



THE TINPLATE COMPANY OF INDIA LIMITED

A TATA Enterprise

Registered Office: 4, Bankshall Street, Kolkata - 700 001

Corporate Identification No. (CIN): L28112WB1920PLC003606

Works: Golmuri, Jamshedpur – 831 003.

Tel: (033) 2243 5407, **Fax:** (033) 2230 4170

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ('EGM') of the Members of The Tinsplate Company of India Limited ('Company') will be held on Monday, April 18, 2022 at 9:30 a.m. (IST) through video-conferencing ('VC') or other audio-visual means ('OAVM'), to transact the following business:

SPECIAL BUSINESS

1. Re-appointment of Mr. Shashi Kant Maudgal (DIN: 00918431) as an Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, Mr. Shashi Kant Maudgal (DIN: 00918431), who was appointed as an Independent Director of the Company at the 98th Annual General Meeting of the Company and who holds office up to April 20, 2022, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the 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, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from April 21, 2022 through January 31, 2024 (i.e. up to attainment of 70 years of age as per Company's Governance Guidelines)."

2. Increase in Borrowing Limits

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

"**RESOLVED THAT** in supersession of the Special Resolution passed by the Shareholders of the Company at the 95th Annual General Meeting of the Company held on September 5, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof, if any, for the time being in force) ('Act') and the Articles of Association of the Company, consent of the Members, be and is hereby accorded to the Board of Directors (hereinafter referred to as the '**Board**') which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and / or Financial Institutions and/or any other lending

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institutions in India or abroad and/or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting, Non-Convertible Debentures/Fully Convertible Debentures/ Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions, as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of ₹3,500 crore (Rupees Three Thousand and Five Hundred crore) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board and such person(s) authorised by the Board be and are hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard."

3. Power to create charge on the assets of the Company to secure borrowings

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders of the Company at the 95th Annual General Meeting of the Company held on September 5, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, if any, for the time being in force) ('**Act**'), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the '**Board**', which term shall be deemed to include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms, as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities / loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time ₹3,500 crore (Rupees Three Thousand and Five Hundred crore) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and / or Financial Institutions and / or any other lending institutions in India or abroad and / or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation / revaluation and all other monies payable by the Company in terms of loan agreement(s) / debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).

RESOLVED FURTHER THAT the Board and such persons authorised by the Board, be and are hereby authorised to negotiate, finalize and execute all deeds and documents and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard."

4. Approval of Material Related Party Transaction(s) with Tata Steel Limited – Loan and Inter Corporate Deposit(s) from Tata Steel Limited

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("**the Act**") read with rules made thereunder, Regulation 23(4) 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, 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**', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution'), to borrow money (in the form of Shareholder Loan) from Tata Steel Limited ('**Tata Steel**'), a related party within the meaning of

Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions, as may be agreed between the Company and Tata Steel, up to a maximum value of ₹1,900 crore (Rupees One Thousand Nine Hundred Crore) in multiple tranches during FY 2022-23, FY 2023-24 and FY 2024-25 subject to such borrowings being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 23(4) of the SEBI 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, to avail inter-corporate deposit of revolving nature, in multiple tranches and multiple times, spread over a period of three financial years, up to a maximum value of ₹100 crore (Rupees Hundred Crore) from Tata Steel, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions, as may be agreed between the Company and Tata Steel, provided such transaction shall be 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 questions 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 and are hereby approved, ratified and confirmed in all respects."

5. Approval of Material Related Party Transaction(s) with Tata Steel Limited – Availing Tata Steel Limited's non-fund-based banking facility

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (**"the Act"**) read with rules made thereunder, Regulation 23(4) 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, 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'**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution'), for availing non-fund-based banking facility up to ₹1,300 crore (Rupees One Thousand Three Hundred Crore) of Tata Steel Ltd (**Tata Steel**), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, extended by its lenders for a period up to three financial years.

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.

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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 and are hereby approved, ratified and confirmed in all respects.”

