

NOTICE

Notice is hereby given that the 102nd Annual General Meeting of the Members of The Tinplate Company of India Limited will be held on Friday, July 30, 2021, at 3:00 PM (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the following business.

ORDINARY BUSINESS

Item No. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon

Item No. 2 – Declaration of Dividend

To declare dividend of ₹ 2/- per equity share of face value ₹ 10/- each for the Financial Year 2020-21.

Item No. 3 – Re-appointment of a Director

To appoint a Director in place of Mr. Koushik Chatterjee (DIN: 00004989), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and, being eligible, seeks re-appointment.

SPECIAL BUSINESS

Item No. 4 – Re-appointment of Mr. R. N. Murthy as the Managing Director and payment of remuneration

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, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('Act'), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], and Article 125 of the Articles of Association of the Company, and basis the recommendations of the Nomination and Remuneration Committee, the consent of the Members, be and is hereby accorded to the re-appointment and terms of remuneration of Mr. R. N. Murthy (DIN: 06770611) as the Managing Director of the Company for a further period of three years with effect from July 10, 2021 to July 9, 2024, not liable to retire by rotation, upon the terms and conditions as set out in the Statement annexed to the Notice convening the 102nd 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 (subject to provisions of the Act and the overall limits and conditions set out in Section 197 read with Schedule V of the Act, by undertaking such compliances as provided therein), with liberty and power to the Board of Directors (hereinafter referred to as the 'Board', which expression shall also include the 'Nomination and Remuneration Committee' of the Board) to grant increments and to alter and vary, from time to time, the terms and conditions of the said re-appointment, including

remuneration, within the overall limits prescribed under the Act as it may deem fit and in such manner as may be agreed to between the Board and Mr. R. N. Murthy.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, things and execute all such documents, instruments, writings, as it may, in its absolute discretion, deem necessary, expedient or desirable, including the power to sub-delegate, in order to give effect to the foregoing resolution or otherwise, as considered by the Board, to be in the best interest of the Company.”

Item No. 5. Approval of Material Related Party Transaction(s) with Tata Steel Limited

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 ("Listing Regulations") as amended from time to time and the Company's policy on Related Party Transaction(s), approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board'), to enter into contract(s)/ arrangement(s)/transaction(s) with Tata Steel Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Hot Rolled Coils, on such terms and conditions, as the Board may deem fit, up to a maximum aggregate value of ₹ 3,500 crore for the Financial Year 2021-22, provided that the said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

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 finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) 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 do all such acts and take such steps as may be considered necessary or expedient 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 be are hereby approved, ratified and confirmed in all respects.”

Item No. 6 - Ratification of Cost Auditors' remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 2 lakh per annum plus applicable taxes and re-imbursment of out-of-pocket, living and travelling 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 for the Financial Year 2021-22.”

NOTES:

- a) The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 4, 5 and 6 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment/ appointment under item nos. 3 and 4 of the Notice convening this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.
- b) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars'), and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars'), have permitted the holding of AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the 102nd AGM of the Company

is being held through VC / OAVM on Friday, July 30, 2021 at 3.00 p.m. (IST). The deemed venue for the 102nd AGM shall be 4 Bankshall Street, Kolkata - 700001.

- c) PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULAR THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.
- d) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
- e) Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation should be sent to the scrutinizer at aklabhcs@gmail.com with a copy marked to the Company at company.secretariat@tatatinplate.com or to NSDL at evoting@nsdl.co.in.
- f) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- g) In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
- h) In accordance with the aforesaid MCA Circulars and SEBI Circulars the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 102nd AGM along with the Annual Accounts 2020-21 will also be available on the website of the Company at www.tatatinplate.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com.

com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com.

i) Book Closure and Dividend:

The Register of Members and Share Transfer Books of the Company will be closed from Friday, July 16, 2021, to Friday, July 30, 2021 (both days inclusive) for the purpose of AGM and payment of dividend for Financial Year 2020-21. The dividend of ₹ 2/- per equity share of ₹ 10/- each of the Company, if approved by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on and from Thursday, August 5, 2021 as under:

