



TML : 4166 : 2019

August 1, 2019

General Manager – Corporate Services
BSE Ltd.
Floor 25, P J Towers
Dalal Street,
Mumbai – 400001
Scrip Code: 513434

Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051
Scrip Code: TATAMETALI

Dear Sir/ Madam,

Sub: Integrated Report and Annual Accounts of Tata Metaliks Limited ('Company')

Please find enclosed herewith the 2nd Integrated Report and 29th Annual Accounts of Tata Metaliks Limited for the Financial Year 2018-19 ('Integrated Report'). The Notice convening the Annual General Meeting of the Company along with the attendance slip, proxy form and route map forms part of the Integrated Report.

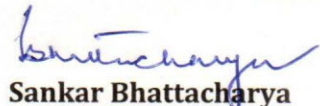
The Integrated Report is also available on our website at the link:
<https://www.tatametaliks.com/static-files/pdf/annual-report/integrated-report-2018-19.pdf>.

This information is being submitted pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you.

Yours faithfully,
For **Tata Metaliks Limited**


Sankar Bhattacharya

Chief – Corporate Governance &
Company Secretary

Encl.: as above

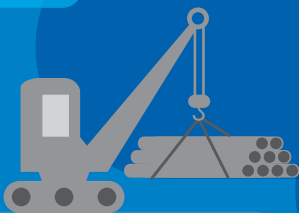
TATA METALIKS LIMITED

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Tel 91 33 66134205 Fax 91 33 2288 4372 e-mail tml@tatametaliks.co.in
CIN L27310WB1990PLC050000



Accelerating value-led growth

FOR A SUSTAINABLE TOMORROW



Our approach to reporting

Tata Metaliks Limited (TML) presents its second Integrated Report and Annual Accounts 2018-19. Through this Report we are providing a holistic narrative of our value-creation process during FY 2018-19. It provides balanced information on our performance, governance, strategy and prospects to all our stakeholders. The key non-financial aspects include our operational, environmental and social performance. The report aims to provide an account of the material concerns we faced during the year under review, their impact on our value-creation process and outcomes in a complete and concise manner.

Standards and framework

The non-statutory sections of the Report follows the International Integrated Reporting Council (IIRC) recommended International Integrated Reporting <IR> Framework. The other statutory reports, including the Directors' Report, its annexures, including the Management Discussion and Analysis (MDA), and the

Corporate Governance Report, are as per the Companies Act, 2013 (including the Rules framed thereunder), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the revised Secretarial Standards issued by The Institute of Company Secretaries of India. The financial statements are in accordance with the Indian Accounting Standards

Scope and boundary of the Report

The reported information for FY 2018-19 covers the Company's manufacturing operations at Village Maheshpur PO: Samraipur, Gokulpur, Kharagpur Paschim Midnapur Pincode - 721301, West Bengal and its Corporate Office at Tata Centre, 10th Floor, 43, J. L. Nehru Road, Kolkata-700071. The report also covers the Company's sales and marketing activities, value-chain related as well as other community initiatives. Comparative figures for the last four years have been incorporated, wherever relevant.

Materiality

The Report provides information on all issues that are identified as material by the stakeholders and the Company. These issues have significant business impacts and are key to the Company's value-creation process. The Report discloses information on those material matters, which will enable investors and other interested stakeholders to make informed decisions about their engagement with the Company.

Management responsibility

The senior management of TML acknowledges the responsibility for ensuring the integrity of information provided in the Report. The report has been reviewed internally and it provides a balanced presentation of those matters that may have a material effect on our ability to create value. We will request our stakeholders to review this report and provide feedback at investors@tatametaliks.co.in.





As we complete 25 years of production this year, we are at a very interesting juncture of our growth journey. Our actions today will help us in our pursuit of 'Reaching Tomorrow First', which is defined by our focus on accelerated value-led growth.

Our successful entry into the Ductile Iron (DI) Pipe business is a testament to this pursuit. Today, we are proud to be one of the leaders in the Pig Iron (PI) and DI Pipe industries. With water and sanitation infrastructure becoming imperatives for global development, we see immense opportunity for our DI Pipe business. Living the ethos of the Tata Group, we continue to create value and share it with our stakeholders while reinforcing our commitment to sustainable development.

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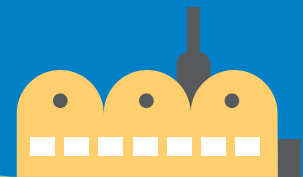


Explore online at
www.tatametaliks.com



Follow us and join the
conversation

Accelerating Value-led Growth



For a sustainable tomorrow



With every progressive step we take, we reinstate our capabilities of creating value for all our stakeholders. Every step takes us closer to realising our aspiration of 'Reaching Tomorrow First'. We are accelerating value creation by enhancing the quality of our offerings to customers.

With growing infrastructure opportunities in the country, we see immense potential for our DI Pipe business. With our expansion of the DI Pipe making capacity, we are committed to be a partner in our nation's progress. Our contribution in enhancing accessibility of water and sanitation bears a testimony to this commitment.

Extending our responsibility towards customers beyond product offerings, we continue to innovate and offer unique services and solutions. We remain focussed on cost optimisation and resource efficiency to improve our

profitability and margins in the businesses we operate. Our growth and expansion plans are guided by our six strategic pillars – Innovate and Excel, Cost Leadership, Supplier of Choice, Robust People Practices, Responsible Corporate Citizenship and Focus on Downstream/ Value Add.

Our approach to value creation reflects the Tata Group ethos of conserving our natural resources and creating harmonious, long-term relationships with our stakeholders.

Performance Highlights

Capitals

Value created (FY 2018-19)

Financial



The capital raised through debt and equity forms our financial capital.

Revenue growth

14%

(y-o-y)

Earnings per Share (EPS) growth

14%

(y-o-y)

Increase in Net Worth

114%

(y-o-y)

EBITDA growth

6%

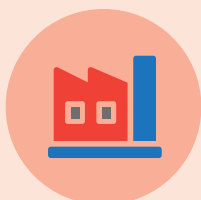
(y-o-y)

PAT growth

14%

(y-o-y)

Manufactured



Our manufacturing assets, plant, property and equipment form our manufactured capital.

Increase in hot metal production

4%

(y-o-y)

Increase in DI Pipe production

12%

(y-o-y)

Decrease in PI sales

3%*

(y-o-y)

Increase in DI Pipe sales

13%

(y-o-y)

Decrease in net fuel rate

1%

(y-o-y)

Human



The collective expertise, wellbeing and motivation of employees, contractors and service providers enable us to generate value and form our human capital.

Rewards and Recognitions to workforce

842 Nos.

Lost time injury frequency rate (LTIFR)

0.10

Increase in total training man-hours

23%

Employee cost as % of turnover

5%

*Due to higher production of DI Pipe

Capitals

Intellectual



Our management processes, standard operating procedures, research and innovation capabilities, along with our enhanced focus on digital and automation initiatives form our intellectual capital.

Value created (FY 2018-19)

Increase in cost savings

>100%
(y-o-y)

Number of Business Excellence projects

156

Digitisation and automation projects

Number of projects

55

Proportion of total Capex

8%

Natural



Our operations depend on natural resources. By conserving natural resources and minimising our ecological footprint, we focus on enhancing natural capital.

Reduction in specific carbon emissions

Pig Iron

1%
(y-o-y)

Increase in water recycled

2%
(y-o-y)

Ductile Iron Pipe

3%
(y-o-y)

Materials recycled back into process

92%

Social and Relationship



Our long-term harmonious relationships with the communities nearby and larger stakeholder fraternity including our suppliers and contractors form our social and relationship capital. We focus on inclusive growth of marginalised sections of society and take affirmative actions for the same.

CSR outreach

16,000+

Growth in outreach

59%

CSR expenditure

₹354 lakh

Increase in employee volunteering hours

6%
(y-o-y)

through Sadbhavna Trust. For details, please refer to the CSR Annual Report which is annexed to the Directors' Report

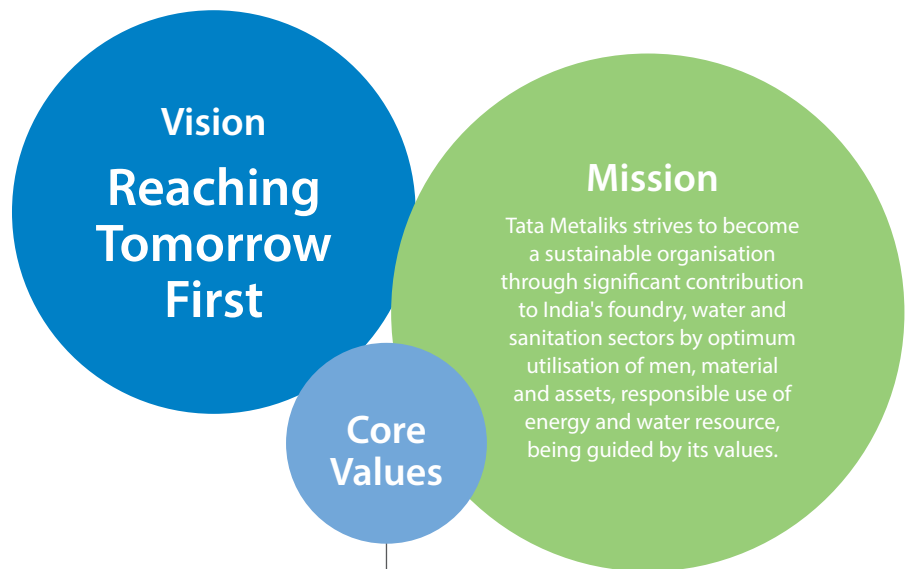
Business Context: **At a Glance**

Delivering value-led growth



Incorporated in 1990, we are one of India's leading producers of quality Pig Iron and Ductile Iron Pipe. We are a subsidiary of Tata Steel Limited (TSL) and operate our state-of-the-art manufacturing plant near Kharagpur, West Bengal. Our objective is to serve customers with quality products and service offerings, setting industry benchmarks.

What we stand for



Pioneering



Integrity



Excellence



Responsibility



Unity



What we offer

We produce hot metal using iron ore lumps, sinter, coke and fluxes, of which approximately 58% is converted into PI. The remaining 42% is converted into DI Pipe through further value addition by our DI Pipe division.

Products

Pig Iron

Consists of 14 primary grades and a few customised options for different types of casting applications



Ductile Iron Pipe

Comprises pipe diameters between 80 mm and 800 mm



Brands



'Tata eFee' is the world's first branded Pig Iron. The USP of eFee is its inherent shape and size that reduces energy consumption in foundries.

'e' Energy efficient **'Fe'** Iron **'e'** Environment friendly



'Tata Ductura' is the preferred brand for use in water and sanitation industries due to its superior quality.

'Duct' Ductile Iron **'ura'** Ventura, which means happiness and contentment

Applications

Our Pig Iron is suitable for various kinds of castings in industries such as:

- Automotive
- Agriculture
- Power
- Railways
- Aluminium smelters

DI Pipe is used for diverse applications:

- Distribution of potable water
- Transportation of sewage and waste water
- Agricultural applications including irrigation
- Industrial usage in power plants

Certifications

ISO 9001, ISO 14001, OHSAS 18001, NABL Certificate for QA Lab

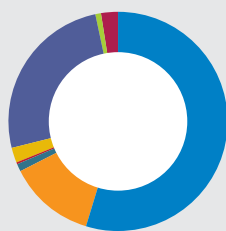
ISO 9001, ISO 14001, OHSAS 18001, NABL Certificate, IS 8329, Certificate of Product Conformity - BS EN 545 and BS EN 598, Kite Mark Certification - BS EN 545, Kite Mark Certification - BS ISO 2531, WRAS Approved Concrete, Cement and Mortar - Pressure Pipes, WRAS Approved Coatings, Paints and Linings - Factory Applied Pipe and Fittings Coatings

Business Context: **Our Competencies**

Well positioned to capitalise on opportunities

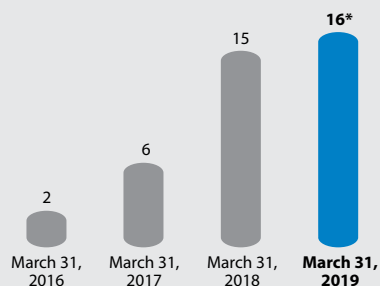
We operate in attractive markets with significant growth opportunities. Supported by our strategic pillars, viz., Innovate and Excel, Cost Leadership, Robust People Practices, Supplier of Choice, Responsible Corporate Citizenship and Focus on Downstream/ Value Add, we are strengthening our competitive advantages. Progressing on our strategic roadmap, we are consistently enhancing shareholder returns, thereby strengthening investors' trust, creating value for neighbouring communities, and accelerating our growth with digitisation and automation.

Shareholding pattern (%)

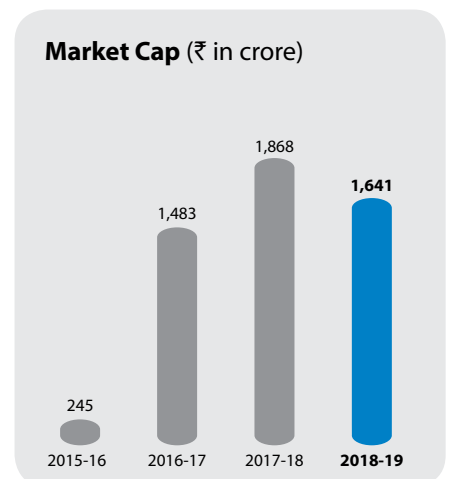
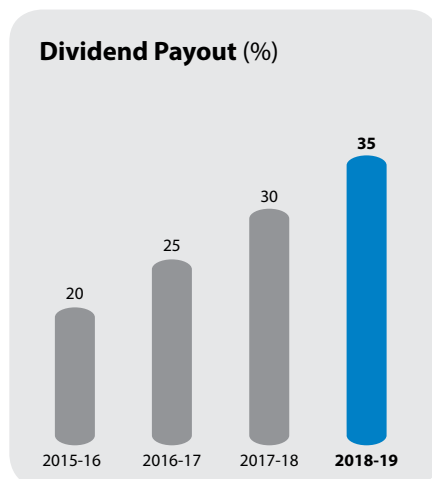
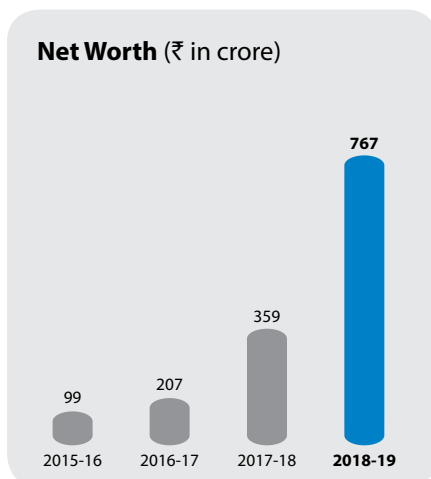
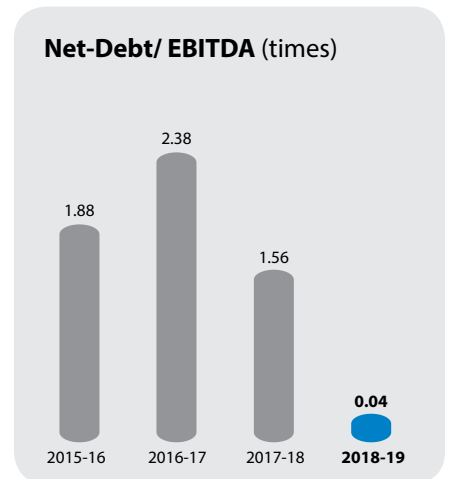
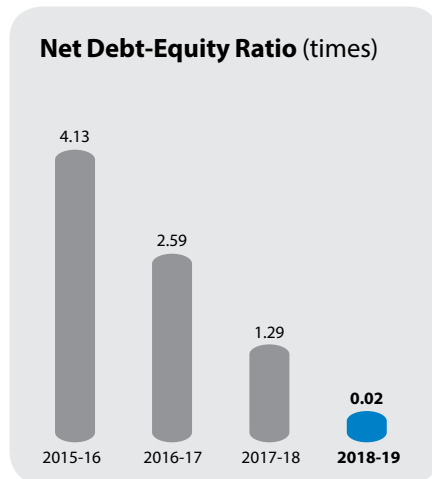
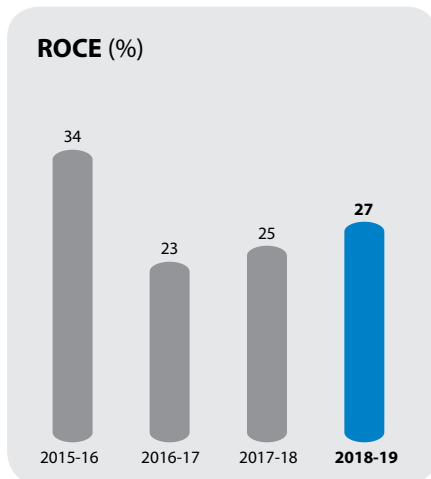
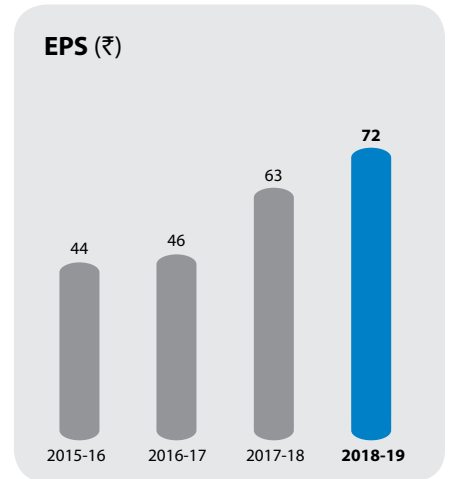
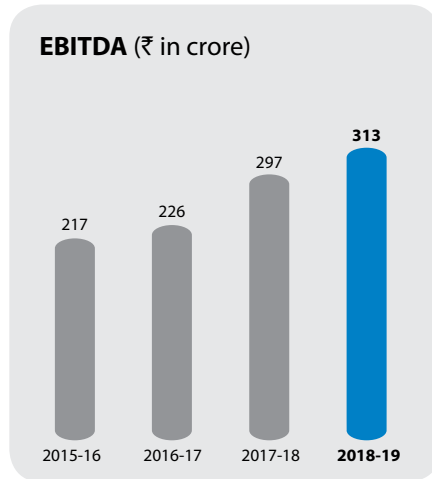
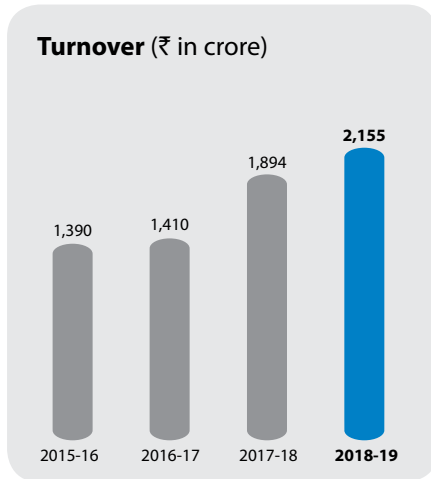


- Promoters: **55.06**
- UTI/ Mutual Fund/ Banks: **12.71**
- Insurance Companies: **1.19**
- FIs (Trust): **0.02**
- Corporate Bodies: **2.29**
- Resident Individuals: **25.49**
- State Government - WBIDC: **0.89**
- FIs/ NRIs/ OCBs: **2.34**

Increase in institutional shareholders' holding since March 31, 2016 (%)



*on expanded equity base



Business Context: Operating Environment

Agile response to external factors



Adapting to global and national economic scenario

Against the backdrop of a global slowdown and India's growing economy and domestic demand, the metals and mining sector is experiencing a cyclical uptrend, as commodity prices see an upsurge. Supply side shortages in select commodities are also helping prices remain firm.