6. Approval of Material Related Party Transaction(s) with Tata Steel Limited during FY 2022–23 - Operational Transactions

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“**the Act**”) read with rules made thereunder, Regulation 23(4) 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 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**’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution’, to enter into contract(s)/ arrangement(s)/transaction(s) as mentioned hereunder with Tata Steel Limited (“**Tata Steel**”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, up to an aggregate value of ~ ₹ 5,650 crore (Rupees Five Thousand Six Hundred Fifty Crore) (including GST) during FY 2022-23, on such terms and conditions, as may be agreed between the Company and Tata Steel, subject to the said contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length basis and in the ordinary course of business of the Company.

Nature of transactions	Estimated Value for FY 2022-23 including GST (₹ crore)
Purchase of goods (including Hot Rolled Coils, Full Hard Cold Rolled Coils, Power and Water)	5,348
Sale of goods	185
Receipt of services	83
Rendering of services	13
Other transactions	21
Total	5,650

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 and are hereby approved, ratified and confirmed in all respects.”

NOTES:

1. The relevant statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons for the proposed resolutions concerning the items of the special business to be transacted at the Extraordinary General Meeting ('EGM') is annexed hereto and forms part of this notice ('Notice').
2. In view of the threat posed by COVID-19 and in terms of the guidelines provided vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, issued by the Government of India through the Ministry of Corporate Affairs ('MCA Circulars') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the meeting of equity shareholders is being convened through VC/OAVM. The deemed venue of the Meeting will be the registered office of the Company at 4, Bankshall Street, Kolkata - 700001
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**
4. The Members can join the Meeting in the VC/OAVM mode 30 (thirty) minutes before and 15 (fifteen) 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 of the Meeting, on the NSDL website at www.evoting.nsdl.com. The facility of participation at the EGM through VC/OAVM will be made available to the Members as per the MCA Circulars.
5. 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 their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutiniser's e-mail address at aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
6. The Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. 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.
8. In accordance with the aforesaid MCA Circulars, the Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the EGM 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 and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com.
9. **Process for Registration of e-mail addresses:**
 - A. **One time registration of e-mail address with Register and Share Transfer Agent (RTA) for receiving the Notice and casting votes electronically:**

The Company has made special arrangements with its Registrar and Transfer Agent (RTA), TSR Darashaw Consultants Private Ltd (TCPL) for registration of e-mail addresses in terms of MCA circulars. Eligible Members who have not registered their e-mail addresses with the RTA are required to provide the same to RTA on or before 05:00 p.m. (IST) Monday, April 11, 2022.

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B. Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:

- a) Visit the link: https://tcpl.linkintime.co.in/EmailReg/email_register.html
- b) Select the Name of the Company from dropdown i.e. The Tinsplate Company of India Limited.
- c) Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate(s) number.
- d) Enter Mobile No. and Email id and click on "Continue" button.
- e) System will send OTP on Mobile and Email Id.
- f) Enter the OTP received on Mobile and Email Address.
- g) The system will then confirm the e-mail address as recorded for receiving this EGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this EGM Notice along with the e-Voting user ID and password. In case of any queries, Members may write to the following email id: evoting@nsdl.co.in.

C. Registration of e-mail addresses permanently with the Company / DP:

Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by forwarding the information in Form ISR1 available at the website <https://tcplindia.co.in>. 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 Reports and other communications electronically to their e-mail address in future.

10. PROCESSTO CAST VOTES THROUGH REMOTE E-VOTING





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

Step 1: Access to NSDL e-Voting system

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. 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 in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<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/ either on a personal computer or on a mobile. 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 need 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' appearing on the left-hand side 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. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsd.com b. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given in points 1-5. <p>B. 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/ either on a personal computer or on a mobile phone. 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 need 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. <p>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>

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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](https://web.cdslindia.com/myeasi/Registration/EasiRegistration).

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 224 430
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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow the detailed procedure with respect to registration of email addresses as mentioned in note no. 9 of this Notice.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

THE TINPLATE COMPANY OF INDIA LIMITED

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. The procedure for remote e-Voting during the EGM 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 EGM 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 EGM.