- **In respect of Equity Shares held in physical form:** To all the Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as on close of business hours on Thursday, July 15, 2021.
- **In respect of Equity Shares held in electronic form:** To all beneficial owners of the shares, as on close of business hours on Thursday, July 15, 2021, as per details furnished by the Depositories for this purpose.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020, and the amendments thereof. In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, Category with their depository participants ('DPs') or in case shares are held in physical form, with the Company/ Registrars and Transfer Agent ('RTA') by sending documents through email on or before Monday, July 12, 2021. For the detailed process please view Company's website at <https://www.tatatinplate.com/content/pdf/investor/stock-exchange-compliances/ISE-Communication-29062021.pdf>.

Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send hard copies of the following details/documents to the Company's Registrars and Transfer Agent (RTA), viz. TSR Darashaw Consultants Private Limited, (formerly TSR Darashaw Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikroli West, Mumbai – 400083.

- a. a signed request letter mentioning your name, folio number(s), complete address and following details

relating to bank account in which the dividend is to be received:

- i. Name & Branch of Bank and Bank Account type.
 - ii. Bank Account Number & Type allotted by your Bank after implementation of Core Banking Solutions.
 - iii. 11-digit IFSC Code.
 - iv. 9-digit MICR
- b. Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
 - c. self-attested copy of the PAN Card; and
 - d. self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the warrant/ Bankers' cheque/ demand draft to such Members, through postal services upon normalisation of postal services and other activities.

- j) **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form SH-14. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at csg-unit@tcplindia.co.in in case the shares are held in physical form, quoting their folio nos.



- k) **Consolidation of Physical Share Certificates:** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, 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.
- l) 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. The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Directors' Report in respect of unclaimed dividends and transfer of dividends / shares to the IEPF.
- m) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA at csg-unit@tcplindia.co.in in case the shares are held in physical form, quoting their folio no(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
- n) As per Regulation 40 of the Listing Regulations, as amended, securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition and relodged transfer of securities. Further SEBI vide its circular no. SEBI HO / MIRSD / RTAMB / CIR / P / 2020 / 236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. 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 dematerialised form. Members may contact the Company's RTA, TSR Darashaw Consultants Private Limited at csg-unit@tcplindia.co.in for assistance in this regard. Members may also refer to Frequently Asked Questions ('FAQs') on the Company's website at <https://www.tatatinplate.com/investor/investor-faq>.
- o) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- PROCESS FOR REGISTERING E-MAIL ADDRESS**
- i. One time registration of e-mail address with RTA for receiving the Annual Report 2020-21 and cast votes electronically:**
The Company has made special arrangements with RTA for registration of e-mail address of those Members (holding shares either in electronic or physical form) who wish to receive this Annual Report for FY 2020-21 and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5.00 p.m. (IST) on Friday, July 23, 2020.
- Process to be followed for one time registration of e-mail address is as follows:**
- I. For Members who hold shares in Electronic form:**
- Visit the link https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
 - Select the Name of the Company from dropdown: The Tinplate Company of India Limited
 - Enter the DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and E-mail id.
 - System will send OTP on mobile no and email id.
 - Upload self-attested copy of PAN and Address Proof viz Aadhar Card/ Passport
 - Enter OTP received on mobile no and email id.
 - The system will then confirm the e-mail address for the limited purpose of service of Notice of AGM and Annual Report 2020-21
- II. For Members who hold shares in Physical form:**
- Visit the link https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
 - Select the Name of the Company from dropdown: The Tinplate Company of India Limited
 - Enter the physical Folio Number, Shareholder Name, PAN details, One of Share Certificate(s) number, Mobile no. and E-mail id.

