

## NOTICE

**NOTICE** is hereby given that the Fifty-third Annual General Meeting of Tata International Limited will be held on Saturday, July 30, 2016 at 3.30pm at the registered office of the Company at Trent House, G Block, Plot No C-60, Bandra-Kurla complex, Bandra (East), Mumbai 400 051 to transact the following business :

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016, together with the Reports of the Directors and that of the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2016, together with the Report of the Auditors thereon.
3. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March 2016.
4. To appoint a Director in place of Mr. R. Mukundan (DIN-00778253) who retires by rotation and is eligible for reappointment.
5. **To ratify the appointment of Auditors of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, the appointment of Deloitte Haskins and Sells LLP, Chartered Accountants (LLP registration No.117366W/W--100018) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 54<sup>th</sup> Annual General Meeting to be held in the year 2017, to examine and audit the accounts of the Company for the Financial Year 2016-17 on such remuneration as may be agreed upon between the Auditors and the Board of Directors, be and is hereby ratified.”

**SPECIAL BUSINESS:**

**6. Appointment of Mr. P. V. Gopalakrishna as a Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. P. V. Gopalakrishna (DIN : 00417691), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 25, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 (1) of the Act, signifying his intention to propose the candidature of Mr. P. V. Gopalakrishna for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**7. Ratification of Related Party Transactions**

To consider and, if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, the contracts entered into by the Company with Related Parties as detailed in the explanatory statement annexed to this notice be and are hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto”

**8. Ratification of Remuneration to the Cost Auditors**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration of Rs. 50,000/- (Rupees Fifty thousand only) plus service tax, travelling and other out-of-pocket expenses payable to M/s Sohan Lal Jalan & Associates, Cost & Management Accountants (Firm Registration No. :000521)

who have been appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records relating to steel division of the Company for the financial year 2016-17 be and is hereby ratified .”

By Order of the Board of Directors,

Ajay M. Ponkshe  
Chief Financial Officer & Company Secretary

Johannesburg, June 9, 2016.

**Registered Office:**  
Trent House, G -Block,  
Plot No. C-60, Bandra Kurla Complex,  
Bandra (East), Mumbai -400051  
CIN: U51900MH1962PLC012528

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.
3. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is attached and forms part of this Notice.
5. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.

6. The Register of Members and Share Transfer Books will remain closed from Thursday, July 28, 2016 to Saturday, July 30, 2016 (both days inclusive).
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
10. Members/Proxy holders are requested to bring their copy of the Annual Report to the Annual General Meeting.

## **ANNEXURE TO NOTICE** **Explanatory Statement**

### **PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

- I. The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

#### **ITEM NO.6:**

At the Board Meeting held on April 25, 2016, Mr. P. V. Gopalakrishna was appointed as an Additional Director. Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Gopalakrishna holds office up-to the date of the 53rd Annual General Meeting.

Mr. Gopalakrishna is a Commerce graduate and has a Diploma in FullShoes Technology from Germany. He worked with Dorndorf Schuh Fabrik in Zweibrucken for 2 years to control production in India. He also held a similar position with Delta Shoes Pirmasens. He was also Head of production in India for Elefanten Schuh GmbH for 2 years.

He joined the family business of footwear manufacturing, Bachi Shoes in 1999 and took control of operations in the year 2000. He has vast experience of the European footwear business and in putting together a potent team that consistently delivers results that surpass industry norms in all fields. He has served as the President of the Indian Shoe Federation and Vice President and Executive Committee member. He has also served as the Head of the Footwear Panel CLE and has been Footwear Component Panel member-Southern Region for a number of years.

He is on the Board of Directors of the following companies/LLPs:

Bachi Shoes Limited  
Euro Shoe Components Limited  
Consortium of Shoes & Products Manufacturers Private Limited,  
Rite Brand Retail Private Limited  
Evolv Clothing Co. Private Limited  
Pink Rose Lingerie Private Limited  
Brick Logik LLP  
A2B2 Developers LLP

Mr. Gopalakrishna will act as an Advisor to the Managing Director. In view of his experience in leather technology and sound knowledge of global leather markets, the Board considers it desirable that the Company should avail itself of the services of Mr. Gopalakrishna and thus recommends the Resolution at Item No. 6 of this Notice for your approval. Mr. Gopalakrishna does not hold any equity shares in the Company.

Accordingly, the Directors recommend the Ordinary Resolution set out at Item No. 6 of the Notice to the Members for their approval.

None of the Directors, Key Managerial Personnel and respective relatives thereof other than Mr. Gopalakrishna, is concerned or interested in the Resolution at Item No. 6 of the Notice.

