

T S Alloys Limited

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the members of T S Alloys Limited (“the Company”) having registered office at N-3/24, IRC Village, Nayapalli, Bhubaneswar – 751015 will be held at shorter notice on Wednesday, May 6, 2020 at 10.00 a.m. (IST) through video conference facility available in Microsoft Teams to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Change in the name of the Company and consequent amendments in the Memorandum and Articles of Association 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 Section(s) 4, 13, 14, 15 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with applicable rules framed thereunder including any statutory modification, amendment or re-enactment thereof, or any other applicable law(s), regulation(s), guideline(s), for the time being in force, and subject to the approvals, consents, sanctions and permissions of the Central Government (power delegated to Registrar of Companies) and any other regulatory / statutory authority, as may be necessary, the consent of the Members of the Company, be and is hereby accorded to change the name of the Company from “T S Alloys Limited” to “Tata Steel Mining Limited” or to such other name as may be approved by the Registrar of Companies, Central Registration Centre (‘CRC’) and consequent alterations in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Sections 13, 14 and other applicable provisions, if any, of the Act, and consequent to the change of name of the Company, the name “T S Alloys Limited” wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name “Tata Steel Mining Limited” or to such other name as may be approved by the Registrar of Companies, CRC.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by the Board, be and is hereby authorized, severally, to do all such acts, deeds, things, file necessary returns and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including 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, as it may deem fit.

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Item No. 2: Insertion of a new Article in the Articles of Association 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, and subject to the provisions of the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to insert the following Article as Article [2(A)] in the Articles of Association of the Company:

“Article [2(A)] - USE OF THE NAME “TATA”

The Company acknowledges that the right to use the word “TATA” in its corporate name has been granted by Tata Sons Private Limited who is the owner of the business name and brand “TATA”. Consequently, all goodwill accruing thereto will ensure to the benefit of Tata Sons Private Limited.

The word “TATA” in the corporate name of the Company shall be used only so long as the permission of Tata Sons Private Limited subsists.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company to take all such steps and actions for the purpose of filing the necessary applications, documents, forms and returns as may be required in relation to the aforesaid amendment to the Articles of Association and to do all such acts and deeds, matters and things, as may be deemed necessary, to give effect to this resolution.”

By Order of the Board of Directors

sd/-

Jatindra K. Panda
Company Secretary
ACS: 23081

Bhubaneswar
May 4 , 2020

Registered Office:
Plot No. N-3/24, IRC Village,
Nayapalli, Bhubaneswar- 751015 (Odisha)
CIN: U27109OR2004PLC009683
Website: www.tsalloys.com
Email: mdtsalloysltd@tatasteel.com

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NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) relating to Item Nos. 1 and 2 forms part of this Notice.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as at the end of business hours on Thursday, April 30, 2020.
3. The Extra-ordinary General Meeting will be convened in compliance with applicable provisions of the Companies Act, 2013 read with General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs (MCA).
4. The meeting shall be conducted through Video Conference facility available in Microsoft Teams. Necessary Link to join the meeting has been sent to the members to their registered email ids. Members are requested to click on the link to access the meeting.
5. In terms of the MCA General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020, since physical attendance of Members is being dispensed with, there is no requirement of appointment of proxies and accordingly, the facility of appointment of proxies by Members will not be available for this meeting.
6. Corporate Members intending to make their authorized representatives attend the Meeting through Video Conference under Section 113 of the Act, are requested to send a certified copy of their Board resolution to the Company by email, authorizing their representative to attend and vote on their behalf at the Meeting.
7. The Members are requested to submit their queries in advance, if any, at mdtsalloysltd@tatasteel.com for discussion at the Meeting.
8. The facility to join the Meeting will be kept open for a tenure of 15 minutes prior to commencement of the Meeting and shall not be closed till expiry of 15 minutes after such scheduled time.
9. Members attending the meeting through VC will be counted for quorum under Section 103 of the Act.
10. Unless the demand for poll is made by any Member, the Chairman shall conduct the vote by show of hands. In case of demand of poll, Members are requested to note the email id mdtsalloysltd@tatasteel.com for sending their votes.
11. A copy of the Notice and the documents for inspection are also available on the Company’s website at www.tsalloys.com
12. The Members may contact at +91 9238407238 or email to mdtsalloysltd@tatasteel.com for any assistance to attend the meeting through Microsoft Teams.

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

The following Statement sets out all material facts relating to Item Nos. 1 and 2 mentioned in the accompanying Notice.

Item No. 1 & 2:

T S Alloys Limited (“**Company**”) is a wholly-owned subsidiary of Tata Steel Limited since 2007. The Company’s ferro alloy plant has an installed capacity of 59,400 TPA and is strategically situated 31 km from railhead in the Cuttack district of Odisha. It produces high carbon ferro alloys to cater to domestic and international stainless-steel producers. It is a 100% External Processing Agent (EPA) to Tata Steel Ferro Alloys Minerals Division.

The Company is proposing to pursue the merchant mining business in the areas of iron, coal, dolomite, chrome ore, limestone, manganese, graphaite, magnesite, clay, fire-clay, brick earth, bricks, and other metals, minerals and substances. In this respect, the Company had participated in mineral lease e-auction process of government of Odisha and have won three Chromite block in the Jajpur District, Odisha.

Since the mines have now been allocated to the Company, it is proposed to align the name of the Company with its line of business and thus change the name from “T S Alloys Limited” to “Tata Steel Mining Limited”.

The Board of Directors, vide Circular Resolution No. CR-01/2019-20 dated August 27, 2019 has approved the proposal to change the name of the Company from “T S Alloys Limited” to “Tata Steel Mining Limited”. Further the name is available as intimated by the Registrar of Companies, CRC on April 25, 2020.

Pursuant to Section 13 & 14 of the Act, change in name of the Company and consequent amendment in the Memorandum and Articles of Association of the Company requires approval of the Members of the Company by way of a Special Resolution.

The Company has received no objection letters from Tata Sons Private Limited (“**Tata Sons**”) and Tata Motors Limited to use the trademark, “TATA”. In terms of the approval granted by Tata Sons, for use of the name ‘TATA’, the Company is required to include the paragraph mentioned in Item no. 2 of the notice above, in the Articles of Association of the Company. The Company has also received no objection /approval from Tata Steel Limited for the change in the name of the Company.

Pursuant to Section 14 of the Act, the alteration to the Articles of Association requires approval of the Members of the Company by way of passing a special resolution to that effect. Accordingly, the approval of the Members is sought to alter the Articles of Association of the Company. A draft copy of the amended Articles of Association is available for inspection by the Members on the Company’s website www.tsalloys.com

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This approval from Members is of urgent nature as the mining business is aligned to the business plans of its parent Company, Tata Steel Limited. Further, keeping in view that the mines have already been allocated to the Company, it would benefit the Company to start the new business under the "Tata Steel" Brand. Therefore, the Extraordinary General Meeting is being convened at a shorter notice through video conferencing pursuant to the applicable provisions of the Companies Act, 2013 read with General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020, issued by Ministry of Corporate Affairs (MCA).

The proposed name change will not affect any rights of the Company or of its shareholders / stakeholders. All the existing share certificates bearing the current name of the Company will continue to be valid for all purposes, consequent upon the change of name.

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

The Board recommends the Special Resolution set forth at Item Nos. 1 and 2 of this Notice for approval of the Members.

By Order of the Board of Directors

sd/-

Jatindra K. Panda
Company Secretary
ACS: 23081

Bhubaneswar
May 4, 2020

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