- d. System will send OTP on mobile no and email id.
- e. Upload self-attested copy of PAN and Address Proof viz Aadhar Card/ Passport/ front and reverse of share certificate
- f. Enter OTP received on mobile no and email id.
- g. The system will then confirm the e-mail address for the limited purpose of service of Notice of AGM and Annual Report 2020-21

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2020-21 along with the e-voting user ID and password. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in

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

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by sending a request letter duly signed by the shareholder or 1st name shareholder in case of joint holding to RTA – TSR Darashaw Consultants Private Limited. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices/ documents/ Annual Report and other communications electronically to their e-mail address in future.

- a. Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail addresses for remote e-voting for the resolutions set out in this Notice:
 - In case shares are held in physical form, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.
 - In case shares are held in demat form, please provide DP ID-Client ID (8-digit DP ID + 8-digit Client ID or 16-digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration)

Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL.

2. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Friday, July 23, 2021, may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A 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 the facility of remote e-voting before the AGM as well as remote e-voting during the AGM.

Any shareholders holding shares in physical form or non-individual shareholders who acquire shares of the Company and became a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., Friday, July 23, 2021, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-Voting then he / she can use his / her existing User ID and Password for casting the vote.

In case of Individual Shareholder who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under **'Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.'**

3. The remote e-voting period commences on Tuesday, July 27, 2021, at 9:00 am (IST) and ends on Thursday, July 29, 2021, at 5:00 pm. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, July 23, 2021.
4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote



e-voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

B. THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:

- Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of VC / OAVM placed under "Join General Meeting" menu against Company name. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID / Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice.
- Members are encouraged to submit their questions in advance with respect to the accounts or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Company's e-mail address at company.secretariat@tatatinplate.com before 3.00 p.m. (IST) on Friday, July 23, 2021.
- The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to company.secretariat@tatatinplate.com
- Members who would like to express their views or ask questions during the AGM may pre-register themselves

as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at company.secretariat@tatatinplate.com between July 24, 2021 (9:00 a.m. IST) to July 26, 2021 (5:00 p.m. IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800 1020 990/1800 224 430 or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 11800 1020 990 / 1800 22 44 30 or at E-mail ID : evoting@nsdl.co.in

THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE / DURING THE AGM

The details of the process and manner for remote e-Voting are explained here below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the demat account holders, by way of single login credentials, through their demat account / website of Depositories / Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com. 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Please follow steps given in point 1-4 <p>B. Visit the e-Voting website of NSDL.</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once logged, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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

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

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

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Open the email sent to you by NSDL and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form.

- The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for e-Voting during the AGM are as under:

1. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through remote e-Voting system at the AGM.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
2. In case of any queries/grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 1020 990 / 1800 22 44 30 or at E-mail ID : evoting@nsdl.co.in

Details on step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to csg-unit@tcplindia.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to csg-unit@tcplindia.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions:

- i. The Board of Directors has appointed Mr. A. K. Labh, Practicing Company Secretary (Membership No. FCS 4848 / CP - 3238) of M/s. A. K Labh & Co., Company Secretaries, Kolkata as the Scrutinizer to scrutinize the remote e-voting process as well as voting during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and votes cast through remote e-voting (votes cast during AGM and votes cast prior to the AGM) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.tatatinplate.com and on the website of NSDL www.evoting.nsd.com immediately. The Company shall simultaneously communicate the result to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Kaushik Seal

Company Secretary

ACS No: 21647

Kolkata, June 24, 2021

Registered Office:

4, Bankshall Street, Kolkata 700 001

CIN: L28112WB1920PLC003606

Tel. No.: (033) 2243 5401, Fax: 91 33 22304170

E-mail: company.secretariat@tatatinplate.com

Website: www.tatatinplate.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AS AMENDED ('ACT').

The following Statement sets out all material facts relating to the business mentioned under item Nos. 4 to 6 mentioned in the accompanying Notice.

Item No. 4

The Members of the Company, at the Annual General Meeting of the Company held on August 26, 2019, appointed Mr. R. N. Murthy as the Managing Director of the Company for a period of three years from July 10, 2018 to July 9, 2021. The Board, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on April 15, 2021, re-appointed Mr. Murthy as the Managing Director of the Company, not liable to retire by rotation, for a further period of three years from July 10, 2021 to July 9, 2024 and approved the terms and conditions of Mr. Murthy's re-appointment, subject to the approval of the shareholders.