What does this mean for us?

We constantly scan the global metals and mining landscape for shaping our 5-year strategy and our leadership takes cognisance of these global developments to form our operational strategy. We are focussing further on value-led growth.

3.3%

Projected global growth rate in 2019¹

7%

Economic growth rate of India in FY 2018-19²

60%

of India's GDP contributed by domestic demand³



Capitalising on infrastructure growth

The market for DI Pipe is expected to grow on the back of increased budgetary allocation by the Government of India in segments such as drinking water, irrigation and sewerage. The pace of project implementation in these areas is also expected to increase. Sustainable demand for water infrastructure would result from rapid urbanisation. At present, urban population in India is expected to rise from 410 million in 2014 to over 800 million by 2050⁴. With only 16% of the rural households in India having access to piped water⁵, coupled with lack of basic amenities, the situation is also going to contribute to this demand.

What does this mean for us?

We are well on the path to capitalise on this growth in rural and urban infrastructure, especially water infrastructure, through our value-added products – DI Pipe and associated solutions and services.

~9-12%

(CAGR)
DI Pipe industry growth



300
million tonnes
by FY 2030-31

India's envisaged steel capacity⁶

Securing raw materials

The Indian Steel Ministry aims to increase steel production capacity to 300 million tonnes by FY 2030-31 from 134.6 million tonnes in 2017-18. This impetus opens up new opportunities in the steel sector, and with that, brings significant scope for new mining capacities in iron ore.

India's metallurgical coal imports are also projected to grow based on rising domestic steel output.

What does this mean for us?

Our focus remains to offset raw material volatilities by exploring multiple avenues. Our coal/ coke sourcing plan ensures that ~80% of overall requirement is met either through long term contracts or captive sources. Additionally, we benefit from a synergistic relationship with TSL for iron-ore sourcing.



Technological advancement and digitisation

Entering the Industry 4.0 revolution, digitisation of the metals and mining industry has the potential to change the nature of the industry and its interaction with all its stakeholders at every step of the value chain – be it mining and exploration, ore processing and metals production, or downstream sales and distribution.

3-4%

Metals and mining industry revenue by 2025 from digitisation⁷

What does this mean for us?

TML has already embarked on its journey of digital transformation. Since 'Innovate and Excel' is one of our strategic pillars, we are focussed on this transformation path. We are making steady progress in digitisation and automation across the entire value chain and are well poised to leverage on digital technology.

610 million tonnes

Reduction in CO₂ emissions by 2025 due to digitisation⁸



Evolving regulatory landscape

Auction of iron ore mines in 2020 - Through an amendment in Mines and Minerals (Development and Regulation) Act 2015, allotment of fresh mineral concessions will only be through auctions.

What does this mean for us?

This presents an opportunity for captive consumers like us to bid for and win mines to secure our raw material supply.

As the metals and mining sector is dependent on natural resources for its operations, environmental regulations have significant implications on the business. With climate change posing one of the biggest environmental threats, India has committed to address the issue through its Intended Nationally Determined Contribution (INDC) and is targeting reduction in emission intensity of its GDP by close to 35% by 2030 as compared to 2005 levels.

What does this mean for us?

While there is no mandated target from the Government of India yet, we are taking proactive steps in mitigating climate change by constantly trying to reduce our energy intensity and improve our carbon footprint.

Sources:



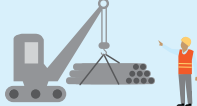



- 1 - International Monetary Fund
- 2 - Central Statistical Organisation (CSO)

- 3 - Economic Survey of India, FY 2018-19
- 4 - UN, Department of Economic and Social Affairs
- 5 - Waternaid

- 6 - National Steel Policy, 2017, India
- 7,8 - World Economic Forum

Business Context: **Stakeholder Engagement**

Engaging closely with partners in progress

Stakeholder group	Why they are important
 <p>Investors</p>	<p>As providers of financial capital, they are key stakeholders in our growth and expansion plans</p>
 <p>Employees</p>	<p>Our people are at the centre of all our operations. Their collective experience, skill and knowledge are essential for our growth</p>
 <p>Suppliers/ Partners</p>	<p>Our operations are closely linked with the timely availability of supplies, quality of raw materials and services that we source. These, in turn, have a material impact on the efficiency of the production process</p>
 <p>Customers/ Dealers</p>	<p>Customer feedback, or as we call it, the Voice of Customer, is key to process improvements, quality enhancement, service performance and cost optimisation. One of our key strategic pillars is to be the 'Supplier of Choice', and it determines our business success</p>
 <p>Community</p>	<p>A harmonious relation with the communities where we are located is key to our social licence to operate. They are partners in our progress and are crucial to our operations</p>
 <p>Government and Regulators</p>	<p>Key for ensuring compliance, interpretation of regulations and key to uninterrupted operations</p>

Key engagement forums

Key issues

Investor calls, analyst meets and general meetings

Demonstration of Tata Steel Group’s ethical and governance practices, transparent and adequate disclosure, improved Return on Investment (ROI) and capital appreciation and increased market capitalisation

Employee engagement initiatives, continuous interaction with management, appraisals, grievance redressal mechanism

Productivity, training, learning and development, career growth, work environment and culture

Meetings with key national and internal suppliers by senior management, supplier visits, suppliers’ meet

Long-term association with the Tata Group, more business volume, timely payment of dues, knowledge and information on applicable statutory requirements and safety standards

Regional meets, visits to dealers, need-based visits

Timely redressal of issues, knowledge and technology exchange, servicing solutions

Need assessment surveys, community visits by company management, periodic cultural meets

CSR initiatives and Affirmative Action (AA) initiatives addressing priority areas (5 Es)- Essential amenities, Education, Employability, Employment, Entrepreneurship

Plant visits, symposia and advocacy platforms

Compliance, Ethics, Corporate governance, Corporate citizenship

Business Context: **Material Issues and Risks**

Material matters impacting value creation

Material matters are most relevant to our value-creation process and they can substantially affect our ability to create and deliver value. As we prepare ourselves for mitigating risks and leveraging opportunities, we map the issues that are most relevant to us and address them through our strategic pillars.

At TML, we engage with our management and stakeholder representatives to identify material concerns and prioritise them based on their magnitude and likelihood.

Identification and prioritisation

We continuously engage with our external stakeholders to assess risks, opportunities and potential concerns. The information derived from these engagements aid our decision-making process to chart out a clear roadmap for sustainable value creation.

This year, we enhanced the assessment process by reaching out to both internal and external stakeholders for direct feedback. We conducted internal workshops and discussions with functional heads for identification of the themes that are important for management's decision-making. These themes take into account the context in which we operate and our top risks and opportunities.

We involved an independent third-party agency to moderate the process and encouraged every participant from external as well as internal stakeholder groups to prioritise the material matters under the identified themes. The material matters were then considered in terms of their actual and potential impacts. The underlined concerns were reviewed by the Senior Management.

Prioritised material issues based on importance for value creation

Critical importance

- Safety
- Digitisation and automation
- Customer focus
- Product stewardship
- Supplier engagement
- Community engagement

Very high importance

- Air emissions
- Water conservation
- Waste management
- Market presence
- Governance
- Compliance
- Harmonious industrial relations
- Emergency preparedness

High importance

- Employee welfare and engagement
- Community safety
- Human resources
- Diversity

Associated risks

Business risks

- Dependency on a few key suppliers may pose a threat to our long-term supply of raw materials
- Threat of PI being substituted by other competing materials as an alternative
- Alternative materials for DI Pipe in small diameter segment such as Polyethylene (PE), High Density Polyethylene (HDPE) and Poly Vinyl Chloride (PVC) could also pose a challenge

Mitigation

- Diversifying vendor base and developing new vendor base and/or new sourcing countries
- Differentiating product and service offerings. Also, changing our target customer segment and trying to co-exist with the potential replacement products

People risks

- Delay in project execution due to labour unrest
- Disruptions due to any safety issues or accidents

Mitigation

- Several initiatives are taken for management and workers' interaction and engagement. Initiatives are also undertaken to empower community in the vicinity and beyond
- Major thrust on safety by incorporating multiple levels of safety precautions and trainings to all those involved in the factory

Regulatory risks

- Delay in abiding by regulatory requirements, tax filings

Mitigation

- Digital compliance tool in place to monitor compliance health on real-time basis

Infrastructure risks

- Inadequate road infrastructure affecting vehicular movement to and from the plant
- Insufficient raw material and finished goods storage area

Mitigation

- Advocacy with government for road widening
- Exploring additional storage area

Environmental risks

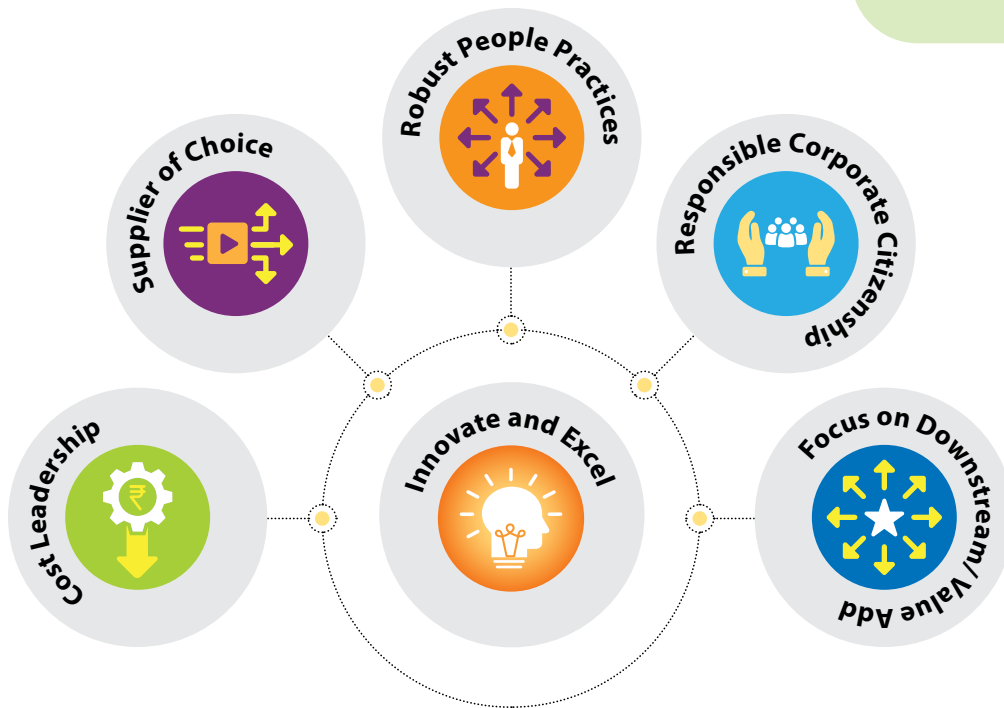
- Stricter environmental legislations

Mitigation

- Undertaking process improvement initiatives for minimising specific energy and carbon emission intensity, water consumption, at the same time reducing air emission
- Deployment of new technologies

Business Context: **Strategic Priorities**

Strengthening six pillars of our strategy



Pillars	Key enablers	Capitals impacted	Material issues	Page reference
1 Innovate and Excel	Enhancing a culture of innovation for continuous improvement to attain business excellence through initiatives such as: <ul style="list-style-type: none"> → SHIKHAR – array of improvement initiatives for improving the bottom line. → Continuous adoption of Total Productive Maintenance (TPM) practices in the shop floor. → Automation for improved safety of employees and productivity. → Use of digital technologies to adapt to Industry 4.0. 	<ul style="list-style-type: none"> → Intellectual → Human → Manufactured → Financial → Natural 	<ul style="list-style-type: none"> → Digitisation and technology → Product stewardship → Market presence 	Page 24

Pillars	Key enablers	Capitals impacted	Material issues	Page reference
2 Cost Leadership	Consistently focussing on operational excellence for improving cost base. Structural cost reduction ideas implemented and on the radar include: <ul style="list-style-type: none"> → Coal injection project implemented for partial replacement of expensive coke with coal → Commissioned Effluent Treatment Plant (ETP) to reduce ground water consumption → 15MW CPP being implemented → Use of turbo blowers → Expansion of Coke plant (BOOT basis) → Optimum raw material sourcing strategy to offset volatilities 	<ul style="list-style-type: none"> → Manufactured → Financial → Natural 	<ul style="list-style-type: none"> → Air emissions → Water conservation → Waste management → Supplier engagement → Automation 	Page 26
3 Supplier of Choice	Focus on creating value for customers through: <ul style="list-style-type: none"> → Superior and differentiated offerings → Enhanced customer centricity → Customised offerings based on Voice of Customer 	<ul style="list-style-type: none"> → Social and Relationship → Financial → Manufactured 	<ul style="list-style-type: none"> → Customer focus → Product stewardship 	Page 28
4 Robust People Practices	Concerted efforts towards: <ul style="list-style-type: none"> → Building a robust safety culture → Focussing on managing talent, including learning and development → Improving employee engagement 	<ul style="list-style-type: none"> → Human → Intellectual → Financial 	<ul style="list-style-type: none"> → Harmonious industrial relationships → Employee welfare and engagement → Diversity → Human Resources (HR) 	Page 30
5 Responsible Corporate Citizenship	Impact-based CSR with focus on essential amenities and education while sustaining efforts on employability, entrepreneurship and employment. Emphasis on sustainable operations by ensuring: <ul style="list-style-type: none"> → Reduction of carbon emission and energy intensity, and striving towards zero discharge → Compliance with applicable standards and laws, while adhering to ethical practices guided by the Tata Code of Conduct 	<ul style="list-style-type: none"> → Social and Relationship → Financial → Natural 	<ul style="list-style-type: none"> → Air emission → Water conservation → Waste management → Community engagement → Compliance → Community safety → Governance 	Page 34
6 Focus on Downstream/ Value Add	Committed to being a leading player in our areas of business by capitalising on growth opportunities, especially in the downstream business	<ul style="list-style-type: none"> → Manufactured → Financial 	<ul style="list-style-type: none"> → Customer focus → Product stewardship 	Page 38

Business Context: **Business Model**

Key components of value creation

What we depend on



Financial resources

Based on estimated cash flow from operations, existing capital structure, debt servicing obligations and conditions of financial market, we plan financial resource allocation. Finances for capex, restructuring, among others are all sourced through equity, debt and other means of project finance.



Manufacturing assets

Our hot metal manufacturing facility, DI Pipe facility and the CPP comprise our manufacturing assets. We focus on process improvement activities to enhance the efficiency of these assets and optimise costs.



Intellectual assets

We focus relentlessly on innovation management, and nurture ideas to create long-term value for our businesses. Our innovation projects are focussed on products, services and processes. One of the focus areas for our improvement projects is digitisation across our processes.



Passionate workforce

Our business is dependent on a workforce that is competent, engaged and socially sensitive. At the same time, we are committed to providing a safe, healthy and clean work environment to our employees and contractors' workforce.



Natural resources

Our operations depend on natural resources such as water, iron ore and coal. Additionally, our operations impact the environment through emissions and waste. Process optimisation with efficient resource utilisation coupled with recycling and efficient handling of waste are necessities for our operations.

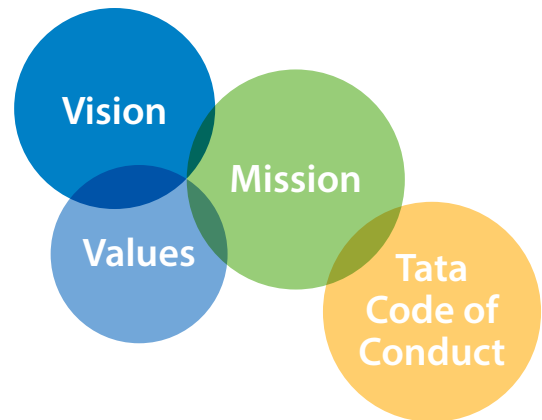


Relationship with stakeholders and partners

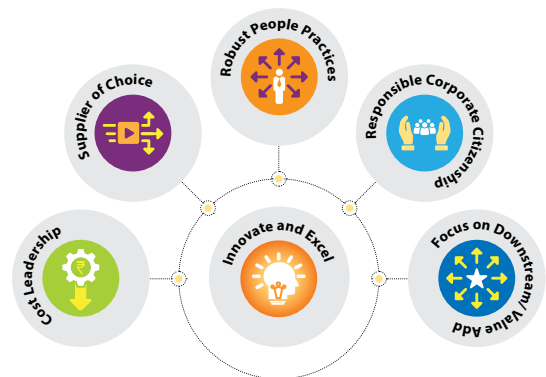
The relationship we share with our suppliers, vendors, partners, distributors and customers is of paramount importance to our long-term existence. Our harmonious coexistence with the surrounding communities is important for our social licence to operate.

How we create value

1. Guided by our philosophy



3. Supported by our strategy



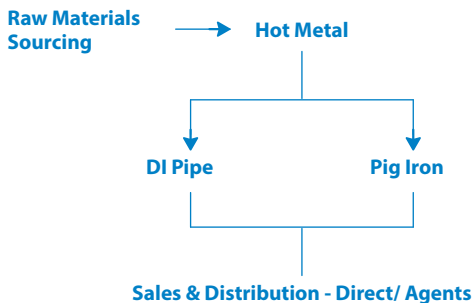
2. Responding to the external environment

Our risk management process prepares us against the short, medium and long-term risks that may impact our value-creation ability

We constantly scan our external environment to identify and capitalise on opportunities



4. Through our production process



Value we create

For providers of financial capital

We deliver consistent, profitable and responsible growth.

For customers

We provide customised products and solutions to our customers. We also engage and collaborate with our customers closely for knowledge enhancement, capacity building and resolving issues.

For suppliers

We ensure an optimum supply chain with competent suppliers for seamless operations. We also engage and collaborate with our suppliers closely for knowledge enhancement, process improvements and product applications.

For our people

We strive to provide equal opportunities to all our employees, ensure capacity building, training, and a safe work environment.