Process for those shareholders whose e-mail 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 e-mail to company.secretariat@tatatinplate.com
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 company.secretariat@tatatinplate.com. 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 e-mail ID correctly in their demat account in order to access e-voting facility.

Instructions for Members attending the Meeting through VC/OAVM:

Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do

not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush:

- a. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- b. Members are encouraged to submit their questions in advance with regard to the proposed resolutions, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at company.secretariat@tatatinplate.com before 5.00 p.m. (IST) on Friday, April 15, 2022.
- c. Members who would like to express their views or ask questions during the Meeting 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 from Monday, April 11, 2022 to Wednesday, April 13, 2022. **Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. Members are requested to restrict their questions/views ONLY on the proposed resolutions.**
- d. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to company.secretariat@tatatinplate.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
- e. Members who need assistance before or during the Meeting, can contact NSDL (Mr. Amit Vishal, Asst. Vice President or Ms. Pallavi Mhatre, Manager) on evoting@nsdl.co.in or 1800-1020-990/1800-22-44-30.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holds shares as of the cut-off date i.e. Monday April 11, 2022, may obtain the login ID and password by sending a request at voting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you may use your existing user ID and password for casting your vote. Shareholders may reset their password by using 'Forgot User Details/Password' or 'Physical User Reset Password' option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday April 11, 2022 may follow steps mentioned in the Notice of the EGM under 'Access to NSDL e-Voting system'.

THE TINPLATE COMPANY OF INDIA LIMITED

Other Instructions:

1. The voting rights of the equity shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the close of business hours on the Cut-Off Date i.e. Monday, April 11, 2022 as per the Register of Members/Register of Beneficial Owners as furnished by the Registrar and Transfer Agents ('RTA')/ National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories').

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

2. The remote e-voting shall commence on Thursday, April 14, 2022, at 9.00 a.m. (IST) and shall end on Sunday, April 17, 2022 at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. 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 e-voting process in a fair and transparent manner.
4. The Scrutinizer shall immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM and votes cast prior to the EGM) and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Scrutinizer's decision on the validity of votes cast will be final.
5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatatinplate.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors

Sd/-
Kaushik Seal
Company Secretary
Membership No. ACS: 21647

Date : March 23, 2022

Place : Kolkata

Registered Office:

4, Bankshall Street

Kolkata - 700001

Tel: +91-33-2243 - 5407

Fax: +91-33-2230 4170

CIN: L28112WB1920PLC003606

Website: www.tatatinplate.com

Email: company.secretariat@tatatinplate.com

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ("ACT")

The following Statement sets out all material facts relating to Item Nos. 1 to 6 mentioned in the accompanying Notice:

Resolution No. 1:

Based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors on April 21, 2017, appointed Mr. Shashi Kant Maudgal as an Additional Director of the Company effective from the same date. Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mr. Maudgal as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years, commencing April 21, 2017, through April 20, 2022.

The Members of the Company, at the 98th Annual General Meeting of the Company, held on July 25, 2017, considered and approved the appointment of Mr. Shashi Kant Maudgal as an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years commencing from April 21, 2017 through April 20, 2022.

During his tenure as an Independent Director of the Company over the last 5 years, Mr. Maudgal has contributed immensely to the Board and Committee deliberations.

Based on the recommendations of the NRC and pursuant to (a) the performance evaluation of Mr. Shashi Kant Maudgal as a Member of the Board and Committees; (b) his background, experience and contribution to the Board and Committee deliberations; (c) the leadership he provides to the Company by adding significant value in the areas of strategy, operations, technology, finance, governance and regulatory affair; and (d) that his continued association would be beneficial to the Company, the Board, at its meeting held on January 14, 2022, proposed to recommend to the shareholders the re-appointment of Mr. Maudgal as an Independent Director of the Company, not liable to retire by rotation, for a second term commencing from April 21, 2022 through January 31, 2024 (i.e. up to attainment of 70 years of age as per Company's Governance Guidelines). Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Maudgal for the office of Director.

