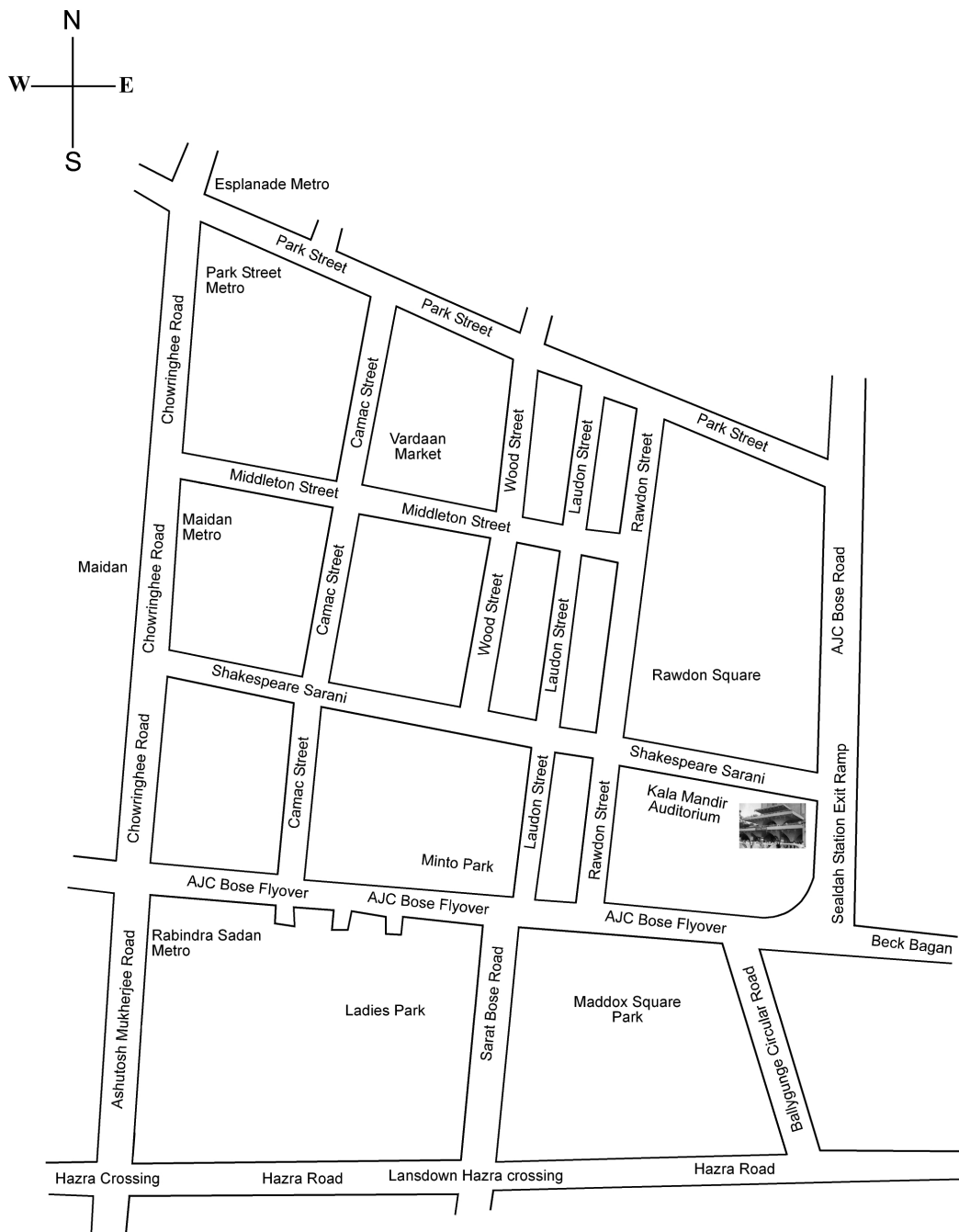
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Details of the Directors seeking appointment / re-appointment at the Annual General Meeting:

Name of Director	Ms Atrayee Sanyal	Mr Krishna Dutt	Mr. Shashi Kant Maudgal	Mr. R N Murthy
Date of Birth	25th May, 1970	16th October, 1974	1st February, 1954	17th November, 1964
Date of Appointment	22nd January, 2015	31st March, 2017	21st April, 2017	1st July, 2017
Qualification	BA and MBA from Calcutta University	Bachelor of Socio-Legal Sciences and Bachelor of Law	Chemical Engineer from IIT Delhi and an MBA from IIM Calcutta	Metallurgical Engineer from IT - BHU
Expertise in specific functional areas	Expertise in the field of Marketing and Sales, Brand & Retail Management and Market Research, Channel Management, Market & Business Research, Corporate Strategy, Communication Advertising and TQM practice.	Expertise in the field of M&A, Corporate Law and Banking & Finance Law	Expertise in General Management, Strategy, Structures and Sales & Marketing.	General Management, Commercial Management, Steel Manufacturing, Revenue Planning & Cost Control, Business Development & Supply Chain Management.
Directorship held in other Listed Companies	NIL	Tata Metaliks Limited BalrampurChini Mills Ltd Tata Sponge Iron Limited	NIL	NIL
Membership/ Chairmanship of Committees** across public Companies	The Tinplate Company of India Limited (AC)	The Tinplate Company of India Limited (AC) Tata Metaliks Limited (AC, SRC) Balrampur Chini Mills Ltd (AC, SRC) Tata Sponge Iron Limited (SRC) Industrial Energy Limited (AC) Tata Steel Special Economic Zone Limited (AC) Maithon Power Limited (AC)	NIL	NIL
No. of shares held in the Company	Nil	Nil	Nil	Nil

**Includes Audit Committee (AC), Stakeholders' Relationship Committee (SRC).

Route Map to the AGM Venue



**KALA MANDIR
SANGIT KALA MANDIR TRUST
48, SHAKESPEARE SARANI
KOLKATA 700 017**