The Board, while re-appointing Mr. Murthy as the Managing Director of the Company, considered his background, experience and contributions to the Company.

Mr. Murthy is a Metallurgical Engineer from IT – BHU. He joined Special Steels Limited (SSL) in 1986 and gained experience across various production units. Then he joined the International Trading Division of Tata Steel Limited (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. Thereafter, Mr Murthy was appointed as the Managing Director of the Company with effect from July 10, 2018 for a period of three years.

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

1. Period of Re-Appointment: 3 years with effect from July 10, 2021 to July 9, 2024.
2. Duties and Powers: Mr. R. N. Murthy shall devote his whole time and attention to the business of the Company and carry out 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 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 any one or more of its associated companies and/or joint venture companies and/or subsidiaries including performing duties as assigned to him from time to time by serving on the Boards of such associated

companies and / or subsidiaries or any other Managing body or any Committee of such a company.

3. Remuneration:

- a. Salary: ₹ 4,77,500/- per month in the salary scale of ₹ 4,00,000/- to ₹ 6,50,000/- per month. The annual increment which will be effective 1st April each year, based on the recommendations of the Nomination and Remuneration Committee. The recommendation of NRC will be based on Company's performance and individual performance.
- b. Benefits, Perquisites and Allowances

In addition to the basic salary referred to in (a) above, Mr Murthy shall be entitled to:

- i. 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).

- ii. 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.



- iii. 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%	
	50.00%	
d) Personal Accident Insurance	@ actuals	
e) Club Membership fees	} subject to a cap of ...	5.00%
		55.00%

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

- v. 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.

- c. 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/ NRC thereof. This will be subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 and related Rules. These amounts (if any) will be paid after the Annual Accounts have been approved by the Board and adopted by the Shareholders.

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 reappointment the Company shall pay Mr Murthy remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as specified above, subject to provisions of the Act and Schedule V of the Act and as approved by the Board.

5. The entire remuneration package of Mr Murthy shall, however, be subject to the overall ceiling laid down under Sections 196 and 197, calculated in terms of Section 198 of the Act and fulfilment of the stipulated conditions under Schedule V of the Act.

6. Mr. Murthy 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. Executive Holiday Plan as may be applicable as per the Tata Steel Group norms

8. Variation

The terms and conditions of the re-appointment of Mr. Murthy 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 Mr. Murthy, subject to such approvals as may be required.

9. Non-competition

Mr. Murthy covenants with the Company that he will not, during the continuance of his employment with the Company, without the prior written consent of the Board, carry on or be engaged, directly or indirectly, either on his own behalf or on behalf of any person, or as manager, agent, consultant or employee of any person, firm or company, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company or its holding company or its subsidiaries or associated companies. The application of this clause needs to be read in conjunction with the relevant clauses in the Tata Code of Conduct, referred to in Clause 11 below.

10. Selling Agency

Mr. Murthy, so long as he functions as such, should not become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.

11. Tata Code of Conduct

The provisions of the Tata Code of Conduct shall be deemed to have been incorporated into the Agreement to be entered into between the Company and Mr. Murthy 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.

12. Personnel Policies

All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to Mr. Murthy, unless specifically provided otherwise.

13. Summary of termination of employment

The employment of Mr. Murthy 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 Mr. Murthy of any of the stipulations contained in the Agreement; or
- c. in the event the Board expresses its loss of confidence in Mr. Murthy.

14. Termination due to physical / mental incapacity

In the event Mr. Murthy is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

15. Resignation from directorships

Upon the termination by whatever means of his employment under the contract:

- a. Mr. Murthy 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. Mr. Murthy 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.

16. 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, Mr. Murthy 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. 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. Murthy are provided as annexure to this Notice.