For communities around us

We contribute towards improving the living conditions of communities around us through our CSR activities and at the same time ensure that our production processes do not have any adverse impact on the environment around us.

Business Context: Chairman's Statement

Propelling value-led growth



Mr. Koushik Chatterjee
Chairman

Dear Shareholders,

It gives me immense pleasure to present you the 2nd Integrated Annual Report and the Annual Accounts of your Company for the financial year ended March 31, 2019. During the financial year 2018-19, global macroeconomic conditions have moderated and various risks factors need to be watched cautiously including escalating trade disputes, tightening liquidity and the impact of climate-change and related regulation. In FY'19 the Indian economy showed some resilience, but slow economic growth in rural and agrarian India as well as the solvency risks faced by some Non-Banking Financial Companies have left a long shadow affecting sentiment and private investment. On the other hand, fiscal spend and government driven infrastructure build in railways, roads, water, sanitation has been helpful in sustaining demand in several industries including steel.

Global crude steel production increased by 4.6% in 2018 to a level of 1.8 billion tonnes with increase in all regions except in the EU. China's steel output grew by 6.6% while India increased its production to 106.5 million tonnes (4.9% over 2017) to become the second largest steel manufacturer surpassing Japan. India's demand for pig iron was stable due to sustained consumption in foundries for manufacture of castings as well as for steel making.

The demand for Ductile Iron Pipe continues to grow across drinking water, sewerage and irrigation sectors through several flagship programs of the government including “Atal Mission for Rejuvenation and Urban Transformation” (AMRUT), Smart Cities, Swachh Bharat Abhiyan and Government’s water grid projects for improving water supply and sanitation infrastructure in both urban and rural areas. As per estimates, the overall demand for DI Pipe continues to be robust and is likely to have an expected annual growth rate of 10-12% over the next few years.

I am happy to report to you another successful year for your Company. The Company recorded ~14% growth in turnover, and EBITDA increased by ~6% over the previous year. Increase in sales volumes and improved cost efficiencies were however offset by rising raw material costs. The net profit after tax grew by 14% over the previous year.

During FY 2018-19, the Company’s hot metal production increased by around 4% over the previous year. This would have been higher had there not been a few unscheduled interruptions in the blast furnaces due to unforeseen operational reasons. The long-term supply arrangement for coke, along with captive production in the coke ovens, covered nearly 80% of the overall requirement; helping to some extent to offset input cost volatilities. Further, the commissioning of the Pulverised Coal Injection (PCI) plant in the second half of FY’19 along with higher oxygen enrichment will not only increase hot metal production but also make the Company more cost competitive by replacing about 15% of relatively expensive coke with coal. Pig Iron sales volume showed a marginal decline of 3% but that was primarily owing to higher off-take of metal by DI pipe division. Sale of DI Pipe recorded a 13% increase over the previous fiscal as a result of recording excellent parameters on performance and availability as well as favourable product mix of orders.

The Board of your Company is glad to recommend a dividend of ₹ 3.50 per equity share for FY 2018-19.

In the ever-changing business environment in which your Company operates, achieving cost leadership remains a priority, driven by enterprise-wide synergies and process



I am happy to report to you another successful year for your Company. The Company recorded ~14% growth in turnover, and EBITDA increased by ~6% over the previous year. Increase in sales volumes and improved cost efficiencies were however offset by rising raw material costs. The net profit after tax grew by 14% over the previous year.



efficiencies. As a part of the long-term strategy of your Company, the Board has approved investments in doubling the capacity of the DI Pipe unit from 2 LTPA to 4 LTPA by installing a new production unit in the same premises at Kharagpur, augmentation of MBF-1 capacity by 0.70 LTPA and installing a new 15 MW Power Plant. Accordingly, the Board had sought and received your approval to fund the expansion project by way of issuance of Equity Shares and Convertible Warrants to the Promoter, i.e. Tata Steel Limited, on a preferential basis. The proceeds from the issue will help in funding the expansion project, repayment of loans and strengthening the balance sheet of your Company.

The expansion is aimed at building capacity and expanding the DI pipe size range up to 1200 mm diameter. It is aligned to the Company’s strategy to focus on value led growth and cost leadership. The Company will continue also to focus on digitisation and automation while implementing this state-of-the-art expansion thereby improving manpower productivity significantly leading to long-term value creation for all stakeholders.

Sustainability matters

In line with the Tata Group ethos and with an objective to give back to the society, your Company strives to work for the socio-economic upliftment of communities near the Kharagpur plant. Your Company undertakes several CSR initiatives classified under 5 Es - Essential amenities, Education, Employability, Employment and Entrepreneurship. Your Company’s CSR interventions have touched the lives of more than 16,000 beneficiaries in nearby 20 villages. We also encourage our employees to participate in various community development activities and I am happy to share that last year we have clocked over 6,500 employee volunteering hours.

As a part of our commitment to reduce the carbon footprint and help combat climate change, your Company has significantly increased captive power generation through waste gas/heat over the last few years, thereby reducing consumption of grid power which is generated through fossil fuels. Carbon footprint will come down further in future with implementation of the new 15 MW power plant based on waste heat recovery from expansion of coke oven plant (on BOOT basis). Further, we continue our quest towards significantly improving fuel efficiency (coke and coal consumption) over the years. Your Company has also commissioned a comprehensive study by a reputed environment engineering & research organisation to further improve the environment in and around the plant.

Finally, I would like to take this opportunity to thank all our shareholders for their continued support and confidence in the Company and the management. I also express my sincere gratitude to our customers and suppliers/partners for their trust and support towards the Company. I am also thankful to the unions for maintaining cordial industrial relations, the employees, the management team, my colleagues on the Board of Directors and other stakeholders for their significant contribution to the Company during FY 2018-19.

Warm regards,

Koushik Chatterjee

Chairman

DIN:00004989

Date: April 15, 2019

The Value We Create



Our strategy guides us in making clear choices about allocation of resources. Taking a holistic approach towards value creation, we have linked our six strategic pillars intricately with the value we create and share.

Value creation is about judicious allocation of resources, careful nurturing of relationships and creation of outcomes through meaningful implementation of our strategy. 'Integrated thinking', which is the core of the Integrated Reporting process, is defined by our six strategic pillars. Each of the strategic pillars are associated with one or more of the capitals. We deploy the capitals and add value to them by implementing our strategy.





The Value We Create: **Innovate and Excel**

Innovation for enhancing value

~350

Kaizen
(Improvement projects)

~90%

Employee
participation in TPM

156

Business
Excellence projects

Capitals Impacted



Financial



Manufactured



Human



Intellectual



Natural



Innovation forms the foundation of our growth, and thus, 'Innovate and Excel' is one of our key strategic priorities, which cuts across all other five strategic priorities. Innovation for us is as much about technology as it is about process improvements, business excellence and a culture that encourages thinking afresh.

We have established processes to nurture new ideas that help in long-term value creation. Our innovation management entails product, process and service innovation. Our people are at the core of our culture of excellence who fuel creation with their innovative ideas.

Product and process innovation

We follow an established process of innovation to develop new products, product modifications, features and services. The process evaluates the maturity and effectiveness of any innovation project, based on its technology readiness. This helps our overall decision-making on the resources to be spent for taking the project forward. For enhancing customer value, we carry out several product modifications in keeping with customer and industry needs.

Our process excellence framework is based on the Tata Business Excellence Model. We carry out process improvements within the organisation through various programmes, including SHIKHAR (EBITDA impacting improvement projects) and TPM. We assess the effectiveness of these innovations by evaluating their impact on the bottom line.

Process deployment

Operations of both our PI and DI Pipe businesses include processes that are regularly evaluated by the senior management. Process efficiencies are carefully analysed for improvement and potential synergies between different functions. Upon formalisation, the processes are deployed across the organisation and are disseminated through the Knowledge Management (KM) portal to enhance organisational knowledge. We also encourage a culture of continuous improvement through TPM techniques.

Service innovation

To enhance service offerings, we regularly scan and identify opportunities through customer meets, market research and benchmarking exercises. These opportunities are converted into actionable ideas and implemented. For example, a Technical Services team has been formed to provide services for DI Pipe customers on site. This is over and above the technical assistance already being provided to foundries for improving their operations for several years now.

Collaborating for innovation

As part of our innovation management programme, we explore opportunities of collaboration with think tanks, research bodies, our suppliers and customers, among others. We work with our suppliers to develop new products/ spares for our application. We have also started discussions around possible collaborations with reputed academic institutions for Research and Development (R&D) projects. We also engage in various knowledge sharing sessions with our parent company, Tata Steel, to identify opportunities for innovative practices.

Our way forward

Automation and digitisation are our key focus areas for the future, to help us achieve benchmark operational performance, ensure safety for our employees and delight our customers. A holistic capability building approach for our employees and leveraging new age technologies will be the key levers for us in achieving our goals.


Digital transformation journey

We have established a detailed digital transformation roadmap and are in the process of implementing the same. The planned initiatives will be around three areas: smart machines, real-time data analytics and business on mobile. Our culture and capability building roadmap includes visiting companies with best-in-class digital practices, mindset activation workshops and reverse mentoring, apart from the standard learning/ coaching activities.

We are on the quest of transforming ourselves into a digital factory by ensuring online real-time data collection and installing smarter machines. We are implementing Internet of Things (IoT) based sensors, smart meters, real-time data gathering instruments spanning our operations. We continue to explore the usage of data analytics for optimising our logistics cost and improving safety through automation. Our marketing team is working on leveraging Big Data and analytics to enhance customer experience through new-age offerings.

8%

of Capex spent on automation and digitisation projects



TATA METALIKS

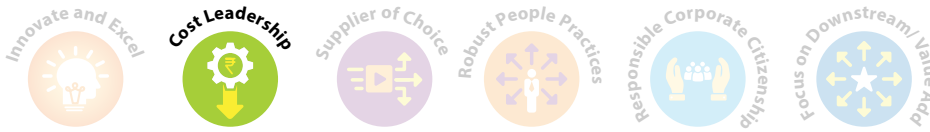
The Value We Create: **Cost Leadership**

Excellence in value creation

Capitals Impacted



Financial Manufactured Natural



We believe that cost leadership is one of our core competencies and this pillar drives our actions towards achieving excellence in manufacturing. We are devising new ways to improve our production capabilities by embracing digitisation, automation and green technologies in business processes. This will enable us to be more responsive to our customers’ requirements, help us perform better on environmental parameters and create long-term value for our stakeholders.

Our cost competitiveness is enhanced by regular structural initiatives and sustained by continual improvement in our operational and maintenance practices. All our cost saving projects are carried out under the SHIKHAR platform, where ideas are generated through forums such as focussed group discussions, followed by detailed business cases and implementation of selected ideas. The process is driven with special attention through regular senior management reviews. These initiatives are undertaken for tangible improvements and are carried out to challenge internal benchmarks of critical parameter improvement, such as DI Pipe conversion cost, enabling strategic sourcing of raw materials and for automation and digitisation among others.

Strengthening key work processes

Our Key Work Processes (KWP) convert inputs into products/services, ensure quality and delivery to our customers. Our focus is always on improving these processes and making them more responsive to real-time requirements.

We innovate and modify our production facilities in-house for catering to a wide range of size requirements of DI Pipe and have incorporated similar modifications in our casting machines for PI division. Additionally, including digitisation, improving organisational knowledge and achieving product excellence, we build operational efficiency. For improving supply chain efficiency, we focus on value-in-use, delivery, quality of materials and quality of compliance, to name a few.

Key improvements

During FY 2018-19, we took several initiatives to improve processes and optimise costs. Some of these initiatives are as follows:

- Commissioned Pulverised Coal Injection (PCI) plant to reduce prime coke consumption at Mini Blast Furnaces (MBFs)
- Ensured ~80% of overall coke requirements are through captive source/ long-term contracts to mitigate coke price volatilities
- Increased pig casting machine productivity by installing new design moulds
- Detailed energy audit for PI and DI pipe division carried out by Bureau of Energy Efficiency accredited agency
- Implemented energy conservation initiatives like installation of Variable Frequency Drives, grid power factor improvement, installation of LED lights, reduction in high speed diesel consumption by minimising diesel generator set operation, to name a few
- Provided pre-heated water for casting machine mould cooling

PI business

Hot metal production

5.18 lakh tonnes

Operations on captive power

100%

Sinter plant productivity

1.99t/m²/hr

- Installed a monitoring system to detect annealing furnace gear box vibrations to prevent sudden failures

Our way forward

We are preparing ourselves to develop efficient processes at the DI Pipe division, redesigning MBFs to enhance capacity and incorporating latest project management tools and practices for our brownfield expansion plan of the DI Pipe business.

Improving net fuel rate

We have consistently produced BF coke with less than 3.5% moisture in our captive coke plant which reduces fuel rate in MBFs. Moreover, the performance of both the MBFs have become more stable with introduction of PCI. During FY 2018-19, we have reduced ~1% of our net fuel rate.

DI Pipe business

DI Pipe production

2.34 lakh tonnes

Reduction in specific grid power consumption since FY 2015-16

69%

Reduction in conversion cost since FY 2015-16

50%

TATA METALIKS

The Value We Create: **Supplier of Choice**

Delivering value to customers

Capitals Impacted



Financial



Social and
Relationship



We are consistently engaging with our customers to build long-term partnerships and create mutual value. Customer Account Managers (CAMs) engage with direct customers and consumers through a network of channel partners.

Relationship-building approach with customers

Our marketing and sales teams regularly engage with customers to understand key requirements and changing needs. We regularly conduct customer meets to disseminate product information, understand their requirements and obtain their feedback on our products, services and transactions for PI and DI Pipe customers.

We also organise periodic customer visits, which act as primary touch points to build our customer relations. We have a robust complaint management process that provides prompt and satisfactory resolution to customer complaints.

Responding to customers

Our customer engagement plant focusses on obtaining continuous feedback on our various product and service offerings. Independent third-party customer satisfaction and engagement surveys on quality, delivery, loyalty, repeat purchases, retention and positive referrals help us realign our offerings.

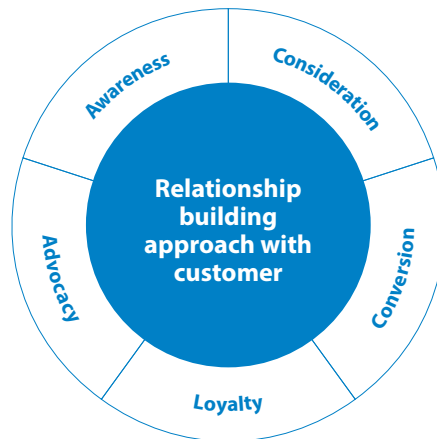
In sporadic cases of repeat or unresolved complaints within target days, there is an escalation matrix to the senior management for prompt action. We have been reducing complaint resolution time continuously for few years now.

Value delivered in FY 2018-19

Our customer-engagement initiatives have resulted in long-term contracts with our key customers. We have developed various programmes for them to enhance their

experience like just-in-time delivery service, which helps them reduce inventory cost. We also streamlined an online complaint management portal enabling complaint logging and closure through online work flow system, field investigation, and root cause analysis. Using digital tools, we initiated usage of a Salesforce automation application among the CAMs to plan, execute and capture customer visits and interaction. Besides, we continue to conduct knowledge sharing workshops, collaborating with

industry bodies and partners to explore new possibilities. Our focussed relationship-driven customer engagement processes continue to result in higher customer retention. Additionally, in line with our sustainability initiatives and exploring our business cross linkages, we undertook various activities to safeguard the health and safety of foundry workers of our customers in the Howrah foundry belt.



Customer satisfaction index

PI	DI Pipe
93	93

Market share

PI	DI Pipe
19%	12%

37

Total number of suppliers engaged with/ trained (3 star rated vendors + developed vendors for alternate products)

Unique CSR initiative to safeguard the health and safety of workers at our customers' foundries

We carry out health camps for workers at foundry sites. In FY 2018-19, we covered 12 foundries benefitting 1,661 workers. In FY 2019-20, we plan to conduct safety awareness training camps for the workers.

The Value We Create: **Robust People Practices**



Fostering talent that drives value

Capitals Impacted



Financial



Human



Intellectual



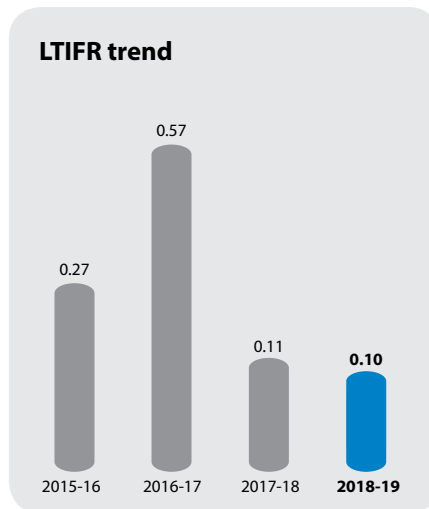
We recognise that our people are at the centre of all our operations. Thus, people practices form one of the key focal points of our strategy. With our capacity expansion plans underway, managing our existing human resource and creating an effective roadmap for infusing new talent will be a priority. Moreover, our focus on automation and digitisation further creates opportunities for developing new skill sets of existing people. To that end, we help our employees upgrade their skills through various development and training programmes, both internal and external.

Our commitment remains strong to extend a safe working environment for our people as well as the right opportunity for growth. We also focus on industrial relations and employee engagement to create a competent, engaged and socially responsible workforce.

Recognising safety as a way of life

We are committed to providing a healthy, secure and clean work environment to our employees, which is mandated in our Safety Health Environment Policy and deployed through continuous improvement of workforce environmental factors. Our people are exposed to health hazards as our daily operations involve inherently hazardous activities. We combat this situation by complying with safety standards ensured through the OHSAS 18001 certification. We proactively surpassed standards by implementing the Felt leadership programme, vendors' star rating on safety and consequence management, along with conferring safety rewards and recognition, and safety-linked annual bonus to employees.

Besides, we implemented a six-step contractor management process and training to contractors' safety supervisors as a new initiative for FY 2018-19 to ensure health and safety of all employees. We focus on



Testimony to our safety management practices
 Our PCI project was completed on schedule with 6.48 lakh injury free man hours – a direct testimony to our continued efforts on Safety.

safety not only as compliance, but also as a way of life.

Encouraging diversity in the organisation

We are encouraging a more diverse workforce through strategic hiring. Over the years, the percentage of female officers in our workforce has increased.

Our workforce is broadly segmented into two groups: (a) permanent employees and (b) contractors' employees. The workforce comprises people from across geographies, providing a diverse mix. We also have a fair representation from the socially disadvantaged sections of society (AA community): 12% of permanent employees and 42% of contractors' employees.

We have a relatively young and qualified permanent employee base with 27% of them being under 30 years of age and 96% (as on March 2019) of them being professionally or technically qualified.