The Company has received from Mr. Maudgal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). Mr. Maudgal has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Maudgal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

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

In the opinion of the Board, Mr. Maudgal is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

In terms of Sections 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, each as amended, the re-appointment of Mr. Shashi Kant Maudgal as an Independent Director of the Company for a second term commencing from April 21, 2022 through January 31, 2024 (i.e. up to attainment of 70 years of age as per Company's Governance Guidelines) is being placed before the shareholders for their approval by way of a special resolution. Mr. Maudgal, if re-appointed, will not be liable to retire by rotation. The terms and conditions of re-appointment of Mr. Maudgal as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at company.secretariat@tatatinsplate.com

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

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

THE TINPLATE COMPANY OF INDIA LIMITED

Resolution Nos. 2 to 5

The Tinplate Company of India Limited ("TCIL" or the "Company") was incorporated on January 20, 1920 as a joint venture between Tata Steel Ltd ("Tata Steel") and Burmah Oil Company Limited ("BOC"). In 1975, the Company did its initial public offer and got listed on the stock exchange. The Company commissioned its first Electrolytic tinplate / tin free steel unit in 1979. Tata Steel acquired the equity shares held by BOC in the Company as on January 23, 1986. As part of backward integration, the Company commissioned a Cold Rolling Mill in 1996. The Company set up a solution centre to produce printed and lacquered tinplate sheets in 2005. The Company also underwent another round of expansion during 2006 to 2009 and increased its capacity to 379,000 tons.

Currently, the Company is a leader in domestic Tinplate market with a share of around 39%. The Company is focused on the Indian market and sells around 80% of its production in the domestic market. Exports are typically around 18-20% with sales to Europe, Middle East, Africa and South East Asia.

The per capita consumption of Tinplate in India is as low as ~0.53 Kg as against China at 4.75 Kg, Thailand at 7.25 Kg and Malaysia at 9.0 Kg. The Tinplate market in India is expected to grow at a CAGR of ~7% (FY'23 – FY'30) and apparent consumption in India is expected to grow from 0.608 MTPA in FY'22 to ~1.0 MTPA by FY'27. The growth of the packaging industry in India is expected to be augmented by high growth in Out-of-Home consumption, bulk packaging, modern retail, FDI in multi-brand retail and Government's thrust on the food processing industries. In addition, the government's focus on the rural economy and farm sector are expected to boost overall consumption and this is evident in policies being showcased by the Ministry of Food Processing at various industry workshops and exhibitions. The implementation of Quality Control Order restricting the imports of Non-Prime Tinplate and conformance of only BIS approved prime quality imports will drive tinplate consumers towards usage of superior quality tinplate and provide additional fillip to organised players like TCIL.

The increasing consumer and policy shaping awareness (like extended supplier responsibility standards on plastics) on Sustainability and Climate Change will further encourage category conversion from Plastics to Tinplate (which is infinitely re-cyclable) across various large demand sectors like paints, premium retail packaging, edible oils, industrial consumables etc.

To capitalise on this growth opportunity and to maintain its leadership position, the Company proposes to expand its capacity at Jamshedpur from 3,79,000 tons to 6,79,000 tons (the Project) over a period of 3 years. This will help the Company drive a 15% increase in its market share from ~39% to ~54%. The Board of Directors of the Company at its meeting held on February 21, 2022 approved this expansion plan with an estimated capital expenditure of ~ ₹2,254 crore (including interest during construction and GST) and to finance the project through a combination of internal accruals and debt.

Authority to Directors to borrow in excess of paid-up share capital, free reserves and securities premium

At the Annual General Meeting of the Company held on September 5, 2014, the Board of Directors (the Board'), pursuant to the resolutions passed under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, were empowered to borrow and to create charges / mortgages/ hypothecations for an amount not exceeding ₹1,200 crore.

Section 180(1)(c) of the Act provides inter alia, that the Board of Directors of a Public Company shall not except with the consent of the Company in General Meeting borrow moneys where the moneys to be so borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium. At the Annual General Meeting of the Company held on September 5, 2014 a resolution was passed under Section 180(1)(c) of the Act authorizing the Board of Directors of the Company (the Board) to borrow money up to a limit of ₹1,200 crore.

