

# NOTICE

Notice is hereby given that the HUNDRETH ANNUAL GENERAL MEETING of the members of THE TINPLATE COMPANY OF INDIA LIMITED will be held on Monday, August 26, 2019 at 3.00 p.m. at the Kala Mandir, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata 700017, 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 March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of Rs. 2/- per fully paid Equity Shares of face value Rs.10/- each for the Financial Year 2018-19.
3. To appoint a Director in place of Mr. Anand Sen (DIN: 00237914), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

4. **Appointment of Mr. R N Murthy (DIN: 06770611) as Managing Director.**

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Schedule V to the Act, the consent of the Members of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. R N Murthy (DIN: 06770611) as the Managing Director of the Company for a period commencing from July 10, 2018 to July 9, 2021, not liable to retire by rotation, upon the terms and conditions set out in the 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 during his said tenure within the overall limits of Section 197 of the Act, with liberty to the Board of Directors (the ‘Board’ which term includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment and terms of remuneration in such manner so as to not exceed the limits specified in Schedule V to the Act, and 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.”

5. **Re-appointment of Dr. Sougata Ray (DIN: 00134136) as an Independent Director.**

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 to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, Dr Sougata Ray (DIN: 00134136), who was appointed as an Independent Director at the 95th Annual General Meeting of the Company and who holds office up to September 4, 2019, 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 SEBI 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 as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term of five years with effect from September 5, 2019 up to September 4, 2024, not liable to retire by rotation.”

6. **Re-appointment of Mr. B N Samal (DIN : 00429902) as an Independent Director.**

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 to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, Mr. B N Samal (DIN: 00429902), who was appointed as an Independent Director at the 96th Annual

General Meeting of the Company and who holds office up to January 21, 2020, 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 SEBI 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 as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term commencing from January 22, 2020 up to March 3, 2023, not liable to retire by rotation."

**7. Ratification of excess quantum of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2018-19**

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

"RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting of the Company held on July 3, 2018 and pursuant to the provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the relevant provisions of the Companies Act, 2013 read with related Rules thereto, if applicable, and the Company's policy on Related Party Transaction(s), consent of the Members of the Company be and is hereby accorded for the transactions entered into by the Company with Tata Steel Limited ("TSL") [a "Related Party" in terms of Regulation 2(1)(zb) of SEBI Listing Regulations] in connection with purchase of Hot Rolled Coils, in the ordinary course of business and also at arm's length, for a sum of Rs. 2,051.82 crores (Rupees Two thousand Fifty one crores and eighty two lakhs) in FY 2018-19, which is in excess of the shareholders' approval taken on July 3, 2018 for Rs. 2,000 crores (Rupees Two Thousand crores) per annum for FY 2018-19 and accordingly the excess quantum of transactions carried out in FY 2018-19 be and is hereby ratified.

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

**8. Approval of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2019-20 and subsequent financial years.**

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 Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and the relevant provisions of the Companies Act, 2013 read with related Rules thereto, if applicable, and the Company's policy on Related Party Transaction(s), consent of the Members of the Company be and is hereby accorded to enter into contract(s) / arrangement(s) / transaction(s) to purchase Hot Rolled Coils from Tata Steel Limited (TSL) [a "Related Party" in terms of Regulation 2(1)(zb) of SEBI Listing Regulations], as per the contract(s) / arrangement(s) (as detailed in the Statement annexed to the Notice), in the ordinary course of business and also at arm's length for a sum not exceeding Rs. 2,500 crores (Rupees Two Thousand Five Hundred crores) per annum for FY 2019-20 and each subsequent financial years, till the termination of the said arrangement.

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 authorized 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) / Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

**9. 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) read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of Rs.1.80 lakhs per annum plus applicable taxes, out-of-pocket, travelling and living expenses, payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration No.000001), who have been appointed by the Board of Directors on

the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct Audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company."

**NOTES :**

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice, is annexed hereto. The relevant details of Directors seeking appointment / reappointment under item Nos. 3, 4, 5 and 6 pursuant to applicable Regulations of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India is furnished as annexure to the Notice.
- (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, duly completed and signed, not less than 48 hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 in number 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 their representative to attend and vote on their behalf at the Meeting.
- (d) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- (e) The Register of Members of the Company will be closed

from Wednesday, August 14, 2019 to Monday, August 26, 2019 (both days inclusive) for the purpose of Annual General Meeting and dividend for Financial Year 2018-19.