The Company has received from Mr. Murthy (i) Consent in writing to act as Director and Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

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, approval of the Members is sought for the re-appointment and terms of appointment (including remuneration) of Mr. Murthy as the Managing Director as set out above.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Murthy and his relatives (to the extent of their shareholding in the Company, if any), is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the ordinary resolution set forth at Item No. 4 in the Notice for the approval of the Members.

Item No. 5

Context

The shareholders of the Company at the AGM held on August 26, 2019, had approved purchase of Hot Rolled Coils ("HRC") from Tata Steel Limited ("TSL") for a sum not exceeding ₹ 2,500 crore per annum as a material related party transaction. In the last financial year i.e. FY 2020-21 the value of HRC purchased from TSL was ₹ 1,388 crore. However, the price of HRC in FY 2021-22 has increased substantially. In this connection it is informed that considering the increase in price and increased requirement of HRC by the Company vis-a-vis last year, the value of HRC required to be purchased from TSL in FY 2021-22 is estimated to be ₹ 3,500 crore per annum which exceeds the already approved limit of ₹ 2,500 crore. Hence in view of the above, the Members of the Audit Committee of the Company, had, on June 21, 2021, granted an omnibus approval for a related party contract(s) / arrangement(s) for a value of ₹ 3,500 crore for FY2021-22 for purchase of HRC from TSL. The estimated value of the contract(s) / arrangement(s) exceeds the threshold limit of 10% of the annual consolidated turnover i.e. ₹ 230.59 crore as per the last audited financial statements of the Company for FY2020-21, tantamounting to a material related party transaction in terms of Regulation 23 of the Listing Regulations.

To ensure that the operations of the Company are not interrupted, approval of the Members is being sought, for entering into related party transaction(s) with TSL for a maximum aggregate value of ₹ 3,500 crore for FY2021-22.

**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 last financial year i.e. FY 2020-21, the Company had purchased HRC amounting to ₹ 1,388 crore from TSL as against an approved limit of ₹ 2,500 crore. The Company expects higher consumption of HRC along with increase in HRC price which will increase the estimated purchase of HRC from TSL in FY 2021-22 beyond the approved limit of ₹ 2,500 crore. 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 2021-22, 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.

Approval being sought

As per the requirements of Regulation 23(4) of Listing Regulations all material related party transactions shall require the approval of the shareholders through a Resolution. Further, the explanation to Regulation 23(1) of Listing Regulations 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 Listing Regulations. The price of HRC in FY 2021-22 has increased substantially. Considering the increase in cost and requirement of HRC the value of HRC required to be purchased from TSL in FY 2021-22 is estimated to be ₹ 3,500 crore per annum which would breach the materiality threshold of 10% of the annual consolidated turnover of the Company i.e., ₹ 230.59 crore as per the last audited financial statements of FY 2020-21 and the estimated value would also exceed already approved limit of ₹ 2,500 crore.

Hence, to ensure uninterrupted operations of the Company, it is proposed to secure the Members’ approval for related party contract(s)/arrangement(s) to be entered into with TSL for a maximum aggregate value of ₹ 3,500 crore for FY2021-22.

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

SN	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 Company is the Executive Director and Chief Financial Officer of Tata Steel Limited.
3	Nature of Relationship	Tata Steel Limited is holding 74.96% of the equity shares of the Company and is a part of Promoter Group of the Company.
4	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves purchase of Hot Rolled Coils from Tata Steel Limited for a maximum aggregate value of ₹ 3,500 crore during FY2021-22 for the purpose of manufacturing of Electrolytic Tinplate and other products and thereafter selling 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.

Arm’s length pricing

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent accounting/consulting firm and the firm has confirmed that the proposed pricing mechanism meets the arm’s length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution irrespective of the entity being related party to the particular transaction or not.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, either directly or indirectly, in the Resolution mentioned at the item no. 5 of Notice.

Mr. Koushik Chatterjee who is the Chairman and Non-Executive Director of the Company is also the Executive Director & Chief Financial Officer of Tata Steel Limited. His relatives' interest or concern, if any, is limited to the extent of him holding directorship position in both, The Tinsplate Company of India Limited and Tata Steel Limited.