As mentioned above, the Board of Directors of the Company decided to fund the expansion plan by a combination of internal accruals and borrowings, subject to the approval of the shareholders, if any. In view of the same, it is considered desirable that the said limit of borrowing powers of the Board is enhanced to ₹3,500 crore from the existing limit of ₹1,200 crore.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/mortgage/hypothecation of the Company's assets in favour of the security holders/trustees for the holders of the said securities. As the documents to be executed between the security holders/trustees for the holder of the said securities and the Company may contain the power to take over the management of the Company in certain events, it is necessary to pass a resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/ hypothecations for an amount not exceeding the borrowing limit of ₹3,500 crore.

Borrowings from Tata Steel including loan up to ₹ 1,900 crore and availing of credit facilities

The overall project cost of ₹2,254 crore is proposed to be funded by debt up to ₹1,700 crore and balance ₹554 crore is proposed to be funded from internal accruals of the Company. Additionally, the Company proposes to avail contingent funding of ₹200 crore, if required.

Tata Steel's growth strategy is to expand up to 40 MnT of steel by 2030 through organic and inorganic routes. In line with the upstream expansion, there is a need to continuously enrich the product portfolio with value added downstream products to preserve and strengthen the market position, diversify across various customer segments and increase operating margins. Some of the downstream capacity and capability is embedded within Tata Steel, while some of it resides in various subsidiaries such as TCIL. The proposed expansion of 3,00,000 tons by the Company is aligned with Tata Steel's growth strategy and will create value for all stakeholders. Considering the strategic importance of the Project, the Company proposes to commence construction of the proposed facility at the earliest, and accordingly has approached its promoter, Tata Steel Ltd, to provide funding support through a shareholder's loan of up to ₹1,900 crore at arms-length. Support from Tata Steel will be beneficial to both the companies as it will help in achieving financial closure in the shortest possible time with flexible terms/repayment profile as per business requirement to TCIL and achieve the strategic objective of Tata Steel to expand its downstream business through subsidiaries. The shareholders will be benefitted with increase in the profitability of the company once the project is commissioned.

In light of the advantages, the Board of Directors at its meeting held on February 21, 2022 decided to finance the above project through internal accruals and certain borrowings from Tata Steel subject to shareholders' approval. It has been further decided that the said borrowings from Tata Steel will not exceed ₹1,900 crore. Similarly, the Company proposes to avail Inter Corporate Deposit(s) of revolving nature up to ₹100 crore from Tata Steel and to avail Tata Steel's non-fund-based banking facility up to ₹1,300 crore, extended by its lenders for a period up to 3 financial years.

Regulation 23 of the SEBI Listing Regulations read with other applicable provisions, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all material related party transaction ('RPT') with an aggregate value exceeding ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

It is estimated that the aggregate of the borrowings, Inter Corporate Deposits of revolving nature from Tata Steel and availing of Tata Steel's non-fund-based banking limits as mentioned above will exceed the materiality threshold of the Company as defined under SEBI Listing Regulations.

The management has provided the Audit Committee with the details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the above-mentioned RPTs with Tata Steel. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolutions contained in Item Nos. 2 to 5 of the accompanying Notice to the shareholders for approval.