- (f) If dividend on the Equity Shares as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made on and from Thursday, August 29, 2019 as under:
  - In respect of Equity Shares held in physical form, to all those members whose names appear on the Company's Register of Members as on Tuesday, August 13, 2019 after giving effect to valid transmission or transposition requests lodged with the Company on or before the close of business hours on Tuesday, August 13, 2019.
  - In respect of Equity Shares held in electronic form, to all the beneficial owners of the shares as at the end of business hours on Tuesday, August 13, 2019 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.

- (g) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company at [company.secretariat@tatatinsplate.com](mailto:company.secretariat@tatatinsplate.com) or Company's Registrars and Transfer Agents, TSR Darashaw Limited at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) and at + 91 22 66568484 for assistance in this regard.
- (h) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and to TSR Darashaw Limited in case the shares are held in physical form.
- (i) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TSR Darashaw Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

- (j) Members/proxies/authorized representatives are requested to bring their duly filled attendance slips to attend the Meeting.
- (k) 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.
- (l) 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.
- (m) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
- Members may note that the list of unpaid/ unclaimed dividend is available on the website of the Company at [www.tatatinplate.com](http://www.tatatinplate.com).
- (n) Members who have not yet encashed their dividend warrants for the financial years ended March 31, 2012 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 2011-12 can be claimed by shareholders by October 3, 2019.
- (o) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.
- (p) 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.
- register their email addresses with TSR Darashaw Limited / Depositories based on the mode in which the shares were held.
- (q) In accordance with the Companies Act, 2013 read with the applicable Rules the Notice of the AGM along with the Annual Report 2018-19 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. Members may note that Annual Report 2018-19 will also be available on the Company's website at [www.tatatinplate.com](http://www.tatatinplate.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- (r) At the 98th AGM held on July 25, 2017 the members approved appointment of Price Waterhouse & Co. Chartered Accountants LLP, Chartered Accountants (Firm Registration No.304026E/E300009) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 103rd AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 100th AGM.
- (s) 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 Regulations, as amended, and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, 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.

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](http://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.

To support the Green Initiative, the Members who have not yet registered their email addresses are requested to

- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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 :

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
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 Tinplate 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](mailto: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](mailto: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 to the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call CDSL at 1800225533.
3. E-voting period will commence from Friday, 23rd August, 2019 (9.00 AM IST) and will end on Sunday, 25th August, 2019, (5.00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, August 19, 2019 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. Monday, August 19, 2019.  
  
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 ballot 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. Monday, August 19, 2019, 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](http://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 ballot paper. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting through ballot paper shall be treated as invalid.
7. The facility for voting through ballot 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 remote e-voting process as well as voting 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](http://www.tatatinplate.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

15th April, 2019

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](mailto:company.secretariat@tatatinplate.com)

Website : [www.tatatinplate.com](http://www.tatatinplate.com)

**Kaushik Seal**

Company Secretary

ACS No. : 21647

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

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Statement sets out all material facts relating to the business mentioned under item Nos. 4 to 9 of the accompanying Notice.

### Item No. 4

Consequent upon stepping down of Mr Tarun Kumar Daga as Managing Director of the Company with effect from July 10, 2018, the Board of Directors of the Company (the Board), at its meeting held on July 6, 2018, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. R N Murthy, Executive Director of the Company as the Managing Director of the Company for a period of 3 years with effect from July 10, 2018 subject to the approval of the shareholders.

Further, the Board, based on the recommendation of the NRC, approved the terms and conditions of Mr. Murthy's appointment, subject to the approval of the shareholders.

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 the International Trading Division of Tata Steel Ltd. (TSL) in 1992 and thereafter held various positions in TSL. In December, 2013, Mr. Murthy was appointed as the Managing Director of TM International Logistics Limited (TMILL) and thereafter he was appointed as the Executive Director of the Company with effect from July 1, 2017.

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

1. **Period** : 3 years. From July 10, 2018 to July 9, 2021
2. **Duties and Powers** : Mr. Murthy shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Managing Director from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.
3. **Remuneration** :
  - a. Salary : Current basic salary Rs.3,75,772/- per month in the salary scale of Rs.3,00,000/- to Rs.5,30,000/- per month, with annual increments effective 1st April, each year, as may be decided by the Board, based on merit and taking into account the Company's performance for the year.
  - b. Performance Bonus/Commission : Mr. Murthy shall be entitled to annual performance linked bonus and/

or Commission, not exceeding twice of 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. Housing : Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

However, where Company owned accommodation is provided, Mr. Murthy shall pay a 'Standard Rent' for such accommodation as applicable to the employees of the Company and towards the cost of water, furnishing on the same lines as applicable to other employees of the Company.