**ITEM NO. 7:**

The Company has entered into transactions over a period of time with Related Parties. A statement giving brief summary of these transactions is given as Annexure 1.

The transactions as mentioned above were not in the Ordinary course of business and not at Arm's Length price.

The Audit Committee & the Board of Directors of the Company have considered these Contracts / Arrangement and limits at their respective meetings and ratified and approved the Contracts/ Arrangements with the Related Party (ies) and have also decided to seek ratification and approval of Shareholders pursuant to Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Members are hereby informed that pursuant to second proviso of Section 188 of the Act, no member of the Company shall vote on the resolution to approve any contract or arrangement which may be entered into by the Company if such member is a related party.

The Board of Directors of the Company recommends the Resolution as set out at Item No.7 in the accompanying Notice for ratification and approval of the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution at Item No.7 of the Notice.

**ITEM NO.8:**

In accordance with the provisions of Section 148 of the Act and the Companies (Cost Record and Audit) Rules 2014, as amended from time to time, the Company is required to appoint a cost auditor to audit the cost records relating to steel division of Company.

The Board of Directors at its meeting held on April 25, 2016, based on the recommendation of the Audit Committee, approved the appointment of M/s Sohan Lal Jalan & Associates, Cost & Management Accountants (Firm Registration No. : 000521) as the Cost Auditor of the Company for the financial year 2016-17 at a remuneration of Rs.50,000/- (Rupees Fifty thousand only) plus statutory levies as

applicable and all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

Accordingly, the Directors recommend the Ordinary Resolution set out at Item No. 8 of the Notice to the Members for their approval.

None of the Directors, Key Managerial Personnel and their respective relatives is concerned or interested in the Resolution at Item No. 8 of the Notice

## **II. Details of Directors seeking appointment/re-appointment as required under Secretarial Standards-SS2**

### **Reappointment of Mr. R. Mukundan (Item No 4)**

In terms of Sec 152(6) of the Companies Act, 2013, Mr. Ramakrishnan Mukundan shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

Mr. Mukundan was appointed as a Non-Executive Non Independent Director by the Board of Directors on July 29, 2010. The shareholders of the Company at the AGM held on August 26, 2010 re-appointed him as a Director liable to retire by rotation.

Mr. Mukundan is the Managing Director of Tata Chemicals Limited. He joined Tata Administrative Service in 1990, after completion of MBA from FMS, Delhi University. He is an Engineer from IIT, Roorkee and an Alumnus of Harvard Business School. During his 23 year career with Tata Group, he has held various responsibilities including Strategy & Business Development, Operations, Corporate Quality, Corporate Planning, Projects, etc. across the Chemical, Automotive and Hospitality sectors of the Tata Group. He has been on the Executive Committees of various industry forums including Indian Chemical Council, Automotive Component Manufacturers Association, Alkali Manufacturers Association of India, The Council of EU Chambers of Commerce in India, Bombay Chamber of Commerce & Industry, and currently is Dy. Chairman, Western Region Council, and CII.

Mr. Mukundan is a member of the Corporate Social Responsibility Committee of the Company. He is a Director in the following companies:

Tata Chemicals Limited  
Rallis India Limited  
Metahelix Life Sciences Limited

Mr. Mukundan does not hold any equity shares in the Company. None of the Directors, Key Managerial Personnel and their respective relatives is concerned or interested in the Resolution at Item No. 4 of the Notice. Mr. Mukundan is not related to any Director of the Company. Accordingly, the Board recommends his re-appointment.

By Order of the Board of Directors,

Ajay M. Ponkshe  
**Chief Financial Officer and Company Secretary**

Johannesburg, June 9, 2016.

**Registered Office:**  
Trent House, G -Block,  
Plot No. C-60, Bandra Kurla Complex,  
Bandra (East), Mumbai -400051



**ANNEXURE 1**

**FORM AOC-2**

Form for disclosure of particulars of contract/arrangements entered into by the company with related parties referred to in sub-sec (1) of sec 188 of Companies Act, 2013 including certain arms length transactions under third proviso thereto