Managing capability and talent of our workforce

We identify our workforce capability needs during annual planning process. The ability to attract and retain competent talent is achieved through four human resource management pillars - Organisation Engagement, Improving Productivity, Capability Building and Talent Management. Capability needs of workforce are assessed and addressed through its people

The Value We Create: Robust People Practices

development architecture covering all sections of employees with a special focus on selected segment. Capability development interventions have helped continually in improving workforce productivity.

Team engagement

The core competency to 'attract and retain talent' is an outcome of our focussed workforce engagement systems and practices. Engagement initiatives like providing challenging assignments through Cross Functional Teams (CFTs), learning and development opportunities, horizontal and vertical career advancement opportunities, strengthening reward and recognition, opportunity to be part of digital and automation initiatives, mentoring and coaching by senior leadership teams, open door policy, along with our ethical business practices have all helped achieve our engagement targets.

Measuring performance and productivity

We foster a high-performance culture through a robust performance management system (PMS), involving objectivity and performance outcomes. The basic objective of the PMS is to plan, review and evaluate performance and potential.

Key features of PMS for officers involves goal setting, mid-term review, talent review and reward.

Number of employees
1,221

Decline in attrition
9%

Employees qualified (diploma/technical/professional)
96%

Learning at TML

We have a knowledge repository – KM portal – which provides easy access to technical information for new and old employees. We are working to upgrade the portal and making it more user-friendly. We are also developing new modules for the KM portal to ensure quick references on the basics.

Key human resource development initiatives for FY 2018-19

During the year, we were involved in the following employee-centric initiatives:

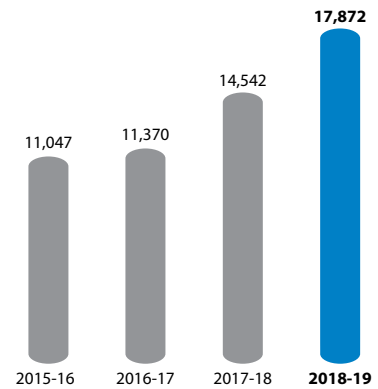
- Rolled out talent management policy for high potential employees
- Set up a working model for various technical trainings
- A worker teacher model was developed to conduct classroom and shop floor training
- Replaced the earlier Balanced Score Card, and launched a Goal Card with the six strategic pillars
- Invited a 360-degree feedback from an external partner
- Implemented Kudos reward and recognition platform to instantly recognise noteworthy achievements
- Launched a new online Human Resource Management System (HRMS) portal to serve as a one-stop digital solution for all HR concerns
- Organised employee engagement activities such as the Tata Metaliks Premier League with multiple sports events

Increase in employee productivity

PI division **3%** (y-o-y)

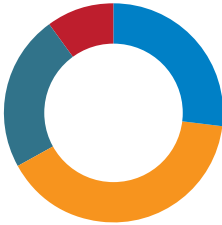
DI Pipe division **4%** (y-o-y)

Training man hours





Age-mix (%)



- Below 30: 27
- 31-40: 40
- 41-50: 23
- Above 50: 10



The Value We Create: **Responsible Corporate Citizenship**

Enhancing shared value

Capitals Impacted



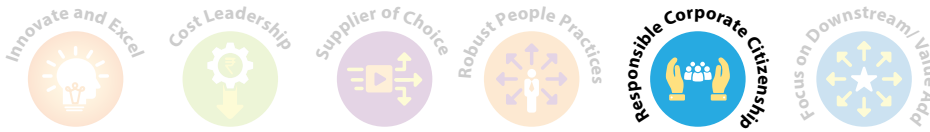
Financial



Social and
Relationship



Natural



Our operations are interdependent and interconnected with the natural and social ecosystem where we operate. Hence, we recognise the importance of conserving the natural resources that we transform and return as assets to the society, while minimising the environmental impacts of our business. Hence for us, adopting environment-friendly practices is an integral part of our sustainable business strategy. At the same time, sharing the value we create with communities that surround us is ingrained in our business DNA, in line with the legacy of the Tata Group.

Our strategic pillar of Responsible Corporate Citizenship is closely linked with our environmental performance and Corporate Social Responsibility initiatives.

Responsible environment management

At Tata Metaliks, we are being responsive to the environment by adopting climate-friendly technologies and innovative practices. Over the years, we have set up waste heat recovery systems as a result of which almost 80% of our power requirement is met through captive power sources. We have installed PCI system, thereby partially replacing coke by coal and have also adopted energy efficient/ improvement initiatives to reduce overall carbon footprint. We have commissioned an Effluent Treatment Plant (ETP) to reduce groundwater consumption in our PI and DI Pipe divisions. We have also installed an on-line ambient air quality monitoring system to monitor and reduce air emissions.

Minimising wastes, effluents and deriving value

We adopt responsible business practices and management of natural resources through initiatives such as use of blast furnace gas as fuel instead of oil/ fossil fuel at several places and reuse most of the in-plant process waste in sinter plant. Hazardous waste generated and air emissions, are taken care of through

adequate interventions as per statutory requirements and ISO 14001 standard.

Optimising water use

We strive to optimise water use by reducing our freshwater consumption at various stages of production. We constantly measure and manage our water use. In the process, we also look for any leakage(s) or wastage(s) that can be avoided. With a constant focus on optimising water usage, minimising waste and recycling waste water in the production process, our fresh water consumption has significantly come down.

Ensuring environmental compliance

We ensure compliance with all the environmental norms and encourage our partners to follow the same through our robust contract management process. Compliance to statutory timelines is

monitored through in-house digital platform, which provides real-time statutory updates.

We also meet compliance requirements through operational efficiencies that are benchmarked to industry best practices. We further set targets as part of the planning process with action plans to comply with or go beyond compliance requirements.

Applying the 3Rs policy

We promote an enterprise-wide philosophy of Reduce, Reuse and Recycle, setting aggressive targets that improve the primary yield of our processes. Under SHIKHAR 5000, we have commissioned thickener slurry system, which will allow us to use 100% sludge in our sintering process, thereby increasing our total sludge recycled

Increase in water recycled

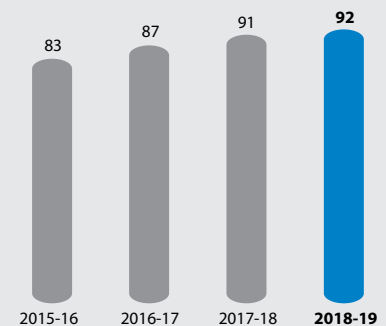
2%
(y-o-y)

Reduction in carbon emission intensity

PI division
1%
(y-o-y)

DI Pipe division
3%
(y-o-y)

Materials recycled back into process (%)



The Value We Create: **Responsible Corporate Citizenship**

Our preparedness for future

As we continue with our expansion plans, our focus will be to remain committed to our environmental responsibilities. Managing carbon emissions will be one of the key objectives of our future preparedness. Towards that end, we have already carried out a detailed Greenhouse Gas (GHG) emissions accounting for our existing plant and the proposed expansion project. We have also commissioned a detailed study to improve air pollution levels in the plant and its vicinity with National Environment Engineering Research Institute and the recommendations of this study will be implemented.

Enduring stakeholder relationships

We acknowledge that our existence depends largely on our ability to develop long-term and sustainable relationships with our key stakeholders: investors, customers, vendors, suppliers and partners, and communities. Therefore, our focus remains on continuously engaging with them, while enhancing and delivering value consistently.

Collaborating to strengthen our suppliers and vendors

Our suppliers, service providers and partners enable us to seamlessly run

our business. They collaborate with us to jointly develop new products for our applications. We engage with our suppliers, service providers and partners through partners meets, site visits, evaluation and feedback, while communicating and sharing expertise with them. We ensure safety and sustainability of our value chain partners' operations through constant hand-holding and knowledge transfer.

Value delivered in FY 2018-19

We conducted different training and development programmes, especially designed for our suppliers and service providers with a focus on safety, business ethics, prevention of sexual harassment at workplace and implementation of new technology, among others. We evaluated our key service providers and assisted them to achieve a minimum of 3 star level on a 5 point scale on safety. Additionally, all new major contracts in the plant followed the 6-step Contractor Safety Management System (CSMS) covering areas of (i) Contractor selection, (ii) Contract preparation, (iii) Contract award, (iv) Orientation and training, (v) Managing the work and (vi) Periodic evaluation.

Key welfare programmes for communities

Education and Essential Amenities are the focus areas through which we endeavour to

improve the lives of people in the community surrounding our area of operation. We have been driving several health-related initiatives in our key communities. During FY 2018-19, we organised blood donation camps, health camps for school children and villagers, in addition to organising various health awareness programmes dealing with cleanliness, personal hygiene, alcoholism, and more. We also implemented drinking water projects at Samraipur village on 'Community – Corporate' partnership model wherein one time infrastructure, including a solar-powered pump and network of water pipeline with overhead tanks have been provided by us. Further, we also installed a water filtration system and multiple toilet blocks in nearby villages. Our collaboration with Kolkata Police and Medica Superspeciality Hospital to run 25 ambulances in Kolkata continued during FY 2018-19 attending to needs of several trauma care victims in the city. Under education, our efforts involve improving the physical infrastructure in schools and complementing standard classroom teaching with holistic development initiatives such as providing scholarships, soft skills development and sports coaching.

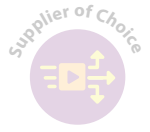
CSR outreach
16,800

CSR expenditure
₹354 lakh

For details, please refer CSR Annual Report (Annexure C to the Directors' Report)



Football coaching to under-10 year old boys



The Value We Create: **Focus on Downstream/ Value Add**

Focussed on value addition

Capitals Impacted

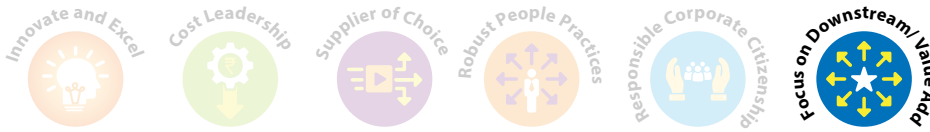


Financial



Manufactured





Preparing ourselves for the future, our focus on downstream operations and value-addition is relentless. This strategic move is helping us in many ways. Infrastructure growth across the country has opened up several new markets for the DI Pipe business. Given its usage in multiple sectors, ranging from potable water, sanitation, irrigation to industrial projects, DI Pipe business can capitalise on opportunities spread across various sectors. In addition to opening up new avenues, our value-addition strategy helps us de-risk our revenue base.

Capacity expansion for DI Pipe – A strategic leap

Furthering our efforts on downstream value-addition, our Board of Directors followed by our shareholders, approved the capacity expansion of our DI Pipe unit from 2 LTPA to 4 LTPA by installing new production unit, augmentation of MBF-1 capacity and installing a new 15 MW CPP. Hot Metal capacity will further increase due to commissioning of PCI and other operational improvements like increased oxygen enrichment. The expansion is funded by internal accruals and issuance of equity shares and convertible warrants to our promoter i.e. Tata Steel Limited, on a preferential basis, who have shown their confidence in our proposition.

Focus on product and service value add

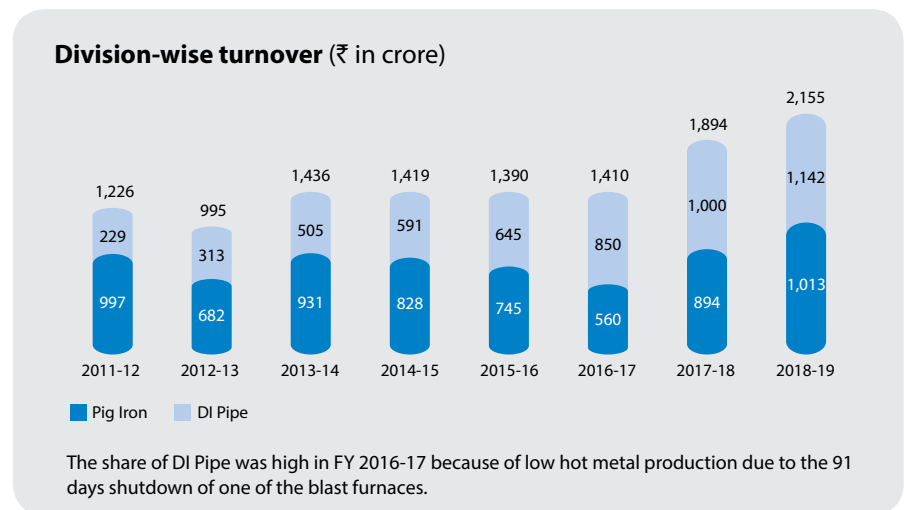
With the expansion plans, our DI Pipe portfolio is going to grow as well. Our current product range is from 80 to 800 diameters and would be enhanced up to 1,200 diameter pipes. Along with this expansion in the range of our product offerings, our marketing, technical services and new product development teams are expanding

the range of our services on site in laying the pipes, as well as, developing new products including ancillaries.

Automation and smart technologies for new business

While we progress with our expansion plans, our focus on the strategic pillar of 'Innovate and Excel' is going to be a key determinant

of the success of our downstream business. To that effect, we are exploring automation and smart technologies in our expansion project. We are going beyond compliance by adopting environment and people-friendly digital technologies, which will also minimise man-machine interface and create a future-ready workforce.



Governance

Leading us on the road ahead



Mr. Koushik Chatterjee
Non-executive Chairman

Born in 1968, Mr. Chatterjee is an Honors Graduate in Commerce from Calcutta University and a Fellow Member of the Institute of Chartered Accountants of India. He is currently the Member of International Integrated Reporting Council, Insolvency and Bankruptcy Board of India, Global Task Force on Climate Related Financial Disclosures set up by the Financial Stability Board, Switzerland and is a Director of World Steel Association. He is on the Board of several Tata Steel Group companies and is the Executive Director and Chief Financial Officer of Tata Steel. Recently in March 2019, he has received the CFO Lifetime Achievement Award at the Financial Express CFO Awards 2019.



Mr. Sandeep Kumar
Managing Director

Mr. Kumar has over 25 years of experience with the Tata Group. His experience revolves around commercial and general management responsibilities in the business of steel and steel raw materials. He is currently the MD of Tata Metaliks. He was earlier the MD of S&T Mining Pvt. Ltd. from 2008 to 2012. Mr. Kumar is a Mining Engineer from IIT (ISM), Dhanbad and a postgraduate in International Trade from Indian Institute of Foreign Trade (IIFT), New Delhi. He has also attended various Management & Leadership Development Programmes including that at Leeds University Business School in UK where he won the British Chevening Scholarship and at CEDEP, France where he attended its flagship General Management programme.



Mr. Sanjiv Paul
Non-executive,
Non-independent Director

Mr. Paul, graduated in Metallurgical Engg. and joined Tata Steel Ltd. (TSL) in 1986 as Graduate Trainee. After working in Steel Melting Shops in various capacities and completion of Senior Management program at CEDEP, France, he moved on to assume leadership roles in areas of General Management in TSL. In the past he has been Managing Director, Jamshedpur Utilities & Services Company Limited (JUSCO), VP (Corporate Services), TSL and Managing Director, Tata Metaliks Ltd. He is currently VP, Safety Health & Sustainability at TSL. He is an avid reader, keen cricketer and a golfer.



Mr. Krishnava Satyaki Dutt
Independent Director

Mr. Dutt started his legal career at Calcutta High Court. After a short stint there, he joined ICICI Bank in Mumbai. He later joined Amarchand Mangaldas in 2005 and was made partner in 2007, before retiring in June 2009. After that, he founded Argus Partners. He is currently the Managing Partner of Argus Partners. Mr. Dutt has been identified by India Business Law Journal as one of India's top 100 lawyers. RSG Consulting (London) has identified Mr. Dutt as among the leading second generation of Indian corporate lawyers.



Dr. Pingali Venugopal
Independent Director

Dr. Venugopal with over 35 years of experience, is currently Chairperson, Center for Global Management and Responsible Leadership at XLRI, Jamshedpur. Prior to joining academics, Dr. Venugopal worked in the marketing department of Coromandel Fertilisers and Nagarjuna Fertilisers and Chemicals Ltd. for 10 years.

In addition to Tata Metaliks, he is on the Board of Jamshedpur Continuous Annealing and Processing Company Pvt. Ltd.



Ms. Samita Shah
Non-executive,
Non-independent Director

Ms. Shah looks after the financing requirements of the Tata Steel Group and is responsible for raising capital from local and international banks and equity/debt capital markets. Ms. Shah is also the Chief Risk Officer for Tata Steel and has spearheaded the implementation of enterprise risk management practice across the Tata Steel Group. Ms. Shah joined Tata Steel in 2012 with over 20 years of experience in financial services. Ms. Shah is an MBA from Indian Institute of Management, Ahmedabad, India.



Dr. Rupali Basu
Independent Director

Dr. Basu is a pioneer in bringing quality systems and standards in Indian hospitals. At present, she is a Non-executive Director of IQ City Medical College and Narayana Multi-speciality Hospital and the Chairperson of the Women Empowerment Subcommittee of Bengal Chamber of Commerce and Industry (BCC&I). She has been honoured with numerous awards and recognitions such as Bharat Nirman Award 2010 and Bhartiya Chikitsak Ratan Award for Best Performance 2016 by The Economic for Health and Educational Growth, among others.



Mr. Amit Ghosh
Independent Director

Mr. Ghosh has over 37 years of experience in various greenfield ventures, brownfield expansion/ diversification and acquired on-going concerns in Metals and Steel industry. His areas of expertise include corporate financial restructuring, strategic planning exercises, acquisition, integration and implementation of turnaround plans, among others. He served in Tata Steel and its group companies, is a member of The Institute of Directors, and as a Rotarian he chairs various Community Services and Healthcare committees of Rotary Club of Calcutta.