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary (in case residential accommodation is not provided by the Company).

- d. 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.
  - (iv) Housing Loan as per the Rules of the Company.
- e. 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 –

i) Allowances for Helper/ Education of Children/Other Allowances		33.34%
ii) Leave Travel Concession/Allowance		8.33%
iii) Medical allowance		8.33%
		<u>50.00%</u>
iv) Personal Accident Insurance	} @ actuals subject to a cap of	
v) Club Membership fees		5.00%
		<u>55.00%</u>

- f. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.

- g. Mr. Murthy shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by Mr. Murthy is encashable in accordance with the Rules of the Company.
4. **Minimum Remuneration:** In the event of absence or inadequacy of profits of the Company in any financial year during the period of Mr. Murthy's appointment, the Company shall pay him remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as approved by the Board, subject to provisions of the Act and Schedule V of the Act.
5. The entire remuneration package of the Managing Director shall, however be subject to the overall ceiling laid down under Section 196 and 197 of the Act and conditions of Schedule V of the Act.
6. Managing Director may be entitled to Long Term Incentive Plan (LTIP) as per the Tata Steel Group Company's norms, subject to the approval and discretion of the Board of Directors of the Company. This would be applicable in lieu of the Special Retirement Benefits for MD/ED as per the Tata Group norms.
7. **Variation**  
The terms and conditions of the appointment of the Managing Director and / or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
8. **Selling Agency**  
Mr. Murthy, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.
9. **Tata Code of Conduct**  
The provisions of the Tata Code of Conduct shall be deemed to have been incorporated into the Agreement by reference. Mr. Murthy shall during his term, abide by the provisions of the Tata Code of Conduct in spirit and in letter and commit to assure its implementation.
10. **Summary termination of employment**  
The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice :
- a. if Mr. Murthy is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
- b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement; or
- c. in the event the Board expresses its loss of confidence in the Managing Director.
11. **Resignation from directorships**  
Upon the termination by whatever means of his employment under the Agreement:
- a. the Managing Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167 (1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
- b. the Managing Director shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies.
12. If and when the Agreement expires or is terminated for any reason whatsoever, Mr Murthy will cease to be the Managing Director and also cease to be a Director of the Company. If at any time, the Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate. If at any time, Mr. Murthy ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.
- The contract between Mr R N Murthy and the Company may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board), in lieu of such notice.
- The profile and specific areas of expertise of Mr. R. N. Murthy are provided as annexure to this Notice.
- None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. R. N. Murthy, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.
- In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act (as amended), and based on the recommendation of the Board and the NRC, the approval of the Members is sought for the appointment and terms of remuneration of Mr. Murthy as Managing Director as set out above.
- The Board recommends the Resolution set forth in Item No. 4 for the approval of Members.



### Item No. 5

Dr. Sougata Ray (DIN 00134136) was appointed as a Non-Executive Director of the Company effective May 4, 2011. On April 1, 2014, the Ministry of Corporate Affairs notified Section 149 of the Act and related Rules. Pursuant to the said provisions, Dr. Ray was appointed as an Independent Director of the Company by the Shareholders of the Company at the 95th Annual General Meeting held on September 5, 2014, for a period of five years with effect from September 5, 2014 up to September 4, 2019.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Dr. Sougata Ray (DIN 00134136) as Independent Director, for a second term of five years from 5th September, 2019 to 4th September, 2024, not liable to retire by rotation. 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 Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Dr. Ray would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

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.

The Company has received from Dr Ray a consent in writing to act as a Director in Form DIR-2 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he 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. Dr. Ray has also given a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Dr Ray is a person of integrity, fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday and Sunday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Dr Sougata Ray graduated in Mechanical Engineering from Indian Institute of Engineering, Science and Technology, Shibpur. He is a Fellow (Ph.D) in Management from Indian Institute of Management, Ahmedabad. Dr. Ray is a professor of strategic management of Indian Institute of Management Calcutta. He has more than 25 years of experience in industry and academics as an Executive, Researcher, Teacher, Administrator and Corporate Advisor. He has worked as a front-line manager in SAIL during 1989-1993, as Head of innovation Lab in Infosys Technologies during 2008-2010, as the founding faculty and Chairman of the MBA programme at IIM-Indore during 1998-2000. Since early 2000, he has been associated with IIM, Calcutta and has been a professor since 2006 and a faculty member on the Board of Governors of Indian Institute of Management Calcutta since 2017. He has served as dean of IIMC during 2010-12. He has been an advisor and Senior Research Fellow of Thomas Schmidheiny Centre of Family Enterprise at Indian School of Business since 2014. He has also served as short term visiting scholar in a number of well-known business schools in Asia, Europe and North America.