THE TINPLATE COMPANY OF INDIA LIMITED

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 for resolution no. 4 and 5

SN	Description	Resolution No. 4	Resolution No. 5
1	Summary of information provided by the management of the listed entity to the Audit Committee		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Tata Steel Limited Tata Steel Limited is holding 74.96% of the equity shares of the Company and is a Promoter of the Company.	
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Koushik Chatterjee, Chairman and Non-Executive Director of the Company is also Executive Director & Chief Financial Officer of Tata Steel.	
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>A. Shareholder Loan : Up to ₹1,900 crore</p> <ul style="list-style-type: none"> o Withdrawal over a period of 3 financial year i.e. FY 2022-23, FY 2023-24 and FY 2024-25 o Repayment over a period of 12 financial years commencing from FY 2026-27 to FY 2037-38 <p>B. Inter Corporate Deposit(s) of revolving nature:</p> <ul style="list-style-type: none"> o Inter Corporate Deposit(s) of revolving nature from Tata Steel not exceeding ₹100 crore and the said loan will be availed in multiple tranches & multiple times, spread over a period of up to 3 financial years. 	A. Availing Tata Steel's non-fund-based banking facility up to ₹1,300 crore, extended by its lenders for a period up to 3 financial years.
d.	Value of Transaction	<p>A. Shareholder Loan : Up to ₹1,900 crore</p> <p>B. Inter Corporate Deposit(s) of revolving nature from Tata Steel not exceeding ₹ 100 crore</p>	A. Availing Tata Steel's non-fund-based banking facility up to ₹1,300 crore, extended by its lenders for a period up to 3 financial years.
e.	% of the annual consolidated turnover of the Company as on March 31, 2021, that is represented by the proposed RPT	87%	56%
2.	Justification for the transaction	Please refer to the benefits enumerated under the head " <i>Borrowings from Tata Steel including loan of ₹1,900 crore and availing of credit facilities</i> " which forms part of the explanatory statement to the resolution nos. 2 to 5.	
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary : Not Applicable as the Company is borrower		

SN	Description	Resolution No. 4	Resolution No. 5
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs has been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.	
5	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT	1.3%	0.8%
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

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 consulting firm and the firm has confirmed that the proposed terms of the contract/agreement 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.

A brief details on the mode of determination of arm's length pricing is provided below :

Nature of Transaction	Pricing method
Loan from Tata Steel up to ₹1,900 crore	The pricing is proposed to be in the range of 10.13% - 10.76% p.a. as on date, based on applicable government securities plus margin basis credit profile of the company. The pricing may change in case of any movement in credit profile of the company.
Inter Corporate Deposits of revolving nature from Tata Steel not exceeding ₹100 crore	The pricing is proposed to be in the range of 7.13% - 7.58% p.a. as on date, based on applicable government securities plus margin basis credit profile of the company. The pricing may change in case of any movement in credit profile of the company.
Availing Tata Steel's non-fund-based banking facility up to ₹1,300 crore, extended by its lenders for a period up to 3 financial years	Market rate plus margin determined based on the benefit derived by TCIL (the Company) from the facility, which is further split between the entities based on the benefit shared.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 4 & 5.

Mr. Koushik Chatterjee, Chairman and Non-Executive Director of the Company is also the Executive Director & Chief Financial Officer of Tata Steel Limited. Mr. Chatterjee and his relatives' interest or concerns is limited only to the extent of his holding directorship position in the Company and Tata Steel.

None of the other Directors and/ or Key Managerial Personnel of the Company and/ or their respective relatives (to the extent of their shareholding in the Company, if any) are concerned or interested either directly or indirectly, in the Resolutions mentioned at Item Nos. 2 to 5 of the Notice. The Board recommends the relevant special and ordinary resolutions set forth at Item no. 2 to 5 in the Notice for the approval of the Members.

THE TINPLATE COMPANY OF INDIA LIMITED

Resolution No. 6

Context

Regulation 23 of the SEBI Listing Regulations read with other applicable provisions, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all material related party transaction ('RPT') with an aggregate value exceeding ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

At the Annual General Meeting of the Company held on July 30, 2021 the shareholders of the Company had approved the material related party transaction relating to purchase of Hot Rolled Coils (HRC) from Tata Steel Ltd (Tata Steel) for an amount not exceeding ₹3,500 crore (excluding GST) during FY 2021-22. As a part of the enhanced disclosure, the Company proposes to seek shareholders' approval for all related party transaction with Tata Steel (including purchase of HRC) the aggregate value of which will exceed the materiality threshold of the Company as defined under SEBI Listing Regulations.

To facilitate and ensure uninterrupted operation, cost effective timely supplies of raw material and to continue availing superlative quality of services from Tata Steel, and to provide similar kind of support to Tata Steel for its business purpose, approval of the Members is being sought, for entering into related party transaction(s) with Tata Steel for a maximum aggregate value of ~ ₹5,650 crore (including GST).