Awards and Recognitions



'Excellence in Corporate Social Responsibility in 2018' by the CII-ITC Centre of Excellence for Sustainable Development - 2018



'Noteworthy Water Efficient Unit' at the 4th Water Innovation Summit 2018 (Economic Growth and Human Development in context of Water Scarcity) and National Awards for Excellence in Water Management - 2018 by CII-Triveni



'Certificate of Recognition' by the Institute of Company Secretaries of India (ICSI) for implementing sound Corporate Governance practices - 2018



Ms. Dilith Castleton, Head-CSR was felicitated with Leading Women Award in Asia by World Business Council for Sustainable Development (WBCSD) for showing exemplary leadership in sustainability challenges and opportunities - 2018

CORPORATE INFORMATION

Board of Directors

(As on April 15, 2019)

Mr. Koushik Chatterjee

Chairman

Mr. Sandeep Kumar

Managing Director

Mr. Sanjiv Paul

Mr. Krishnava Satyaki Dutt

Dr. Pingali Venugopal

Ms. Samita Shah

Dr. Rupali Basu

Mr. Amit Ghosh

MANAGEMENT

(As on April 15, 2019)

Mr. Sandeep Kumar

Managing Director

Mr. Subhra Sengupta

Chief Financial Officer & Ethics Counsellor

Mr. Rajesh Mishra

EVP – Strategy & Corporate Services

Mr. Sharad Sharma

EVP - Marketing and Sales

Mr. Debasish Mishra

Vice President (Operations - PI)

Mr. Soumyajyoti Sarkar

Vice President (Operations - DI)

Mr. N. V. Ramanathan

Vice President (Projects)

Dr. Ratna Sinha

Vice President (HRM)

Mr. Sankar Bhattacharya

Chief - Corporate Governance & Company Secretary

CIN

L27310WB1990PLC050000

REGISTERED OFFICE

Tata Centre, 10th Floor
43, J. L. Nehru Road, Kolkata - 700 071
Tel : +91-33-6613 4200, Fax : +91-33-2288 4372
Website: www.tatametaliks.com

BANKERS

- State Bank of India
- HDFC Bank
- ICICI Bank
- Bank of Baroda
- Federal Bank
- Axis Bank
- DBS Bank
- Yes Bank
- IndusInd Bank
- Kotak Mahindra Bank

AUDITORS

Price Waterhouse & Co Chartered Accountants LLP, Kolkata

REGISTRAR & SHARE TRANSFER AGENT

R & D Infotech Pvt. Ltd.
7A, Beltala Road, Kolkata - 700 026

INVESTORS SERVICE CENTRE

Tata Metaliks Limited
Tata Centre, 10th Floor
43, J. L. Nehru Road
Kolkata - 700 071
Phone: + 91-33-6613 4200
Fax: +91-33-2288 4372
Email: investors@tatametaliks.co.in

R & D Infotech Pvt. Ltd.
7A, Beltala Road
Kolkata - 700 026
Phone: +91-33-2419 2642
Fax: +91-33-2476 1657
Email: rd.infotech@vsnl.net

DIRECTORS' REPORT

To the Members,

Your Directors take pleasure in presenting the 2nd Integrated Report (prepared as per the framework laid down by the International Integrated Reporting Council) and the 29th Annual Accounts on the business and operations of the Company for the Financial Year (FY) ended March 31, 2019.

Financial Results

Particulars	(₹ in crore)	
	FY 2018-19	FY 2017-18
Gross Income from Sales & other operations (including other income)	2161.76	1914.81
Profit before interest, depreciation and taxes	312.95	296.54
Less: Interest	43.25	47.09
Profit before depreciation and taxes	269.70	249.45
Less: Depreciation	57.64	49.07
Profit before taxes	212.06	200.38
Less: Provision for taxes including deferred taxes	30.17	41.20
Profit after taxes	181.89	159.18
Profit / (Loss) and credit balance brought forward	162.42	10.92
Other comprehensive income net of tax	0.03	(0.07)
Amount available for appropriation	344.34	170.03
Appropriation:		
Equity Dividend	7.58	6.32
Tax on Dividend	1.56	1.29
Transfer to General Reserve	-	-
Balance carried forward	335.20	162.42

Note: The Company has adopted Indian Accounting Standard (referred to as 'Ind AS') with effect from April 01, 2016 and accordingly these financial results along with the comparatives have been prepared in accordance with the recognition and measurement principles stated therein, prescribed under Section 133 of the Companies Act, 2013 ("Act") read with the relevant Rules framed thereunder and the other accounting principles generally accepted in India.

Financial & Operational Performance

Your Company has achieved 14% growth in revenue i.e. ₹2,155 crore in FY 2018-19 compared to ₹1,895 crore in FY 2017-18 while EBITDA grew by 6% i.e. ₹313 crore from ₹297 crore in FY 2017-18.

Your Company recorded its highest ever Profit Before Tax (PBT) of ₹212.06 crore, being 6% higher than FY 2017-18, led by significantly higher sales volume (13% increase) in Ductile Iron pipes business. The Pig Iron sales volume saw a marginal drop as more hot metal was converted into DI pipes.

The improved performance of your Company is primarily attributable to increase in sales with a better product mix which was well supported by various cost reduction initiatives.

Pig Iron (PI)

During the year under review, your Company has recorded its highest ever production of hot metal at 5.18 lakh tonnes (Lt), representing a 4% increase over last year. The increase in hot metal production along with reduction in coke rate was achieved as a result of several initiatives like increased injection of oxygen, higher hot blast temperature, increased usage of agglomerates, etc.

The commissioning of the Pulverised Coal Injection plant (PCI) in Q4 has been a significant development both for increasing hot metal production as well as for reduction in hot metal cost. The results of this initiative would be visible in FY 2019-20. The Marketing and Sales (M&S) Team took up various customer centricity initiatives including channel restructuring that helped the Company achieve steady results in the market place including better price premiums; this also helped the Company close the year with one of the lowest finished goods inventory.

Ductile Iron Pipe (DIP)

The DIP business of your Company continues its consistent upward trajectory recording highest ever finished pipe production with a growth of 12% over FY 2017-18, and highest ever sales of finished pipes at 235 Kilo tonnes (Kt) which resulted in the highest ever turnover of DIP. The successful performance of the DIP business is primarily attributable to the operational excellence along with efficient management of the product mix and selection of right customer segments. Additionally, M&S team initiated various customer centricity measures including launch of Technical Services that is helping the Company establish Tata Ductura as a premium brand in the market place.

Dividend

Your Board has recommended a dividend of ₹3.50/- per Equity Share on 2,80,85,000 shares of ₹10/- each for FY 2018-19 (previous year ₹3.00/- per equity share on 2,52,88,000 shares of ₹10/- each).

The dividend on Equity Shares, recommended by the Board, is subject to the approval of the Members at the ensuing Annual General Meeting (AGM) to be held on August 27, 2019. The dividend, if approved, will be paid to the eligible Members on and from August 31, 2019. The total equity dividend outgo works out to 6.52% (FY 2017-18: 5.75%) of the net profit after tax. The dividend pay-out is in accordance with the Company's efforts to pay sustainable dividend linked to long-term growth objectives of the Company and enhancing stakeholder value.

The Register of Members and Share Transfer Books will remain closed from August 20 to August 27, 2019 (both days inclusive) for the purpose of payment of dividend for FY 2018-19 and the AGM.

Transfer to Reserves

Your Directors do not propose to transfer any amount to the general reserve.

Change in Share Capital

During the year under review, your Company issued and allotted Equity Shares and Convertible Warrants to the Promoter, i.e. Tata Steel Limited, on a preferential basis as follows:-

- (a) 27,97,000 Equity Shares at a price of ₹642/- per share aggregating to ₹179,56,74,000; and
- (b) 34,92,500 Convertible Warrants ("Warrants") at a price of ₹642/- per Warrant, with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant of face value of ₹10/- each, aggregating to ₹224,21,85,000.

Consequently, the paid-up Equity Share Capital of the Company stands increased to ₹28,08,50,000 divided into 2,80,85,000 Equity Shares of ₹10/- each as on the close of the Financial Year.

The conversion of warrants can be exercised by the Promoter in one or more tranches within a period of 18 months from the date of allotment i.e. March 28, 2019.

There was no other change in the capital structure of the Company.

Capex and Liquidity

During the year under review, the Company incurred capital expenditure of approx. ₹98 crore, which has been funded through internal accruals. The liquidity position remains stable with undrawn lines of both fund-based and non-fund based limits sanctioned by banks.

Credit Ratings

Your Company enjoys a sound reputation for its prudent financial management and its ability to meet financial obligations. The credit

rating of your Company for long-term stands at [ICRA] AA- and short-term facilities stands at [ICRA] A1+.

Integrated Report

In continuation with our commitment to the society, your Company continues to follow the <IR> framework developed by the International Integrated Reporting Council (IIRC).

The governance-based reporting framework of the Integrated Report seeks to comprehensively present to its stakeholders, measures being undertaken to create long-term sustainable value by reaching out to the various stakeholders. <IR> not only focuses on integrated thinking for decision making but also aims to improve the quality of information, enhance accountability and promote a cohesive and efficient approach to corporate reporting. The adoption of integrated reporting reflects our passion and commitment towards a comprehensive value creation process.

Accordingly, your Directors present the 2nd Integrated Report of your Company for the financial year ended March 31, 2019.

Management Discussion and Analysis

The Management Discussion and Analysis Report, in compliance with Regulation 34(2)(e) of the Listing Regulations, forms an integral part of this report and is annexed herewith as **Annexure A**.

Subsidiaries, Joint Ventures and Associates

Your Company does not have any subsidiary, associate or joint venture Company. Accordingly, the requisite disclosure as per Section 129(3) of the Companies Act, 2013 (Act) in Form AOC-1 is not applicable.

Sustainability

As part of the Tata Group, whose core values are integral to your Company's sustainability initiatives to achieve triple bottom-line approach. Your Company continues to create positive influence across all stakeholders through a broad spectrum of focussed initiatives in the areas of environment management, water management, carbon emission, use of alternate fuel and community development. Some of the major initiatives taken in last few years which have significant positive impact on the environment and the community are installing fume extraction system for improving air quality, effluent treatment plants for recycling water, captive power generation through waste blast furnace gas, waste heat from coke plant and use of LPG instead of liquid fuel for heating and working for the development of the local community specifically in the areas of education and essential amenities. Additionally, your Company also works on creating awareness on sustainability, sharing best practices and incorporating valuable sustainability initiatives on various materiality issues which can have a positive impact on all stakeholders in the value chain.

Safety and Health

Safety and Health continues to be your Company's top most priority. Your Company is constantly working towards enhancing safety standards, adopting safe working processes, addressing safety risks

and mitigating safety & health hazards with the overall focus to develop a mature safety culture among employees. Throughout the year, various safety initiatives have been carried out to increase awareness and competence among employees. The Felt Leadership safety training for the employees continues to progress steadily to sensitise and build leadership competence on safety. Further, other strategies such as demonstration of visible Leadership on the shop-floor through safety 'Line Walks' by Senior Leadership team, improving competence of the contractors, focussed efforts towards Hazard Identification and Risk Assessment (HIRA) and reducing man machine interface through automation are all helping to enhance the safety standards at work place.

Environment

Your Company remains committed and focussed towards minimising environmental impact of its operations and continues to adopt sustainable practices to improve its environmental performance. In line with the Group values, compassion for environment under our strategic business pillar of 'Responsible Corporate Citizenship' is deeply integrated with your Company's vision. Your Company's ISO 14001, ISO 27001 and OHSAS 18001 certified manufacturing plant at Kharagpur continues its journey of operational excellence coupled with resource and energy efficiency, along with recovery, reuse and recycling of waste, helps run a sustainable business model. A comprehensive air pollution study is being carried out in the plant through a reputed environmental engineering and research agency for further improving the air quality in and around the work place. The Company was awarded the 'Noteworthy Water Efficient Unit' at the 4th Water Innovation Summit 2018 (Economic Growth & Human Development in context of Water Scarcity) & National Awards for Excellence in Water Management.

Customer Relationship

Your Company continues to leverage on the unique needs of its customers and offer unique offerings. The Company's focus remains on "Customer Centricity" to become "The Supplier of Choice" through well-structured marketing and sales initiatives. Internalising customers' needs, ensuring optimum customer segmentation, and developing a framework of regular feedback through various mechanisms helps deliver on 3-D customer promise i.e. – **D**evelop deep insight; **D**eliver outstanding products and services; and **D**elight customers at all touch points.

Your Company's customised offerings, tailored to cater the specific needs of customers, create value propositions which improve competitiveness in the businesses in which it operates. The Marketing and Sales team works closely with customers to obtain a holistic view of the unique needs. Subsequently, the operations and logistics teams aid customers with products and services with the objective of exceeding their expectations. A structured complaint management system, along with the implementation of a digital Customer Relationship Management application helps capture and address customer complaints real-time. Further, a detailed Go-to-Market

strategy is being developed with the help of an external consultant to come up with new customer centric initiatives for both the product brands, Tata eFee and Tata Ductura.

Human Resource Management & Industrial Relations

Employees are the most valuable resource of your Company. Hence, it is extremely critical to ensure a strategic alignment of human resource practices to business priorities and objectives. 'Robust People Practices' is one of the key strategic pillars which drive the business processes to attain the Company's Vision. Your Company endeavours to create a competent, engaged and socially sensitive workforce. Accordingly, the HR function has dual objectives 'to be the Employer of Choice for its employees in the market', and 'to develop processes which sustain a happy, positively engaged and socially sensitive workforce.'

During the year under review, strong emphasis remained on developing know-how to take constructive and effective manpower related decisions. Numerous initiatives were carried out, aimed at capability building in domains such as digitisation, analytics and knowledge management to name a few. Your Company continued to prepare the leadership pipeline through campus recruitments and pre-placement offers to candidates from premier institutes, identifying high potential resources, and mapping the succession planning in the Management. As an equal opportunity employer, initiatives continued to recruit from socially disadvantaged sections which demonstrates the Company's commitment towards Affirmative Action and diversity. Further, the talent acquisition and retention process encompasses employees across various cultures, industries, geographies and experience.

Your Company continues to invest in various avenues to enhance competence through training, e-learning and development on one hand and lateral movements across functions and divisions on the other, which translated into higher engagement and exposure to new opportunities.

The Company has enjoyed cordial relations with its employees and unions at its factory and offices and received support in implementation of reforms that impact safety, quality, cost efficiency and productivity improvements across all functions. However, during the year under review, there was 1 (one) incident of labour unrest which resulted in a day's production loss; due disclosures were appropriately disseminated. The concern(s) have been duly addressed thereby helping reaffirm our trust of mutual co-operation and progress.

Your Company also lays strong emphasis on employee engagement by deploying innovative practices that foster workforce engagement and satisfaction. Employee engagement and satisfaction results continue to show an improving trend. A Reward & Recognition (R&R) portal and a digital Kudos Platform were implemented during the year. The R&R scheme to encourage safe behaviour continues to achieve its objectives. The highlight of the year was the formal roll out of a full-fledged digital HR portal covering the entire value

chain of HR from hire to retire. This will be of immense benefit in the years to come.

Particulars of Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this Report as **Annexure B**. In terms of the provisions of Section 197(12) of the Act read with sub-rules (2) and (3) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing names and other related particulars of prescribed employees is annexed and forms part of this report.

Corporate Social Responsibility

The Company is committed to improve the quality of life of the communities in its focus areas through long-term value creation for all its Stakeholders through its various Corporate Social Responsibility (CSR) initiatives. This objective is also aligned with the core purpose of the Tata Group.

We remain focussed to improve the quality of life and engage with various communities through interventions in areas of health, education, sanitation, infrastructure development etc. Your Company carries out its CSR activities through 'Sadbhavana Trust'. Brief outline of the Corporate Social Responsibility (CSR) policy of the Company and details on various focus areas of interventions are part of the Annual Report on CSR activities annexed to this report as **Annexure C**. The Policy adopted by the Company can be viewed at www.tatametaliks.com/static-files/pdf/sustainability/Corporate-Social-Responsibility-Accountability-Policy.pdf. For other details regarding CSR Committee, please refer to the Corporate Governance Report, which is a part of this report.

A unique initiative which the Company took up this year was extending the CSR activities to a new stakeholder, the workers of the foundry customers, where the Company conducted health camps throughout the year. During the year under review, a sum of ₹353.56 lakh was spent on CSR and Affirmative Action initiatives against the minimum statutory requirement of ₹345.86 lakh under the Act. The Annual Report on CSR activities, in terms of Section 135 of the Act and the Rules framed thereunder is also annexed herewith.

The CSR efforts of the Company were recognised through the award on 'Excellence in Corporate Social Responsibility in 2018' by the CII-ITC Centre for Excellence for Sustainable Development. Further, the Company proudly reports that Ms Dilith Castleton, Head – Corporate Social Responsibility, was felicitated with the prestigious 2018 World Business Council for Sustainable Development (WBCSD) Leading Women Award for her contribution towards positively impacting the lives of people across Jharkhand, Odisha and West Bengal over the last 35 years.

Corporate Governance

Your Company believes in transparent and ethical corporate governance practices. The Company's approach to Corporate Governance cascades across its business operations and its stakeholders at large to create long term sustainable value.

Pursuant to Regulation 34(3) of the Listing Regulations, a separate section on Corporate Governance and a Certificate regarding compliance of conditions of Corporate Governance from a Practising Company Secretary form part of this report as **Annexure D**.

Board and Committee Meetings

The Board of Directors met 7 (seven) times during the year. The details of the composition of the Board, its various Committees, meetings held and attendance of the Directors at such meetings are provided in the Corporate Governance Report. The intervening gap between any 2 (two) meetings was within the period prescribed under the Act and the Listing Regulations.

Policy on Appointment and Remuneration of Directors, Key Managerial Personnel and other Employees

Your Company has a well-defined policy for appointment of Directors, Key Managerial Personnel (KMP) and other employees including their remunerations. The Nomination and Remuneration Committee (NRC) functions in consultation with the Board and follows the guidelines of this policy in letter and spirit while selecting candidate(s) for appointment of Director(s) and/ or KMP(s). The NRC recommends to the Board suitable candidates, based on their qualifications, positive attributes and experiences for Board Membership. The salient features of the Policy includes criteria and terms and conditions for identification of persons who are qualified to become Directors including their qualifications, positive attributes and independence and who may be appointed as the Senior Management of the Company. The policy also includes the Board Diversity Policy, and the Criteria for determining independence of Directors. The Policy is available on our website at www.tatametaliks.com/static-files/pdf/policies/TML-NRC-policy.pdf.

Familiarisation Programme for Independent Directors

In compliance with the provisions of the Listing Regulations, your Company facilitates various programmes / awareness sessions to familiarise Independent Directors with respect to the nature of the industry in which the Company operates, business model of the Company, the roles, rights and responsibilities of Independent Directors etc. During the year, as part of this programme, Independent Directors visited the manufacturing unit in Kharagpur. They not only interacted with the Senior Management in the plant, but also visited the shop floors of both the divisions to review the various safety, kaizen, and other initiatives being implemented. They also visited 5 (five) nearby villages to get a first hand assessment of the Company's

CSR activities and its impact on the community. Details of the familiarisation programmes for Independent Directors are provided in the Corporate Governance Report, annexed herewith, and the policy as adopted by the Company is also available on our website at www.tatametaliks.com/static-files/pdf/policies/policy-prog-Director.pdf.

Board Evaluation

During the year under review, the evaluation process was carried out for the Board, its various Committees and individual Directors. The evaluation process sought feedback on parameters, which include discharge of respective responsibilities, timeliness of flow of information along with its quality and quantity, independence of judgment and effectiveness of deliberations.

In addition, the Chairman of the Board and the NRC together sought one-on-one feedback from all Directors. The feedback sessions were conducted to obtain inputs on, *inter-alia*, the effectiveness of the Board and its various Committees.

Additionally, the evaluation process compared the evaluation reports of earlier years and reviewed the areas where improvements have been made and the areas where further improvement is desired.