In terms 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 the applicable provisions of the SEBI Listing Regulations, 2015, each as amended, the re-appointment of Dr. Ray as an Independent Director of the Company for a second term commencing September 5, 2019 through September 4, 2024 is being placed before the Shareholders for their approval by way of a special resolution. Dr. Ray once appointed, will not be liable to retire by rotation.

The Board recommends the special resolution at Item No.5 of the Notice for approval of the shareholders.

None of the directors and/or Key Managerial Personnel (KMP) of the Company and/or their respective relatives except Dr Sougata Ray to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

### Item No. 6

Mr B N Samal (DIN 00429902) was appointed as Independent Director at the Annual General Meeting ("AGM") of the Company held on 23rd September, 2015 and holds office up to 21st January 2020. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr Samal as Independent Director, for a second term commencing from 22nd January 2020 till 3rd March 2023, when he retires as per the Company's Governance Guidelines. 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 Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr Samal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

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.

The Company has received from Mr Samal a consent in writing to act as Director in Form DIR-2 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he 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. Mr Samal has also given a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mr Samal is a person of integrity, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday and Sunday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr Samal had retired as the Executive Director from LIC of India at the end of 2013, where he shouldered various responsibilities for 36 years. He was a Senior Executive in LIC's Top Management for 11 years. As the founding Director & Chief Executive of their start up subsidiary company, LIC HFL Care Homes, he pioneered its unique CSR venture, the first time from a public sector company in India. He headed LIC Housing Finance's Recovery portfolio simultaneously wherein he brought down their NPA to a record low.

In terms 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 the applicable provisions of the SEBI Listing Regulations, 2015, each as amended, the re-appointment of Mr. B N Samal as an Independent Director of the Company for a second term commencing January 22, 2020 through March 3, 2023 is being placed before the Shareholders for their approval by way of a special resolution. Mr. Samal once appointed, will not be liable to retire by rotation.

The Board recommends the special resolution at Item No.6 of the Notice for approval of the shareholders.

None of the directors and/or Key Managerial Personnel (KMP) of the Company and/or their respective relatives except Mr B N Samal, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

## Item Nos. 7 & 8

### i. Context

The shareholders of the Company at the AGM held on July 3, 2018, had approved purchase of Hot Rolled Coils ("HRC") from

Tata Steel Limited ("TSL") for a sum not exceeding Rs. 2,000 crores per annum as a material related party transaction. However, in FY 2018-19, the value of HRC purchased from TSL was Rs. 2,051.82 crores and hence had exceeded the approved limit of Rs. 2,000 crores by Rs. 51.82 crores due to increase in price of HRC. The Company had sought necessary prior approval from the Audit Committee and the Board of Directors to continue purchase of HRC from TSL beyond the approved limit. Further considering the increase in price of HRC, the value of HRC required to be purchased from TSL in FY 2019-20 and for each subsequent financial year is estimated to be Rs. 2,500 crores per annum, till the termination of the arrangement. The above said related party transaction for FY 2019-20 was approved by the Audit Committee.

Resolutions are placed before the Members to ratify the excess purchase of HRC from TSL amounting to Rs. 51.82 crores for FY 2018-19 and to approve the purchase of HRC from TSL for a sum not exceeding Rs. 2,500 crores for FY 2019-20 and for each subsequent financial years, till the termination of the arrangement.

### ii. Background, details and benefits of the transaction

The Company, commencing from the quarter ended September 30, 2017 had transitioned from the arrangement of converting HRC supplied by TSL into Electrolytic Tinplate ("ETP") and assisting TSL in selling the same to the end consumers, to purchase of HRC from TSL and/or other suppliers and manufacture and sale of ETP and other products on its own account. In the previous financial year, the Company had purchased HRC amounting to Rs. 2,051.82 crore from TSL. In this context it is pertinent to mention that the performance of the Company primarily depends on the price, quality and availability of HRC. In view of the above, the Company, in relation to FY 2019-20 and for subsequent financial years, proposes to continue the purchase of HRC from TSL in order to benefit from the lower freight cost because of its proximity to TSL works and to ensure consistent supply of required quality of HRC.