Background, details and benefits of the transaction

Cost effective and assured supply of raw materials of desired quality, superlative quality of services and administrative facilities, are a key requirement for the seamless operations of the Company. The Company intends to continue to enter into various transactions with Tata Steel to have consistent control over quality and for overall group synergies. These transactions will not only help the Company to manage manufacturing operations smoothly but also ensure consistent flow of desired quality and quantity of facilities for uninterrupted operations and increased productivity. The Company will also benefit from the lower freight cost because of its proximity to Tata Steel Works. Hence the Company proposes to continue procuring HRC, Power, water, other materials and avail various other services, facilities including human resources as may be required from Tata Steel for a maximum aggregate value of ~ ₹5,650 crore (including GST) for FY 2022-23.

The management has provided the Audit Committee with the details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the above-mentioned RPTs with the Company during FY 2022-23. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 6 of the accompanying Notice to the shareholders for approval.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 pertaining to resolution no. 6

SN	Description	Details
1	Summary of information provided by the management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Tata Steel Limited (Tata Steel) Tata Steel Limited is holding 74.96% of the equity shares of the Company and is a Promoter of the Company.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Koushik Chatterjee, Chairman and Non-Executive Director of the Company is also Executive Director & Chief Financial Officer of Tata Steel Limited.

SN	Description	Details
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves purchase of goods (including Hot Rolled Coils, Full Hard Cold Rolled Coils, power and water), Sale of goods, Rendering of service, Receipt of service and other transactions for business purpose from/to Tata Steel during FY 2022-23, aggregating to ₹5,650 crore.
d.	Value of Transaction	~ ₹5,650 crore for FY 2022-23
e.	Percentage of annual consolidated turnover considering FY 2020-21 as the immediately preceding financial year	245%
2.	Justification for the transaction	<p>These transactions are very significant to the Company because Tata Steel is a single source of supply for HRC which is the main raw material apart from the supply of power and water from Tata Steel. Without these three supplies from Tata Steel the Company will not be in a position to operate its Plant. Tata Steel supplying materials to TCIL will help maintain group synergy, control over consistent quality of products, consistent flow of desired quality and quantity of materials to TCIL as and when required to ensure uninterrupted operations and productivity. Further, close proximity of TCIL with Tata Steel Works reduces freight cost for TCIL. The Company also derives significant benefit from these transactions with Tata Steel as enumerated under “Background, details and benefits of the transaction” which forms part of the explanatory statement to the Resolution no. 6.</p> <p>TCIL requires various services from Tata Steel in the areas of medical services for its employees, use of patent license of Tata Steel, engineering & consultancy services, leasing of premises, IT assets and other services for business purposes.</p> <p>Tata Steel has the required expertise in above areas and provides these services to TCIL from time to time for smooth functioning of the business and assist in its manufacturing process.</p> <p>TCIL provides support to Tata Steel by way of supply of scrap and other goods for its manufacturing processes.</p> <p>Tata Steel avails various services from TCIL for business purpose, in areas where TCIL has the required expertise.</p>
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Not Applicable	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposal has been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are in arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

THE TINPLATE COMPANY OF INDIA LIMITED

SN	Description	Details
5	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	3.6%
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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 consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet 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 related party transactions will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus markup as applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 6.

Mr. Koushik Chatterjee, Chairman and Non-Executive Director of the Company is also the Executive Director & Chief Financial Officer of Tata Steel Limited. Mr. Chatterjee and his relatives' interest or concerns is limited only to the extent of his holding directorship position in the Company and Tata Steel.

None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective 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 Item Nos. 6 of the Notice. The Board recommends the relevant ordinary resolution set forth at Item no. 6 in the Notice for the approval of the Members.