The Independent Directors also had their meeting at our Plant at Kharagpur on February 05, 2019 and reviewed, *inter-alia*, the performance of the Non-Independent Directors and the Board as a whole including the Chairman. The feedback of the Independent Directors was shared with the NRC.

The evaluation process found the overall performance of the Board satisfactory in working cohesively as a team and help guide the Company to attain its growth vision. The Board also appreciated and bestowed full confidence in the Chairman and the Management in guiding the Company through various challenges to be the best performer amongst the Tata Steel group companies.

The NRC and subsequently the Board discussed the feedback received. The Board decided to improve its performance in general and in the specific focus areas.

Remuneration Policy for the Board and other Employees

The policy on remuneration of the Directors, KMPs and other employees was approved and adopted by the NRC and the Board on March 30, 2015. The said policy aims to ensure that the level and composition of remuneration for Directors, KMPs and other employees is sufficient and reasonable to attract, pool, retain and motivate them. The remuneration involves a balance between fixed and variable pay reflecting short and long-term objectives of the Company.

During the year under review, there has been no change in the Policy. The said policy is available on our website at www.tatametaliks.com/static-files/pdf/policies/TML-NRC-policy.pdf.

Independent Directors' Declaration

The Company has received the necessary declarations from each Independent Director in accordance with Section 149(7) of the Act, read with Regulations 16 and 25(8) of the Listing Regulations, stating that he/she meets the criteria of independence as laid out in Section 149(6) of the Act and Regulations 16(1) (b) and 25(8) of the Listing Regulations.

Directors

Re-appointment

In compliance with the provisions of Section 152 of the Act read with Article 110 of the Articles of Association of the Company Mr. Sanjiv Paul (DIN: 00086974) and Ms. Samita Shah (DIN: 02350176) will retire by rotation at the ensuing AGM and and being eligible, seek re-appointment.

Based on the recommendations of the NRC and pursuant to the performance evaluation of Mr. Krishnava Satyaki Dutt (DIN: 02792753) and Dr. Pingali Venugopal (DIN: 05166520) as Members of the Board, the Board proposed to re-appoint Mr. Krishnava Satyaki Dutt and Dr. Pingali Venugopal as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term effective September 10, 2019 through September 09, 2024.

The Board recommends and seeks your support in confirming re-appointments of Mr. Paul, Ms. Shah, Mr. Dutt and Dr. Venugopal. The profile and particulars of experience, attributes and skills that qualify them for Board Membership are disclosed in the Notice convening the AGM.

Key Managerial Personnel

Mr. Sandeep Kumar, Managing Director, Mr. Subhra Sengupta, Chief Financial Officer, and Mr. Sankar Bhattacharya, Chief – Corporate Governance & Company Secretary are designated as Key Managerial Personnel (KMP) of your Company. There was no change in the office of KMPs during the year under review.

The remuneration and other details of KMPs for FY 2018-19 are duly disclosed in Form MGT-9 forming part of this report.

Audit Committee

The Audit Committee is duly constituted as per the provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. The primary objective of the Committee is monitoring and supervising the Management's financial reporting process to ensure accurate and timely disclosures with highest levels of transparency, integrity and quality of financial reporting. During the financial year, there has been no instance where the Board has not accepted any recommendation of the Committee.

The Committee met 6 (six) times during the year. Details of terms of reference of the Committee, number and dates of meetings held and attendance of Members during the year are part of the Corporate Governance Report.

Vigil Mechanism / Whistle Blower Policy

Your Company has a well-defined Vigil Mechanism policy in place to provide a formal mechanism for all Directors, employees, business associates and vendors of the Company to approach the Ethics Counsellor/ Chairman of the Audit Committee. The mechanism can be availed to make protective disclosures about any unethical behaviour, actual or suspected fraud or violation of the Tata Code of Conduct (TCoC).

The Whistle Blower Policy is an extension of the TCoC which requires every Director/ employee / business associate/ vendor to promptly report to the Management any actual or possible violation of the TCoC or any event which he or she becomes aware of, that could affect the business or reputation of the Company.

During the year under review, none of the Directors/ employees/ business associates/ vendors was denied access to the Ethics Counsellor/ Chairman of the Audit Committee. The said policy is available on the Company's website at www.tatametalliks.com/static-files/pdf/policies/whistleblower-policy.pdf.

Internal Control Systems

The Board of Directors of your Company is responsible for ensuring that Internal Financial Controls (IFC) are laid down in the Company and that such controls are adequate and operating effectively. The Company's IFC framework is commensurate with its size, scale and complexity of operations. The framework has been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information, complying with applicable laws, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliances with corporate policies. The controls, based on the prevailing business conditions and processes, have been tested during the year and there was no reportable material weakness in the design or effectiveness. The framework on IFC over Financial Reporting has been reviewed by the internal and external auditors.

The Audit Committee reviews the reports submitted by the Internal Auditor in its meetings. The Audit Committee, whenever it deems fit, engages in independent discussions with the external auditor and the Management to discuss the adequacy and effectiveness of internal financial controls. The details of the IFC system and their adequacy are included in the Management Discussion and Analysis.

Related Party Transactions

In compliance with the provisions of the Act and the Listing Regulations, each Related Party Transaction (RPT) is placed before the Audit Committee for prior approval/ noting. A prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are foreseen and repetitive in nature. The transactions pursuant to the omnibus approval so granted, is subject to audit and a detailed quarterly statement of all RPTs is placed before the Audit Committee for its review. The quarterly statement is supported by a Certificate duly signed by the Chief Financial Officer. The policy on RPTs, as

approved by the Board, is available on the Company's website at www.tatametalliks.com/static-files/pdf/policies/rpt-policy.pdf

During the year under review, all RPTs were on Arm's Length Price basis and in the Ordinary Course of Business. The Company did not have any contracts or arrangements with related parties in terms of Section 188 (1) of the Act. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act along with the justification for entering into such contracts or arrangements in Form AOC-2 does not form part of the report.

There was no other material RPT entered into by the Company with Promoters, Directors, KMPs or other designated persons during FY 2018-19, except those reported in the financial statements.

Approval of Members is being sought for 3 (three) material RPTs at the ensuing AGM.

None of the Directors or KMPs had any pecuniary relationships or transactions with the Company during FY 2018-19.

Risk Management

Your Company has adequate risk management framework for identifying, prioritising and mitigating risks which may impact attainment of short and long-term business goals of your Company. The risk management framework, which is based on our holding Company's risk management process, is aligned with strategic planning, deployment and capital project evaluation process of the Company. The process aims to analyse internal and external environment and manage economic, financial, market, operational, compliance and sustainability risks and capitalises opportunities for business success. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report. During the year under review, an enterprise-wide systems assurance findings and action plan monitoring on digital platform was also implemented for effective internal control.

The Company has key risk areas which may affect business mapped and linked with operational objectives. These risks are periodically revisited against their respective mitigation plans. The Board has a separate Risk Management Committee consisting of Directors and a management representative. The Committee meets at periodic intervals and monitors, evaluates and strengthens the effectiveness of risk management framework of the Company.

Directors' Responsibility Statement

Based on the framework of IFC established and maintained, work performed by the internal, statutory, cost and secretarial auditors and the external agencies including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2018-19.

Accordingly, pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls in the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Auditors

Statutory Auditors

Messrs Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants (ICAI Registration No.304026E/E300009), were appointed as the Statutory Auditors of the Company at the 27th AGM of the Company. The appointment was for a term of 5 (five) consecutive years from the conclusion of 27th AGM till the conclusion of 32nd AGM of the Company, subject to ratification of their appointment by Members at every AGM, if so required under the Act.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

Secretarial Auditor

In compliance with the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors, upon the recommendation of the Audit Committee, had approved the appointment of Mr. P. V. Subramanian, Company Secretary in Whole-time-Practice [C.P. No. 2077 (ACS-4585)], as the Secretarial Auditor of the Company for the Financial Year ending March 31, 2019. The Secretarial Audit Report for the financial year ended March 31, 2019, in Form MR-3, forms an integral part of this report and is annexed herewith as **Annexure E**.

Cost Auditors

Pursuant to the provisions of Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, your Company is required to have its cost records audited by a Cost Accountant in practice. Cost records are made and maintained by the Company as required under Section 148(1) of the Act. The Board of Directors, upon the recommendation of the Audit Committee, has approved the appointment of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No: 000001) as the Cost Auditors of the Company for the Financial Year ending March 31, 2020. Pursuant to Section 148 of the Act, read with Rule 14(a)(ii) of Companies (Audit and Auditors) Rules, 2014, ratification of the remuneration of Cost Auditors is being sought from the Members of the Company at the ensuing AGM. The details of the same are provided in the Notice convening the AGM.

Auditors' qualification

There are no qualifications in the reports of the Statutory Auditors, Secretarial Auditor and Cost Auditors respectively.

Reporting of Fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act.

Extract of Annual Return

As per the requirements of Section 92(3) and 134(3)(a) of the Act and Rules framed thereunder, the extract of the annual return for FY 2018-19 is given in **Annexure F** in the prescribed Form No. MGT-9 which forms part of this Report. The same is available on our website: www.tatametaliiks.com/investors/other-disclosures.aspx

Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has zero tolerance towards sexual harassment at workplace. It has a well-defined policy in compliance with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. An Internal Committee (IC) is in place to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this Policy. The Company has not received any complaint of sexual harassment during FY 2018-19.

Significant and Material Orders passed by the Regulators or Courts

There has been no significant and material order(s), passed by any Regulator(s) or Court(s) or Tribunal(s), impacting the going concern status of the Company's operations. However, Members' attention is drawn to the statement on contingent liabilities and commitments in the notes to the Financial Statements.

No material changes and commitments have occurred after the close of the financial year till the date of this Report which affects the financial position of the Company for the reporting period.

Particulars of Loans, Guarantees or Investments

Your Company did not provide any loan, directly or indirectly, to any person or to other body corporate, nor did it give any guarantee or provide any security in connection with a loan to any other body corporate or person during the financial year under review. The Company has certain long term non-current investments, as detailed in the 'Notes to the Financial Statements', and all such investments are in compliance with Section 186 of the Act.

Deposits

Your Company has not accepted any fixed deposits nor does the Company have any outstanding deposits under Section 73 of the Act, read with the Companies (Acceptance of Deposit) Rules, 2014 as on the date of the Balance Sheet.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo

Details of energy conservation, technology absorption and foreign exchange earnings and outgo are annexed herewith as **Annexure G**.

Awards and Accolades

In addition to the awards mentioned above in areas of CSR and Environment, your Directors are happy to report that during the year under review, your Company was conferred the 'Certificate of Recognition' by the Institute of Company Secretaries of India (ICSI) for adopting and promoting exemplary corporate governance practices.

Other Disclosures

The Company has adequate systems and processes in place to ensure compliance with all applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

No disclosure or reporting is made in respect of the following items as there were no transactions or change during the year under review:

- Details relating to deposits covered under Chapter V of the Act;
- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Issue of shares to the employees of the Company under any scheme (sweat equity or stock options)
- The Company does not have any scheme or provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees;
- There was no revision in the financial statements other than as required to be done as per Ind AS; and
- There was no change in the nature of business.

Acknowledgements

Your Directors take this opportunity to thank all its Stakeholders, i.e. members, customers, vendors, dealers, investors, business associates and bankers, for their continued support during the year. They place on record their deep sense of appreciation for the contribution made by Senior Leadership team and employees at all levels across the organisation. The resilience to meet and successfully overcome several challenges was possible due to their hard work, solidarity, co-operation and support.

Your Directors also express their gratitude towards various Governments and regulatory authorities for their continued support and look forward to their guidance in the future.

On behalf of the Board of Directors
Sd/-

Koushik Chatterjee

Chairman

DIN: 00004989

Place: Kolkata

Date: April 15, 2019

Forward-looking Statement: Statement in the Directors' Report and Management Discussion & Analysis Report describing the Company's expectations may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may vary materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demand and supply conditions affecting selling prices, new capacity additions, availability of critical materials and their costs, changes in government policies and tax laws, economic development of the country and such other factors which are material to the business of the Company.

The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. Industry Structure and Development

Global crude steel production reached 1.8 billion tonnes in 2018 up by ~5% over 2017. Crude steel production increased in all regions in 2018 except for EU. China remained world's largest crude steel producer in 2018 [928 million tonnes (Mt)] followed by India (106 Mt), Japan (104 Mt) and the USA (87 Mt). World Steel Association ("WSA/ worldsteel") projected Indian steel demand to grow by 7.3% in 2019 while internationally steel demand has been projected to grow by only 1.4% in 2019. However, the global economy is also facing a convergence of risks, with the potential to disrupt economic activity significantly. These risks include an escalation of trade policy disputes, tightening of global liquidity, and intensifying climate risks.

The Indian economy started FY 2018-19 with a healthy growth in the first quarter on the back of domestic resilience. Growth eased in the subsequent quarters due to slowing global growth prospects, expectations of tightening of monetary policy in advanced economies, externalities from trade disputes, and investment rerouting. The Indian rupee has suffered some volatility in trading on the back of crude price fluctuations and some volatility in investment flows.

The Indian steel industry, on the path of consolidation and recovery, is amongst the bright spots for the world's steel industry. India's crude steel production increased ~5% to 106.5 Mt in 2018 from 101.4 Mt in 2017 [During April - January 2018-19 (prov.), crude steel production was 88.237 Mt, a growth of 3.7% over same period of last year]. The growth in steel production is supported by a fast-growing steel demand.

India, as a major Pig Iron (PI) manufacturer and exporter in the world, registered a marginal dip in PI output during FY 2018-19. Domestic realisations in the PI business remained more attractive largely throughout the year, though PI exports were a meagre 0.22 Mt. The Ductile Iron (DI) pipe industry also clocked higher volumes and prices; although some orders were delayed. The Government's focussed investments in infrastructure and construction sectors led by the "Make in India" initiative and the recovery of the Steel industry, continues to drive demand.

The medium to long term outlook in the DI pipe business is also encouraging with major water, sanitation & irrigation projects in various States being finalised and awarded to contracting companies coupled with the Government's focus on projects like "AMRUT" (Atal Mission for Rejuvenation & Urban Transformation) and Lift irrigation projects.

Coke, a key raw material for production of both PI and DI pipes, continued to experience volatility in prices throughout the year impacting our input costs adversely. International coke prices declined for a short period from US\$ 370/t CFR in March 2018 to a level of US\$ 340/t in April 2018. The prices rallied to increase continuously thereafter hitting US\$ 404/t CFR in November 2018.

The pressure eased marginally during the latter part of the fiscal year, closing at ~US\$ 353/t CFR. Price of input coking coal from Australia was also volatile starting the financial year with a low of US\$ 189/t FOB in April 2018, going up to levels of US\$ 228/t and closing at US\$ 213/t in March 2019. To manage this volatility, the Company continues to enter into Long Term sourcing contracts with its parent, Tata Steel Limited. This strategy, along with our captive coke production (80% covered through captive source and long-term contract) helped offsetting the impact of coke price fluctuations on cost to some extent.

The prices for international iron ore fines also continued to remain volatile during FY 2018-19. The price ranged between ₹1680/t and ₹1200/t. In the domestic market, iron ore prices remained at ₹3500/t levels, moving up to ₹4100/t during Q3, before easing out to around ₹3050/t levels in Q4.

Pig iron prices moved up during FY 2018-19 especially in the last quarter which mitigated the impact of coal/ coke price increase to a large extent. Foundry grade PI market remained buoyant almost throughout the year due to robust demand coupled with steady supply from the regular manufacturers in the country.

Volatility in the DI pipe prices is inherently much lower compared to PI. This is because DI pipes is a value-added product and contracts are typically executed over several months, unlike PI which is an intermediate product and can be categorised as a commodity. During the year, the price of DI pipe moved in a narrow band and dropped marginally mainly due to raw material and market volatilities.

B. Opportunities and Threats

Foundry grade PI, a major product of the Company, is primarily used for manufacturing a variety of grey iron and ductile iron castings by foundries for a host of industries like automotive, agriculture, pump, valve, compressor, railways, defence, wind mills, heavy machinery etc. Besides this, the Company also manufactures basic grade PI in small quantities which is consumed by secondary steel makers. Both these industries - casting as well as steel, are expected to grow at good pace in the coming financial year, driven by Government of India initiatives and positive industrial growth.

The foundry grade PI market is diversified in nature with some manufacturers applying stringent technical specifications and customisation for various applications. Thus, the foundry grade PI market provides an opportunity for a wide variety of customised grade options like standard foundry grade, high silicon grade, high phosphorous grade, low phosphorous grade and ductile iron grade. This also offers an opportunity to create value for customers by providing differentiated products and services. With growth in engineering, railways and defence sectors, the foundry industry is also expected to grow at a fast pace in India.

During FY 2018-19, full availability of the blast furnaces coupled with utilisation of various cost optimisation initiatives helped higher production and sales of PI in our focussed markets. Raw material cost challenges were judiciously managed to optimise overall margins. The next year's focus would be to increase direct sales to customers, rationalise distribution channels and improve market share in eastern India considering freight advantage for the Company.

The demand for DI pipe is expected to grow with the Government's continued focus on water, sanitation and irrigation schemes in various states and with the development of smart cities. While global growth is expected to be around ~3% in the sector next year, Indian demand growth is expected to perform better.

Threats to continuing growth arises from the fact that the Indian economy cannot remain isolated from the global changes, especially actions by countries like US and China. Growing protectionist measures and geopolitical tensions can adversely impact the world economy including India.

Global slowdown in the steel industry may lead to lower exports of PI and therefore result in surplus availability in the domestic market. Further, with expansion of large integrated steel plants, there could be a mismatch between iron making and steel making capacities especially during the commissioning and ramp-up period resulting in surplus of PI. Activation of these factors may put pressure on the PI prices and impact margins. Similarly, global coal/ coke prices have shown increased volatility in the last three years and are still vulnerable to changes driven by the Chinese steel industry or supply conditions in Australia. However, some part of the threat of high cost of coke has been mitigated by the coke plant on BOOT (Build Own Operate Transfer) basis and the Long-term agreement on procuring coke in FY 2017-18. These strategic decisions have helped the Company to optimise raw material costs.

DI pipes business is substantially dependent on infrastructure development projects undertaken by Government entities or agencies. Delays in finalising, implementation or funding of such projects due to policy changes, insufficiency of funds or lack of political will may adversely impact the Company's ability to successfully bid and obtain contracts for DI pipes. This in turn may have an adverse impact on profitability and results of operations. Further, the imposition of anti-dumping duty on Indian DI pipes in European Union is dampening the export prospects in Europe.