### iii. Approval being sought

As per the requirements of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulation 2015], all material related party transactions shall require the approval of the 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.

TSL is a related party in terms of Regulation 2(1)(zb) of SEBI Regulations 2015. In the previous financial year, due to increase in HRC price, the total value of HRC purchased from TSL was Rs. 2,051.82 crores which exceeded the shareholders' approval of Rs 2,000 crores at the AGM held on July 3, 2018. Moreover, considering the increase in price of HRC, the value

of HRC required to be purchased from TSL in FY 2019-20 is estimated to be Rs. 2,500 crores per annum which would breach the materiality threshold of 10% of the annual consolidated turnover of the Company i.e. Rs 261.36 crores as per the last audited financial statements of FY 2018-19.

Hence, it is proposed to obtain shareholders' ratification for the excess purchase of HRC amounting to Rs.51.82 crores in FY 2018-19 and for purchase of HRC from TSL for a sum not exceeding Rs.2,500 crores for FY 2019-20 and each subsequent financial years, till the termination of the arrangement.

iv. **Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 as amended till date, particulars of transaction, etc. are as under:**

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"> <li>Tata Steel Limited is holding 74.96% of the equity shares of the Company</li> <li>Mr Koushik Chatterjee, the Chairman of the Company is also the Executive Director and Chief Financial Officer of Tata Steel Limited</li> </ul>
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. 2,500 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.

v. **Arm's length pricing**

The related party transaction mentioned in this proposal has been evaluated by external independent consulting firm and the firm has confirmed that the proposed pricing mechanism mentioned above meets the arm's length testing criteria. The related party transactions are also in the ordinary course of business.

- vi. The Board recommends the ordinary resolutions set forth in item nos. 7 & 8 of the Notice for approval of the shareholders.
- vii. None of the Directors, Key Managerial Personnel (KMPs) or their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions mentioned at Item Nos. 7 & 8 of the Notice.

**Item No. 9**

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice.

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Shome & Banerjee, Cost Accountants (Firm Registration No.000001) as Cost Auditors, to conduct Cost Audit for the financial year ending March 31, 2020 at a fee of Rs. 1.80 lacs per annum plus applicable taxes and reimbursement of out-of-pocket, travelling and living expenses.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

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 recommends the Resolution set forth in Item No. 9 for approval of the shareholders.

None of the Directors or Key Managerial Personnel (KMPs) or their relatives are concerned or interested in the Resolution mentioned at item No.9 of the convening Notice.