**Details of contract entered into with related parties during FY 2015-16**

(a) In the ordinary course of business but difficult to prove Arm's Length

Name(s) of the related party	Nature of Relationship	Type of contracts/ arrangements/ transactions	Total Value of all the Contracts in the Fin Year	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions , if any	Justification for entering into contracts	Date(s) of approval by the Board	Amount paid as advances, if any
Euro Shoe Components Limited	Subsidiary	Purchase of Goods	45,881,298	Ongoing	Payment Terms - 45 days	In the normal course of business	17-07-2015	NIL
Calsea Footwear Private Limited	Subsidiary	Sale of goods	7,634,135	Ongoing	60 days from Invoice date	In the normal course of business	17-07-2015	NIL
Euro Shoe Components Limited	Subsidiary	Purchase of Goods	96,251,497	Ongoing	Payment Terms-45 days	In the normal course of business	16-02-2016	NIL
Euro Shoe Components Limited	Subsidiary	Rendering of Services	2,467,800	Ongoing	Payment Terms-45 days	In the normal course of business	16-02-2016	NIL
Calsea Footwear Private Limited	Subsidiary	Sale of goods	41,294,593	Ongoing	Credit period 60 days	In the normal course of business	16-02-2016	NIL
Bachi shoes Limited	Subsidiary	Sale of goods	90,965	Ongoing	Immediate payment	In the normal course of business	16-02-2016	NIL
Move On Componentes E Calcado, S.A.	Subsidiary	Sale of goods	202,541	Ongoing	Advance Payment	To cater to business requirement, however sold at a profit	16-02-2016	NIL
Calsea Footwear Private Limited	Subsidiary	Purchase of Goods	184,640	Ongoing	30 Days from Invoicing Value	In the normal course of business	16-02-2016	NIL
Tata International GST AutoLeather Limited	Joint Venture	Sale of goods	3,747,583	Ongoing	Advance Payment	In the normal course of business	16-02-2016	NIL
Bachi Shoes Limited	Subsidiary	Sale of goods	2,274,191	Ongoing	Immediate payment	In the normal course of business	25-04-2016	NIL

Name(s) of the related party	Nature of Relationship	Type of contracts/ arrangements/ transactions	Total Value of all the Contracts in the Fin Year	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions , if any	Justification for entering into contracts	Date(s) of approval by the Board	Amount paid as advances, if any
Calsea Footwear Private Limited	Subsidiary	Sale of goods	127,352,009	Ongoing	60 days from Invoice date	In the normal course of business	25-04-2016	NIL
Tata International GST AutoLeather Limited	Joint Venture	Sale of goods	7,978,042	Ongoing	Advance Payment	In the normal course of business	25-04-2016	NIL
Calsea Footwear Private Limited	Subsidiary	Purchase of Goods	798,252	Ongoing	30 Days from Invoicing Value	In the normal course of business	25-04-2016	NIL
Euro shoe Components Limited	Subsidiary	Purchase of Goods	38,280,095	Ongoing	Payment Terms - 30 days	In the normal course of business	25-04-2016	NIL
Bachi Shoes Limited	Subsidiary	Purchase of Goods	98,465	60 Days from Receipt of Services / Material	60 Days from Receipt of Services / Material	In the normal course of business	25-04-2016	NIL
Euro Shoe Components Limited	Subsidiary	Purchase of goods	30,260,759	Ongoing	Payment Terms-90 days	In the normal course of business	25-04-2016	NIL

**Details of contract entered into with related parties during FY 2015-16**

(b) Not in ordinary course of business

TATA International GST AutoLeather Limited	Joint Venture	Rendering of Services	2,000,000	Ongoing	Pay Immediately	Billing as per Shared Service Agreement with JV company dt 30/04/2014. No such service provided to third party.	16-02-2016	NIL
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**Form No. MGT-11**

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID*	DP ID*

I/We, \_\_\_\_\_ being \_\_\_\_\_ the \_\_\_\_\_ member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the \_\_\_\_\_ Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the \_\_\_\_ day of \_\_\_\_ at \_\_\_\_ a.m. / p.m. at \_\_\_\_\_ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)	Vote	
		For	Against
1.	Adoption of Standalone Audited Financial Statements , Report of Directors and Auditors for the financial year 2015 - 2016		
2.	Adoption of Consolidated Audited Financial Statements and Report of Auditors for the financial year 2015 - 2016		
3.	To declare a dividend on equity shares for the financial year ended 31 <sup>st</sup> March 2016		
4.	Ratification of appointment of M/s. Deloitte, Haskins & Sells, Chartered Accountants as Statutory Auditors & fixing their remuneration		
5.	Re-appointment of Mr. R. Mukundan as Director of the Company		
6.	Appointment of Mr. P. V. Gopalakrishna as Director		
7.	To ratify Related Party transactions		
8.	Ratification of remuneration payable to Cost Auditors for conducting Cost Audit for financial year 2016-17.		

\*

Applicable for investors holding shares in Electronic form.

Affix Revenue Stamps
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Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Signature of

Shareholder  
holder

Signature of Proxy

Signature of the shareholder

Across  
Revenue Stamp

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company