C. Operational and Financial Performance

Hot metal production in FY 2018-19 was 5.18 lakh tonnes (Lt), an increase of ~4% over FY 2017-18. The higher production was attributable to the full availability of the blast furnaces throughout the year and the benefit of upgraded technology including numerous cost optimisation initiatives. Finished DI pipe production was 2.34 Lt, an increase of ~12% over FY 2017-18. This was due to availability of higher capacity throughout the year, improved operating efficiencies and favourable size mix. The Company recorded a turnover of ₹2,155 crore in FY 2018-19,

~14% increase over 2017-18. The encouraging performance on the top line was primarily due to ~13% higher sales of DI pipes. The impact of higher sales volume and several cost optimisation initiatives cascaded down to the Company's bottom line. The Company registered a profit after tax of ₹182 crore in 2018-19, ~14% increase over previous year.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations are provided hereunder:

Sl. No.	Key financial ratios with significant change y-o-y	Change %	Reason
1.	Inventory Turnover Ratio	reduced by 28%	Due to higher raw material inventory
2.	Current Ratio	reduced by 31%	Due to increase in creditors for supplies and services
3.	Debt Equity Ratio	reduced by 96%	Due to issue of Equity Shares and Convertible Warrants to Tata Steel. Amount received from Tata Steel was ₹235.62 crore and was utilised for repayment of borrowings
4.	Return on Net Worth	reduced by 43%	Due to capital infusion - issue of Equity Shares and Convertible Warrants to Tata Steel amounting to ₹235.62 crore.

D. Outlook

India's steel demand is on an increasing trend and in 2019 worldsteel expects that it will surpass the demand of United States, driven by Government focus on investment and infrastructure programmes.

The outlook for both businesses i.e. PI and DI pipes, is expected to be challenging in FY 2019-20. The demand for DI Pipes in Q1 FY 2019-20 is likely to be muted owing to seasonal factors combined with the national and state elections. The overall outlook for PI market in FY 2019-20 may not be very encouraging due to slow down in automobile sector and oversupply in domestic market due to sluggish global PI market. However, price pressure on PI may see some relief on account of expected softening of raw material prices. Further, positive outlook and support in terms of improved hot metal and DI pipe production at competitive costs is expected to create value for the stakeholders at large.

E. Risk and Concerns

There is an effective Enterprise Risk Management (ERM) process in the organisation which has been maturing over the years. The ERM process involves periodic identification of risks which may likely affect the business adversely, rating the risks on their impact and likelihood, preparation of risk heat map, identification of early warning indicators, estimation of risk velocity, implementation of risk mitigation plans by the risk owners and continuous monitoring of the mitigation plans by the Risk Management Committee of the Board and the Management. Risks are being identified in the areas of sales, supply chain, finance, regulatory approvals, operations, safety, projects &

industrial relations and mitigation strategies and plans have been accordingly developed to manage and mitigate the likelihood and impact of such risks.

Increased supply of steel grade PI in the domestic market coupled with slowdown in export market may impact the domestic foundry grade PI industry. As far as the Company is concerned, high quantity of PI will need to be sold in 2019-20 like previous years, which may put pressure on the sales margins. Further, the immediate increase in demand for iron castings may be visible only in automobile sector which is witnessing a robust growth. Growth in the other sectors largely depends on the economic environment of the country as well as on investments proposed by the Government. Fluctuating coal and coke prices and anti-dumping duty on Chinese coke may put pressure on the PI manufacturers if the entire rise in input costs is not passed on to consumers. In order to keep pace with the changing environment, marketing and sales strategy is continuously evaluated and alterations are made in sales plan in terms of products/ grades to be manufactured and markets to be served. Coke sourcing strategy is regularly evaluated and reviewed. Strategies are also being put in place to secure long-term iron ore linkages.

The DI Pipe business may face demand side difficulties if the proposed water, sanitation and irrigation infrastructure projects proposed by the Government do not materialise in time.

Foreign currency exposure from import of coking coal/ capital equipment is managed by taking appropriate actions like forward cover etc. to mitigate the risks as per foreign exchange policy of the Company and the applicable regulatory framework. For more details, please refer the notes to the financial statements.

F. Internal Control Systems and their Adequacy

The Company's internal control systems & policies are commensurate with the size and nature of operations to provide assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly following all applicable statutes, Generally Accepted Accounting Principles, Tata Code of Conduct and other corporate policies.

The Audit Committee of the Board comprises of members, majority of whom, including the Chairman are Independent Directors. Audit charter acts as the guiding document for the committee. The Systems Assurance Department, headed by the Internal Auditor, conducts regular audits in various functional areas as per an audit plan approved by the Audit Committee. Audit planning and executions are oriented towards assessing the state of internal controls, making them stronger and addressing the risks in various functional areas. The internal auditor reports to the Audit Committee its findings and observations, and rating of internal controls status for each area

reviewed. Audit Committee meets periodically to review audit issues and follow up on implementation of corrective actions.

Further, Internal Financial Control (IFC) requirements have been implemented as per Companies Act, 2013 where policies and procedures have been adopted for ensuring orderly and efficient conduct of its business, including adherence to policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

Audit Committee also seeks views of the statutory auditors on the adequacy of internal control systems. In compliance with Section 143(3)(i) of the Act, the Statutory Auditors have issued an unmodified report on the Internal Financial Controls over Financial Reporting which forms a part of the Independent Auditors' Report also forming part of this Report.

G. Human Resources and Industrial Relations

The Company believes in employing a set of capable, competent and engaged workforce for conducting its business effectively and efficiently. The Company is also focussed on cordial industrial relations which are also vital for business success. Human Resource and Industrial Relations department have adopted systems and policies for recruitment, performance management, learning and development, and employee engagement which support the Company's long-term strategies. The Company strives to develop an open work culture that would help the organisation to perform with agility and creativity. Employee strength as on March 31, 2019 was 1221.

Except for one incident which resulted in production loss, Company and the Workers' Unions have continued to maintain healthy and cordial industrial relations. The matter has been duly addressed. The Company and the Workers' Unions continue to partner each other in implementing policies and achieving stretched operational targets, year on year.

H. Corporate Social Responsibility, Affirmative Action and Tata Code of Conduct

The sustainability efforts of the Company are focussed on safety, business operations, process management, business results, climate change, carbon footprint reduction, energy and water management, community development, customer promise and engagement, governance and compliance, human capital and innovation. The Company contributes actively in the development of its community near its manufacturing unit at Kharagpur directly, as well as through employee volunteerism as a part of its Corporate Social Responsibility initiatives in the areas of education, training, healthcare, essential amenities and self-employment. Support is also provided to the under-privileged sections of the society through structured Affirmative Action programmes covering employees

and vendors in the areas of 5Es – Education, Employability, Employment, Entrepreneurship and Essential Amenities. The Skill Development Centre at ITI Midnapore continues to provide vocational training to ~800 – 1200 youths every year from the local community, primarily the socially under-privileged sections in trades like electrician, plumbing, beautician, housekeeping, security guard, two-wheeler repairing and mobile repairing for gainful employment.

Details of CSR interventions form part of this Report.

The Company and its employees adhere to the Tata Code of Conduct in all their transactions.

I. Statutory Compliance

The Managing Director, after obtaining confirmation from all the departments of the Company, makes a periodic declaration regarding the compliance with the provisions of various statutes, applicable to the Company.

The Company Secretary, being the Compliance Officer, ensures compliance with the relevant provisions of the Companies Act, 2013 and Listing Regulations.

Sources: WorldSteel reports, IBEF Reports and Team analysis.

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1) Ratio of the remuneration of each Director/ KMP to the median remuneration of all employees of the Company for the financial year:

Median remuneration of all employees of the Company for FY 2018-19.	₹5,02,978
The percentage increase in median remuneration of employees in the Financial Year	17.74%
The number of permanent employees on rolls of Company as on March 31, 2019	1221

Note: The ratio of remuneration to median remuneration is based on remuneration paid during the period from April 01, 2018 to March 31, 2019.

Name of Directors	Ratio of remuneration to median remuneration of all employees	% increase in remuneration in the Financial Year 2018-19
Non- Executive Directors		
Mr. Koushik Chatterjee	-	N.A.
Ms. Samita Shah	-	N.A.
Mr. Sanjiv Paul	-	N.A.
Independent Directors		
Mr. Krishnava Satyaki Dutt	2.38	(14%)
Dr. Pingali Venugopal	3.34	(5%)
Mr. Amit Ghosh	2.15	6%
Dr. Rupali Basu	1.68	6%
Executive Director		
Mr. Sandeep Kumar	26.88	14%

Notes:

The Commission to Independent Directors was recommended by the Nomination and Remuneration Committee on April 15, 2019, subject to approval of the Members at the ensuing AGM to be held on August 27, 2019.

- Average percentage increase in salary of the Company's employees was 17.74%. The total managerial remuneration for the Financial Year 2018-19 was ₹1,71,70,774 as against ₹1,56,45,602/- during the previous year.
- Remuneration is as per the remuneration policy of the Company.

On behalf of the Board of Directors

Sd/-

Koushik Chatterjee

Chairman

DIN: 00004989

Place: Kolkata
Date: April 15, 2019

Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Top 10 employees in terms of remuneration drawn during the year

Sl.	Name	Designation	Remuneration (₹ in crore)	Nature of employment	Qualification, experience and age	Date of commencement of employment	Previous employment and designation	Percentage of equity shares held by the employee
1	Mr. Sandeep Kumar	Managing Director	1.35	Contractual	Mining Engineer from ISM, Dhanbad, Post Graduate from IIFT; Exp.: 26 years; Age: 51 years	July 01, 2017	EIC of Industrial By-Products Management Division Profit Centre of Tata Steel	0.00%
2	Mr. Sharad Sharma *	EVP (Marketing & Sales)	1.36	Permanent	B.Tech, Mech. Eng.; Exp.: 31 years, Age: 53 years	February 01, 2017	TRL Krosaki Limited, EVP (Sales & Marketing, ICT)	0.00%
3	Mr. Rajesh Mishra	EVP (Strategy & Corporate Services)	1.06	Permanent	B. Tech, MBA; Exp.: 34 years; Age: 55 years	November 01, 2012	Tata Metaliks DI Pipes Ltd, Managing Director	0.00%
4	Mr. Subhra Sengupta	Chief Financial Officer	0.75	Permanent	CA, Exec. Diploma in Management; Exp.: 24 years; Age: 49 years	June 06, 2008	Tata Technologies Limited; Manager - Enterprise solution	0.00%
5	Mr. Debasish Mishra	VP (Operations), PI Division	0.74	Permanent	BE (Mechanical); Exp.: 34 years; Age: 58 years	November 11, 1999	DLF Power Limited; Manager - Plant	0.00%
6	Dr. Ratna Sinha	VP (HRM)	0.65	Permanent	MBA, PhD (FPM); Exp.: 29 years; Age: 58 years	July 01, 2013	Tata Steel Limited; Head - Management Development	0.00%
7	Mr. Sakti Sankar Bandopadhyay	GM (Coke & SHE)	0.63	Permanent	M.Tech (Metallurgy) from NIT, JSR; Exp.: 34 years; Age: 54 years	June 01, 2016	Tata Steel Limited, Head Technical Services, Coke Oven	0.00%
8	Mr. Soumyajyoti Sarkar	VP (Operations) – DI Division	0.62	Permanent	Metallurgical Engineer, Business Management Graduate from XIM, Bhubaneswar, Exp.: 28 years; Age: 52 years	October 24, 2017	Tata Consulting Engineers Ltd., Head of Delivery - Steel, Metals & Mining Business Unit	0.00%
9	Mr. N. V. Ramanathan	VP (Projects)	0.61	Permanent	B.Tech (Electrical), MBA; Exp.: 32 years; Age: 56 years	February 02, 2006	Lanco Industries Limited; AGM - Projects	0.00%
10	Mr. Daniel Kumar	GM (Iron Making)	0.57	Permanent	B. Tech (Metallurgy); Exp.: 34 years; Age: 56 years	May 02, 2015	Sona Alloys Limited; VP (Operations)	0.00%

Note: None of the above employees is a relative of any Director or Manager of the Company.

* On deputation from Tata Steel Limited.

The stated remuneration includes deputation charges. The ranking is based on net of deputation charges.

On behalf of the Board of Directors
Sd/-

Koushik Chatterjee

Chairman

DIN: 00004989

Place: Kolkata

Date: April 15, 2019

REPORT ON CSR ACTIVITIES DURING FY 2018-19

[Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy

Our philosophy does not rest on philanthropy alone; it also encompasses the community needs with the objective of improving their quality of life.

Social Context

Your Company has been fulfilling its vision of "**Reaching Tomorrow First**" by committing itself even before the statute made CSR a mandatory requirement in 2014 by implementing various CSR initiatives in 36 villages located within a radius of 5 kms. of plant in No. 4 Kalaikunda Panchayat of Kharagpur, Block 1. 20,796 inhabitants of these villages with 54% SC / ST population form the "Core Beneficiaries" of the various CSR & Affirmative Action (AA) interventions.

Based on the prevailing social and business challenges, the Company has focussed its CSR & AA interventions in the areas of (a) **E**ducation; (b) **E**ssential enablers (c) **E**mployability; (d) **E**ntrepreneurship; and (e) **E**mpowerment.

Education

We believe in the truism that education is the ultimate leveler to change people's life. Our interventions cover primary to graduate level education. These include Learning Enhancement through School Library, Under 10 Football Coaching, Abhigyan – School Enrichment Programme, Remedial coaching covering class 5 to 10, Tata Metaliks scholarship, Integrated Learning Enhancement project for differently abled children, Health and Nutrition awareness programme for school going adolescents, Infrastructure Development in Schools, Career Counseling, Teachers' Training and strengthening of School Management Committees. In addition, through Adult Literacy Project we are ensuring the functional literacy of illiterate adult women.

Essential Enablers

In FY 2018-19, drinking water projects has been implemented at Samraipur villages on "Community – Corporate" partnership model wherein one time infrastructure including a deep boring along with solar powered pump and network of water pipeline with overhead tanks is being provided by the Company. We also installed a water filtration system. In addition, 6 toilet blocks and 4 ladies' wash rooms have been provided in Samraipur village.

Health

- TML conducted **10** Health Check up camps for its customers i.e. the foundries in Howrah and covered **1661** workers in various foundries.
- Through **12** Health camps in the villages covered under CSR, **1792** villagers have benefitted.
- TML also sponsored the operation cost of Ambulance Service in Kolkata to provide Trauma Care Services to the road accident victims. The project is run by Eastern India Healthcare Foundation and in FY 2018-19 it has covered **2654** victims.

Employability

To develop skilled man power for the nation, marketable skills/ training is being extended to local youth, enabling a sustainable livelihood. Such training programmes include the following initiatives:

Skill Development Centre: Tata Metaliks Skill Development Centre, which was set up in 2016 in collaboration with Paschim Banga Society of Skill Development (PBSSD) at ITI, Medinipur for imparting short-term (3 months) courses to youths, primarily from SC/ ST community in trades of Electrician, Retail Sales, Beauty & Wellness, F&B Steward, Two-wheeler Repairing and Security, trains ~800-1,000 youths every year.

Nursing Training for Girls: TML is sponsoring 3 years Nursing training for the girls from Dalit, Tribal and BPL communities in reputed Nursing Schools. These trainees also received pre-admission coaching.

ITI Training for Youth: 2 years ITI training sponsored by TML covers 10 youths annually belonging to Dalit, Tribal and BPL communities.

BPO coaching for Dalit & Tribal Youth: In partnership with Tata Consultancy Services, 44 youths were trained on BPO services. Seven trainees secured jobs in TCS after completing the training.

Entrepreneurship

The following initiatives have been undertaken:-

AA Vendor Development: The spirit of positive discrimination towards developing entrepreneurs from AA community in Company's value chain.

TML - NABARD Livestock based livelihood project: With the aim to provide additional income to the BPL households from the AA community, the project has provided goats to 200 SC/ ST households of five villages i.e. Amba, Ashapur, Kusumbag, Jhatibandh and Maheshpur. Implemented in two phases, 100 beneficiaries were covered in FY 2017-18 and remaining 100 beneficiaries have been covered in FY 2018-19.

Training of Self Help Groups (SHGs):

- 60 Women from six SHGs were imparted vocational training on tailoring and Bandhani Printing.
- 60 Women from six SHGs were imparted basic as well as advanced training on the SHG functioning.
- 14 AA vendors & youths were trained on the TML purchase procedure and accounts.

Empowerment:

Participation in “Samvaad” – A Tribal Conclave: 42 member team of “Kora” and “Lodha” Tribes from TML CSR operational villages along with CSR team attended “Samvaad” 2018 – A national level tribal conclave, organised by Tata Steel at Jamshedpur. The tribes presented their traditional cuisine, songs and dance during the programme.

Participation in Initiatives of Change – Leadership programme:

265 participants including youths, women and Jan Kalyan Samiti members from the villages participated in Initiatives of Change – Leadership camps at Jamshedpur and Panchgani. The initiative aims at developing leadership through effective living by encouraging every individual to find one’s unique contribution to the transformation needed in the world.

Consultation on the Script of Kora Tribe: In a first, a State level consultation on the Script of Kora Tribal language was organised by Tata Metaliks. 100 participants from 9 districts of West Bengal attended the programme and witnessed the work done on the script for Kora language by different individuals from the same community.

Employee Volunteerism:

Employees are encouraged to volunteer in CSR activities. In FY 2018-19, adding multiple round of participations, a total of 1553 employees participated in various volunteering activities clocking in a total of **6528** volunteering hours.