15th April, 2019

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  
ACS No. : 21647

## DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING :

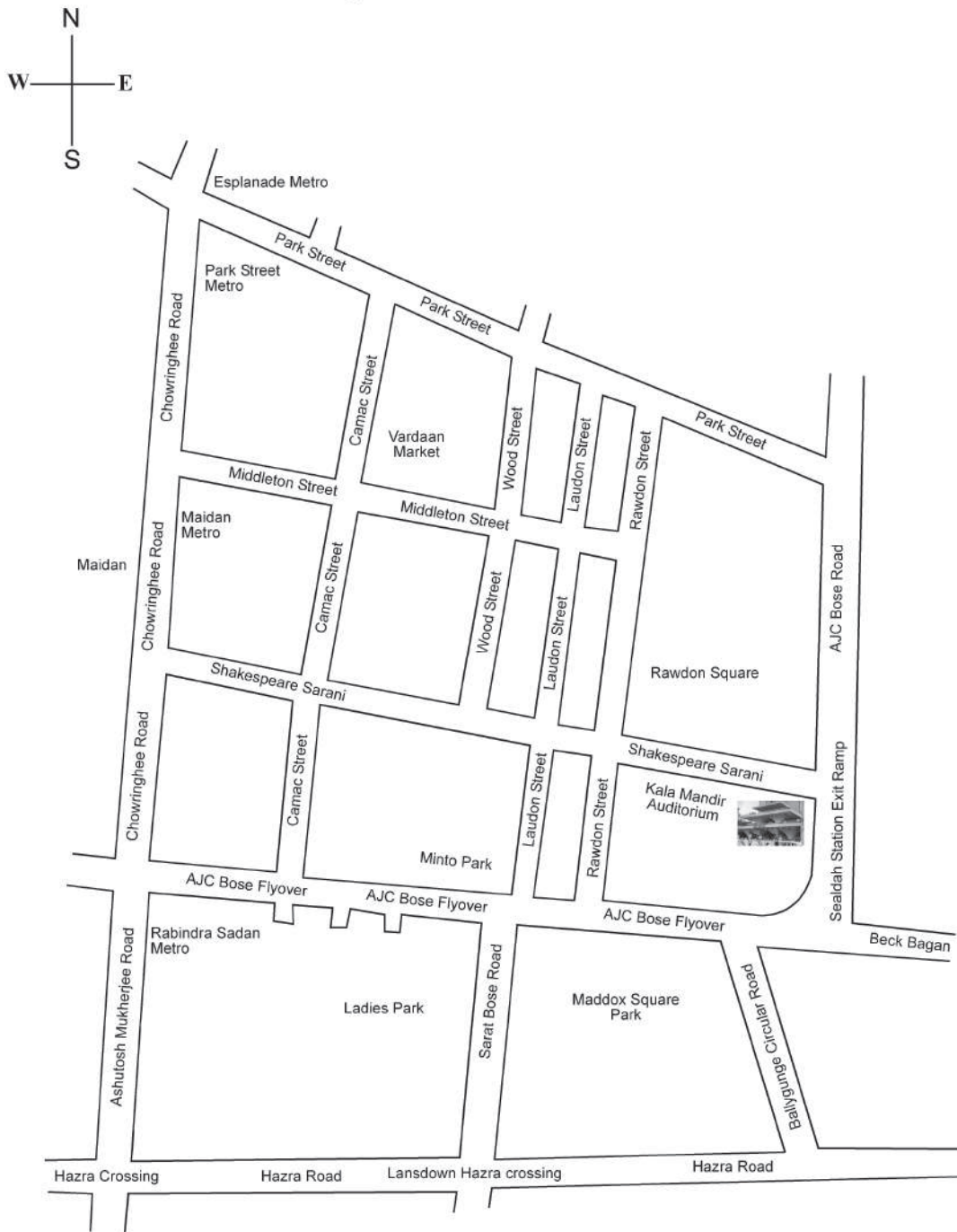
Name of Director	Mr Anand Sen	Dr Sougata Ray	Mr B N Samal	Mr R N Murthy
<b>Date of Birth</b>	17th September 1959	10th September 1968	4th March 1953	17th November 1964
<b>Date of Appointment</b>	25th July 2002	5th September 2014	22nd January 2015	10th July 2018
<b>Qualification</b>	B.Tech. (Met), PGDBM	B.Tech(Mechanical), Ph.D in Management	B.Com. (Distinction) from Utkal University, Odisha	Metallurgical Engineer from IT – BHU
<b>Expertise in specific functional areas</b>	Expertise in the field of Marketing, presently President (TQM & Steel Business) of Tata Steel Limited	Experienced in Business Strategy, international business, organizational transformation, innovation and corporate sustainability strategy.	Experienced in the fields of Insurance, Housing Finance & Administration. Also associated with providing in-house training to serving officials as well as with service activities of various renowned institutions.	General Management, Steel Manufacturing, Revenue Planning & Cost Control, Business Development & Supply Chain Management.
<b>Directorship held in other Companies</b>	Tayo Rolls Limited Tata Steel Processing & Distribution Ltd. Tata Steel BSL Ltd Tata Blue Scope Pvt.Ltd. Jamshedpur Continuous Annealing & Processing Co. Pvt. Ltd. Natsteel Holdings Pte Ltd., Singapore	Tata Sponge Iron Ltd Neomega Intelligent Solutions Private Ltd CINI Community Initiatives (Section 8 Company) Xpertifi Private Ltd	N.A.	Golmuri Club Tinplate Promotion Council
<b>Membership/ Chairmanship of Committees*</b>	Tayo Rolls Ltd (SRC, NRC) Natsteel Holdings Pte Ltd., Singapore (AC, NRC) Tata Steel Processing & Distribution Ltd (NRC) Tata Blue Scope Pvt. Ltd. (CSR, NRC) Jamshedpur Continuous Annealing & Processing Co. Pvt. Ltd.(NRC) Tata Steel BSL Ltd (NRC, SRC, CSR)	Tata Sponge Iron Ltd (SRC, CSR)	N.A.	N.A.
<b>No. of shares held in the Company</b>	NIL	NIL	NIL	NIL

\* Includes Audit Committee (AC), Stakeholders' Relationship Committee (SRC) Nomination and Remuneration Committee (NRC) Corporate Social Responsibility Committee (CSR).

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

# Road Map to the AGM Venue is provided in the next page.

### ROAD MAP TO THE AGM VENUE



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