By Order of the Board of Directors

Sd/-
Kaushik Seal
Company Secretary
Membership No. ACS: 21647

Date : March 23, 2022

Place : Kolkata

Registered Office:

4, Bankshall Street

Kolkata - 700001

Tel: +91-33-2243 - 5407

Fax: +91-33-2230 4170

CIN: L28112WB1920PLC003606

Website: www.tatatinplate.com

Email: company.secretariat@tatatinplate.com

ANNEXURE TO NOTICE

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

Profile of Mr Shashi Kant Maudgal

Mr Shashi Kant Maudgal (68) was appointed as an Independent Director on the Board of Directors of the Company effective April 21, 2017. His appointment as an Independent Director of the Company, for a period of five years with effect from April 21, 2017 to April 20, 2022, was approved by the shareholders of the Company at the 98th Annual General Meeting held on July 25, 2017

Mr Shashi Kant Maudgal is a Chemical Engineer from IIT Delhi and an MBA from IIM Calcutta and has also done the Advanced Management Program from Harvard University. Mr. Maudgal had been on the Board of Hindalco Almex Aerospace Ltd (2007-12), Novelis Asia, Seoul (2012-16), Aluminium Company of Malaysia Ltd, Kuala Lumpur (2012-16), Tata Steel BSL Ltd (2018-21) and is presently also on the Board of Tata Steel Long Products Ltd. Mr. Maudgal's past assignment was in Seoul, where he was President and CEO from 2012 till retirement in 2016. Thereafter, he was on a project assignment with UltraTech Cement, of the Aditya Birla Group, from 2017 to 2020. His areas of expertise include General Management, Strategy, Structures and Sales and Marketing. Mr Maudgal is currently the Chairman of Risk Management Committee and also Member of the Audit Committee and Nomination & Remuneration Committee of the Board.

Particulars of experience, attributes or skills that qualify Mr. Maudgal for Board membership

Mr Maudgal has extensive experience in the areas of General Management, Strategy, Structures and Sales and Marketing. Mr Maudgal adds significant value and strength to the Board in the areas of leadership, strategy, operations, technology, finance, and governance/regulatory affairs. His prior experience enables him to provide the Board with valuable insights on varied matters of significance.

Skills and capabilities required for the role and the manner in which Mr. Maudgal meets such requirements

The NRC considered the performance of Mr. Maudgal as a Member of the Board/Committees. The NRC also considered his educational background and rich professional experience in the areas of leadership, strategy, operations, technology, finance, and governance/regulatory affairs.

Considering the above attributes and his valuable contribution to the Company, Board/Committee deliberations, the NRC is of the view that Mr. Maudgal fulfils the criteria of skills and capabilities required on the Board and that his continued association would be beneficial to the Company.

Terms and conditions of re-appointment

Mr. Maudgal will serve for a second term commencing from April 21, 2022 through January 31, 2024 (i.e. up to attainment of 70 years of age as per Company's Governance Guidelines).

Board Meeting Attendance and Remuneration

Mr. Shashi Kant Maudgal attended all the Board and Committee meetings of the Company held during FY 2021-22. Mr Maudgal is paid remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses, if any, for participating in the Board and other meetings. For Financial Year 2020-21, Mr. Maudgal received total compensation of (commission and sitting fees) of ₹12.60 lakhs. For Financial Year 2021-22, as on the date of this Notice, Mr. Maudgal was paid sitting fee of ₹6.00 lakhs.

Further, Mr. Maudgal is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.

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

There is no inter-se relationship between Mr. Shashi Kant Maudgal, other members of the Board and Key Managerial Personnel of the Company.

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Shareholding in the Company

Mr. Shashi Kant Maudgal does not hold equity shares of the Company

Bodies Corporate (other than The Tinsplate Company of India Limited and foreign companies) in which Mr. Shashi Kant Maudgal holds Directorships and Committee Membership

Directorship

Tata Steel Long Products Ltd (TSLP)

Starbright Consultancy LLP

Membership/Chairmanship of Committees

Tata Steel Long Products Ltd (AC, RMC, NRC)

Listed Entities from which Mr. Shashi Kant Maudgal has ceased to be a Director in past 3 years:

Tata Steel BSL Ltd