The Board recommends the ordinary resolutions set forth at item no. 5 of the Notice for approval of the shareholders.

Item No. 6

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.

Based on the documents made available and the discussions held at the meeting of the Audit Committee, the Committee considered and recommended the appointment and remuneration of the Cost Auditor to the Board of Directors (the 'Board'). The Board has, 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 of the Company for the financial year ending March 31, 2022.

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 has to be ratified by the Members of the Company. The Board of Directors has fixed the remuneration payable to the Cost Auditors for Financial Year 2021-22 at ₹ 2 lakh plus applicable taxes and reimbursement of out of pocket, travelling and living expenses. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2022.

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.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set forth at item No. 6 of the Notice for approval of the Members.

By Order of the Board of Directors
Kaushik Seal
Company Secretary
ACS No: 21647

Kolkata, June 24, 2021

Registered Office:

4, Bankshall Street, Kolkata 700 001

CIN: L28112WB1920PLC003606

Tel. No.: (033) 2243 5401, Fax: 91 (033) 22304170

E-mail: company.secretariat@tatatinsplate.com

Website: www.tatatinsplate.com

**ANNEXURE TO NOTICE****Details of the Directors seeking Appointment / Re-Appointment in the forthcoming Annual General Meeting**

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 on General Meeting]

Name of Director	Ms. Koushik Chatterjee
DIN	00004989
Date of Birth	September 3, 1968
Date of Appointment	October 25, 2004
Qualification	Honours Graduate in Commerce from Calcutta University, Fellow Member of the Institute of Chartered Accountants of India
Expertise in specific functional areas	Business Strategy Leadership Sustainable Finance Finance Strategy Financial Reporting & Control Financial Planning & Funds Management Corporate Finance & Treasury Mergers & Acquisition Corporate & International taxation Investor relations Risk Management Insurance
Board Meeting Attendance and Remuneration	During the year under review, details regarding the attendance at the Board Meeting and remuneration paid to Mr. Chatterjee are provided in the Directors' Report and in the Corporate Governance Report forming part of the Directors' Report
Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	There is no inter-se relationship between Mr. Koushik Chatterjee, other members of the Board and Key Managerial Personnel of the Company
Directorship held in other Public Limited Companies [Excluding foreign companies, private companies and Section 8 companies.]	<ul style="list-style-type: none"> • Tata Metaliks Limited • Tata Steel Limited • Tata Steel BSL Limited • Tata Steel Long Products Limited • TRF Limited
Membership/ Chairmanship of Committees [Includes Audit Committee (AC), Stakeholders' Relationship Committee (SRC), Nomination and Remuneration Committee (NRC) and Corporate Social Responsibility Committee (CSR)]	<ul style="list-style-type: none"> • Tata Metaliks Limited (NRC) • Tata Steel Limited (SRC, CSR) • Tata Steel BSL Limited (AC, NRC) • TRF Limited (AC, CSR, NRC) • Tata Steel Long Products Limited (AC, NRC)
No. of shares held in the Company	1,000
Name of Director	Mr. R N Murthy
DIN	06770611
Date of Birth	November 17, 1964
Date of Appointment	July 10, 2018
Qualification	Metallurgical Engineer from IT, BHU
Expertise in specific functional areas	General Management, Steel Manufacturing, Revenue Planning & Cost Control Business Development & Supply Chain Management
Board Meeting Attendance and Remuneration	During the year under review, details regarding the attendance at the Board Meeting and remuneration paid to Mr. R N Murthy are provided in the Directors' Report and in the Corporate Governance Report forming part of the Directors' Report
Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	There is no inter-se relationship between Mr. R N Murthy, other members of the Board and Key Managerial Personnel of the Company
Directorship held in other Public Limited Companies	None
Membership/ Chairmanship of Committees	None
No. of shares held in the Company	Nil

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 forms part of this Annual Report.