The details of the CSR Policy enumerating the activities/ programmes proposed to be undertaken by the Company can be viewed at www.tatametaliks.com/static-files/pdf/sustainability/Corporate-Social-Responsibility-Accountability-Policy.pdf

2. Composition of CSR Committee	1) Dr. Pingali Venugopal- Chairman 2) Mr. Sandeep Kumar – Member 3) Mr. Sanjiv Paul- Member 4) Ms. Samita Shah- Member 5) Dr. Rupali Basu – Member																
3. Average net profit of the Company for last three financial years	The average net profits during the preceding 3 (three) financial years of the Company are as follows:- <table border="1" style="width: 100%; text-align: right;"> <thead> <tr> <th colspan="4">(₹ lakh)</th> </tr> <tr> <th>Particulars</th> <th>2015-16</th> <th>2016-17</th> <th>2017-18</th> </tr> </thead> <tbody> <tr> <td>Net Profit u/s 198</td> <td>14822.17</td> <td>16006.63</td> <td>21049.45</td> </tr> <tr> <td>Average Net Profit for last 3 (three) years-</td> <td colspan="3">₹17292.75 lakh</td> </tr> </tbody> </table>	(₹ lakh)				Particulars	2015-16	2016-17	2017-18	Net Profit u/s 198	14822.17	16006.63	21049.45	Average Net Profit for last 3 (three) years-	₹17292.75 lakh		
(₹ lakh)																	
Particulars	2015-16	2016-17	2017-18														
Net Profit u/s 198	14822.17	16006.63	21049.45														
Average Net Profit for last 3 (three) years-	₹17292.75 lakh																
4. Prescribed CSR Expenditure (2% of the amount as in item 3 above)	2% of average Net Profit- ₹345.86 lakh																
5. Details of CSR spent during the financial year :	As given below																
i. Total amount to be spent for the financial year;	₹345.86 lakh, as per point 4 above. However, the internal budget for CSR expenditure was ₹365.85 lakh																
ii. Amount unspent, if any;	Nil																
iii. Manner in which the amount spent during the financial year is detailed below	As per Annexure attached																
6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report	N.A																
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.	Given below																

Annexure: Manner in which the amount has been spent during the year

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the project is covered#	Projects or programmes (1) Local area or other (2) Specify the State and District where projects or programmes was undertaken	Amount outlay (budget) project or programmes (₹ lakh)	Amount spent on the projects or programmes Sub-heads: (1)Direct Expenditure on projects or programmes; (2) Overheads: ₹ lakh)	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency*
1	Providing Pre-matric coaching "Remedial Coaching" to children and youth	(ii)	Local area – Kharagpur District – Paschim Medinipur State – West Bengal	04.00	04.41	04.41	Through Implementing Agency – Shiksha Diksha
2	Providing scholarship to meritorious students	(ii)	-Do-	06.00	05.49	05.49	Direct – Sadbhavna Trust
3	Infrastructure development of Primary schools located in nearby villages	(ii)	-Do-	14.00	11.32	11.32	Direct – Sadbhavna Trust
4	Construction of washroom for Girls at Gokulpur Bidhanchandra Vidya Bhavan	(ii)	-Do-	25.00	21.83	21.83	Direct – Sadbhavna Trust
5	Providing football coaching to under-10 year old boys	(vii)	-Do-	15.00	13.30	13.30	Direct – Sadbhavna Trust
6	Ensuring learning enhancement through setting up of School Library & Capacity Building of School Management Committee	(ii)	-Do-	15.50	14.98	14.98	Through Implementing Agency - New Alipore Prajaak Development Society
7	Project Abhigyan – a School Intervention Programme aimed at life skill development for rural school students & Career Counseling	(ii)	-Do-	26.50	25.50	25.50	Through Implementing Agency – Guardian Education Service Pvt. Ltd.
8	Integrated Learning Enhancement project	(ii)	-Do-	10.00	07.66	07.66	Through Implementing Agency – Guardian Education Service Pvt. Ltd.
9	Training of Government Primary and High Schools	(ii)	-Do-	02.00	01.12	01.12	Through Implementing Agency – World Vision India, Shikhamitra
10	Adolescent Reproductive Health Awareness (Health & Nutrition Awareness programme for school-going adolescents)	(ii)	-Do-	02.00	01.98	01.98	Through Implementing Agency – Youth Invest Foundation
11	Adult literacy for women	(ii)	-Do-	06.00	04.83	04.83	Direct – Sadbhavna Trust
12	Providing potable drinking water through deep bore well	(i)	-Do-	15.00	18.10	18.10	Direct – Sadbhavna Trust
13	Water filtration system	(i)	-Do-	08.00	05.20	05.20	Direct – Sadbhavna Trust
14	Construction of toilet blocks & ladies' wash room	(i)	-Do-	30.00	30.75	30.75	Direct – Sadbhavna Trust
15	Health check up camps for villagers/ school students/ foundry workers	(i)	-Do-	10.29	09.93	09.93	Direct – Sadbhavna Trust
16	Ambulance service in Kolkata	(i)	Kolkata, West Bengal	25.00	25.00	25.00	Through implementing Agency – Eastern India Healthcare Foundation

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the project is covered#	Projects or programmes (1) Local area or other (2) Specify the State and District where projects or programmes was undertaken	Amount outlay (budget) project or programmes (₹ lakh)	Amount spent on the projects or programmes Sub-heads: (1)Direct Expenditure on projects or programmes; (2) Overheads: ₹ lakh)	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency*
17	Skill Development trainings - Short term Skill Development trades / Nursing / ITI/ BPO	(ii) & (iii)	-Do-	127.07	129.98	129.98	Through Implementing Agency – Salt Lake Institute of Engineering and Management / Seven Hills Nursing School / St. Joseph's Nursing School, Visakhapattanam / Dibyo Bani Niketan / Pratap Chandra ITC run by Pratap Chandra Sau Welfare Trust
18	TML NABARD Livelihood Model Project	(ii), (iii) & (x)	-Do-	07.49	07.39	07.39	Through Implementing Agency – Saunta Gaunta Foundation Block Livestock Development Officer, KGP Block 1
19	Training of Dalit & Tribal Vendors and Self Help Groups	(ii) & (iii)	-Do-	03.00	01.90	01.90	Through implementing agency – Adhar Mahila Sewa Sansthan
20	Participation in Samvaad – A Tribal Conclave	(iii)	-Do-	03.00	02.30	02.30	Through Implementing Agency – Tata Steel Rural Development Society
21	Effective Living and Leadership Training	(iii)	-Do-	06.00	05.25	05.25	Through Implementing Agency – Initiatives of Change (IofC)
22	Promotion of Tribal Language	(iii)	-Do-	01.00	0.96	0.96	Direct – Sadbhavna Trust Through Implementing Agency – Tribal Culture Society
23	Celebration of Important Days	(ii) & (iii)	-Do-	03.00	03.47	03.47	Direct – Sadbhavna Trust
24	Cleanliness drives/ visit to destitute homes/ health camps/ village rallies	(iii)	-Do-	01.00	0.91	0.91	Direct – Sadbhavna Trust
Total CSR expenditure				365.85	353.56	353.56	

The sectors are as per Section 135 of the Act read with the revised Schedule VII thereunder.

Note :

- The Company has contributed ₹348 lakh as against the CSR obligation of ₹345.86 lakh to the corpus of SADBHAVNA Trust for CSR activities as per General Circular No. 21/2014 of MCA dated June 18, 2014 to comply with the provisions of Companies Act, 2013.
- The above activities, as mentioned in above table, are undertaken by the Company through Registered Trust SADBHAVNA from balance available as on April 01, 2018 and out of contribution, as mentioned in point 1, towards corpus during current financial year 2018-19.

Affirmation: We, the undersigned, hereby affirm that the implementation and monitoring of various CSR projects and activities are in compliance with the CSR Policy and objectives of the Company, as approved by the Board of Directors of the Company.

Place : Kolkata
Date : April 15, 2019

Sd/-
Dr. Pingali Venugopal
Chairman, CSR Committee
DIN: 05166520

Sd/-
Sandeep Kumar
Managing Director
DIN: 02139274

CORPORATE GOVERNANCE REPORT

[Pursuant to Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Philosophy on Code of Governance

Your Company continues to place strong emphasis on Corporate Governance and follows it as an integral part of the business. Corporate Governance involves a set of relationships to operate the Company on a foundation of sound business ethics to fulfil the long term strategic goals of the stakeholders while maintaining due compliance with all legal and regulatory requirements. Your Company's philosophy on Corporate Governance extends across its business operations to meet the varied needs of all stakeholders and the society at large to create long term sustainable value.

Your Company has a proven track record of transparent and ethical corporate governance practices. The Company continues to maintain high standards of transparency and effective leadership coupled with ethical business practices aligned with the Tata Group culture and ethos.

Your Company ensures full compliance with various Corporate Governance regulations as per Regulations 17 to 27 read with Schedule V and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Moreover, adherence to various policies and codes, in conformity with regulatory needs, helps your Company fulfil its inherent responsibility towards its stakeholders. These Policies and Codes are available on the Company's website at www.tatametaliks.com.

Your Company focuses not only on following corporate governance guidelines, but global best practices as well. Accordingly, adoption and adherence to the 'Tata Business Excellence Model (TBEM)', 'Tata Group Guidelines on Board effectiveness' and 'Tata Steel Group

The Board Composition, category and other details are stated below:

Name of Director	Category	No. of Directorship(s) held in other Public Companies	No. of Committee positions held in other Public Companies as on March 31, 2019*	
			Chairman	Member
Mr. Koushik Chatterjee DIN: 00004989	Non – Executive / Non – Independent Chairman	7	1	3
Mr. Sandeep Kumar DIN: 02139274	Managing Director / Non – Independent Director	Nil	Nil	Nil
Mr. Sanjiv Paul DIN: 00086974	Non – Executive / Non – Independent Director	1	Nil	Nil
Mr. Krishnava Satyaki Dutt DIN: 02792753	Non – Executive/ Independent Director	4	1	1
Dr. Pingali Venugopal DIN: 05166520	Non – Executive/ Independent Director	Nil	Nil	Nil
Ms. Samita Shah DIN: 02350176	Non – Executive/ Non – Independent Woman Director	8	1	2
Dr. Rupali Basu DIN: 01778854	Non – Executive / Independent Woman Director	1	Nil	Nil

Governance Guidelines', in line with global best practices, strengthens your Company's philosophy on Corporate Governance.

Board of Directors

The Board of Directors (Board) ensures that your Company's philosophy on Corporate Governance is cascaded across every aspect of both the businesses in which your Company operates. The Board, comprising of eminent professionals with expertise across a wide range of domains, ensures business decisions are taken to enhance long term value creation of all stakeholders.

Board Composition and Diversity

Your Company believes that a well informed and independent Board is necessary to ensure the highest level of corporate governance. Accordingly, the Board has an optimum mix of Independent and Non-Independent Directors, selected by the Nomination and Remuneration Committee. The Directors have due expertise in multiple domains. Details on their skills/ expertise/ competencies are mentioned elsewhere in the report. Brief profiles of all Directors are also available on the website of the Company at www.tatametaliks.com.

Independent Directors (IDs), constituting 50% of the Board, ensure holistic decision-making of the Board and its various Committees. IDs provide their expert advice, and guidance on each aspect after seeking due clarifications from the Management. This helps to improve the overall quality of decision-making of your Company.

In compliance with the Companies Act, 2013 (Act), Listing Regulations and the Board Diversity Policy, the Board comprises of 8 (Eight) Directors of which 2 (two) are Women Directors.

Name of Director	Category	No. of Directorship(s) held in other Public Companies	No. of Committee positions held in other Public Companies as on March 31, 2019*	
			Chairman	Member
Mr. Amit Ghosh DIN: 00482967	Non – Executive / Independent Director	Nil	Nil	Nil

* Includes only Chairmanship/ Membership of the Audit Committee and Stakeholders' Relationship Committee as per Regulation 26(1)(b) of the Listing Regulations;
Note:

1. No Director has any inter-se relationship among themselves or with any employee of the Company;
2. None of the Directors hold any shares and/or convertible instruments in the Company;
3. During the Financial Year 2018-19, none of our Directors acted as Member in more than 10 Committees or as Chairperson in more than 5 Committees across all Indian public companies (listed and unlisted) where he/ she is Director. For this purpose, Committee will include only Audit Committee and Stakeholders' Relationship Committee.

Selection of new Directors and Board Membership Criteria

The Policy on Appointment and Removal of Directors, along with applicable provisions of the Act, Rules framed thereunder, the Listing Regulations and the Board Diversity Policy act as guidelines to select new Directors. While reviewing the profile(s) of probable candidate(s) for Board membership, the Nomination and Remuneration Committee (NRC) considers whether the candidate(s):

- suit(s) the requirements of the Board;
- is/ are able to contribute to the decision making process; and
- is/ are competent to provide leadership in line with the growth vision of the Company.

Thereafter, NRC recommends suitable candidate(s) to the Board for consideration.

The Board considers the recommendation of the NRC, and, if thought fit, appoints the candidate(s) as a Director on the Board of your Company. Thereafter, Board recommends the same to the Members for their consideration and approval at the next Annual General Meeting (AGM).

Board Meetings, proceedings and post-meeting mechanism

A Board Meeting calendar is decided well in advance. The Board generally meets once every quarter, *inter-alia*, to consider and approve the quarterly financial results. Additional meetings are held whenever necessary. Directors are also given an option to attend meetings through audio-visual mode with due compliances under the Act and the Rules framed thereunder.

Attendance of Directors at Board Meetings and at last AGM:

Name of Director	Attendance at Meetings held on							Attendance at last AGM
	April 26, 2018	July 26, 2018	October 23, 2018	December 10, 2018	January 14, 2019	February 27, 2019	March 25, 2019	
Mr. Koushik Chatterjee, <i>Chairman</i>	Present	Present	Present	Present	Present	Present	Present	Absent
Mr. Sandeep Kumar, <i>Managing Director</i>	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Sanjiv Paul	Present	Present	Present	Present	Absent	Absent	Present	Present
Mr. Krishnava Satyaki Dutt	Present	Present	Present	Present	Present	Absent	Present	Present
Dr. Pingali Venugopal	Present	Present	Present	Present	Present	Present	Present	Present
Ms. Samita Shah	Present	Absent	Present	Present	Present	Present	Present	Absent
Dr. Rupali Basu	Present	Absent	Present	Present	Present	Present	Present	Present
Mr. Amit Ghosh	Present	Present	Present	Present	Present	Present	Present	Present

The Company complies with the revised Secretarial Standards (SS-I) on the Board and Committee Meetings as prescribed by the Institute of Company Secretaries of India. The minimum information as required under Regulation 17(7) read with Part A of Schedule II of the Listing Regulations is made available to the Board.

The Board also monitors the performance with respect to safety and health, business operations, new initiatives, updates on approvals, compliance reports of applicable laws and reviews such other items which require the Board's attention. The Board directs and guides the activities of the Management towards achieving set goals and seeks accountability therein. The Chairmen of various Board Committees brief the Board on all important matters discussed and decided at their respective meetings, which are usually held prior to the Board meetings.

The Company Secretary and Chief Financial Officer attend every Board and Committee Meetings. Functional head(s) attend meetings as Invitees, as and when necessary to provide necessary clarifications/ updates for holistic decision making. All important decisions taken at Board Meetings are communicated to concerned officials and departments. An Action Taken Report is prepared and the Board is updated at subsequent meetings.

During the year under review, 7 (seven) Board Meetings were held on April 26, 2018, July 26, 2018, October 23, 2018, December 10, 2018, January 14, 2019, February 27, 2019, and March 25, 2019. The interval between any two consecutive meetings was within the maximum prescribed limit of 120 days.

Directorship of the Board of Directors in other Listed Companies

Name of the Director	Name of listed company	Category of Directorship
1. Koushik Chatterjee	Tata Steel BSL Limited	Non-Executive Director
	Tata Steel Limited	Executive Director and Chief Financial Officer
	The Tinplate Company of India Limited	Chairman
	Tata Sponge Iron Limited	Non-Executive Director
2. Krishnava Satyaki Dutt	Tata Steel BSL Limited	Independent Director
	Balrampur Chini Mills Limited	Independent Director

Familiarisation programme for Independent Directors

IDs are eminent professionals with due experience in various domains linked with the growth vision of your Company. The IDs are well updated about their roles and responsibilities, the industry in which your Company operates and its business model. The Company provides familiarisation programme in the form of interactive sessions with the Managing Director and various Functional Heads of the Company’s manufacturing, marketing, finance and other functions. The Company Secretary periodically updates the Director(s) about regulatory changes. The programme also includes visits to the manufacturing plant to familiarise them with various aspects of the operations of your Company. Additionally, there are various Tata Group level familiarisation programmes for Directors on various aspects. The Policy on familiarisation programme for Directors is available on our website www.tatametaliks.com/static-files/pdf/policies/policy-prog-Director.pdf.

In the opinion of the Board, our IDs fulfill the ‘criteria for independence’ as mentioned in Regulations 16 and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) read with Section 149 of the Companies Act, 2013, each as amended. The IDs are independent of the Management of the Company.

Formal letter of appointment to Independent Directors

IDs are appointed by the Board, after due recommendation of the NRC. Upon approval of Members, a formal letter of appointment is issued to the IDs. All IDs have confirmed that they have met the criteria of independence as mentioned under Section 149(6) of the Act. The terms and conditions of appointment of IDs, as per regulation 46 of the Listing Regulations, are available at www.tatametaliks.com/static-files/pdf/stock-exchange-releases/tandc-appointment-independent-directors.pdf.

Skills/expertise/competence of the Board of Directors

The Board has adequate skill set and expertise across multiple domains which helps quality decision making. The Board has collective expertise in areas of Safety & Sustainability, Medical & Healthcare, Iron & Steel making, Marketing & Business Management, Corporate Finance, Risk Management and Legal & Corporate Affairs.

Independent Directors’ Meeting and Performance Evaluation

The evaluation process for the performance of the Board, its various committees and individual Directors was carried out in a transparent and confidential manner. Each Director provided their respective feedback on various parameters such as functioning of the Board and its various Committees, execution of specific duties, quality, quantity and timeliness of flow of information between Board and Management, independence of judgment etc. on a questionnaire.

The IDs met separately on February 05, 2019 and reviewed the performance of the Non-Independent Directors and the Board of Directors as a whole and also reviewed the performance of the Chairman of the Board.

Chairman of the NRC also sought one-on-one feedback from the Managing Director and all other Directors. A one-on-one meeting of the individual Directors with the Chairman of the Board was also conducted.

The NRC and subsequently the Board discussed and collated feedback received from the Directors.

Based on the outcome of the evaluation cum feedback, the Board and the Management have drawn up an improvement plan to be taken up during FY 2019-20.

The IDs appreciate the leadership role displayed by the Chairman to uphold global best practices and highest standards of Corporate Governance.

Code of Conduct

The Board has adopted the Tata Code of Conduct (**TCoC/ Code**) for Executive Directors, Non-Executive Directors, Independent Directors, Senior Management Personnel and all employees of the Company. The Code is available on our website at www.tatametaliks.com.

All Directors and Senior Management Personnel have confirmed compliance with the Code for the financial year ended March 31, 2019 in terms of Regulation 26(3) of the Listing Regulations. A declaration to this effect, duly signed by the Managing Director is annexed to this report.

Prevention of Insider Trading

Your Company has a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, adopted by the Board. All Directors, employees and other designated persons, who could have access to unpublished price sensitive information of the Company are governed by this code.

The trading window for dealing with equity shares of the Company is duly closed during declaration of financial results and occurrence of any other material events as per the code. Various awareness sessions are also conducted within the organisation to increase awareness among employees about the Code. The Company Secretary acts as Compliance Officer under this Regulation.

Board Committees

Your Board has 5 (five) Committees. Each Committee is constituted with an optimum combination of Independent and Non-Independent Directors as prescribed under the Act and the Listing Regulations.

Each Committee is constituted with specific terms of reference to focus on pre-defined matters. The Company Secretary acts as Secretary to all Committees. The Chairmen of each Committee places the recommendation(s) of their respective Committees before the Board. Minutes of all Committee Meetings are placed before the Board for its review and noting. The constitution, terms of reference and other details of the various Committees are detailed hereunder:

The Board has constituted the following committees:

- Audit Committee;
- Nomination & Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee; and
- Risk Management Committee

Audit Committee

The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations.

The Audit Committee monitors and supervises the Management's financial reporting process, to ensure accurate and timely disclosures with highest levels of transparency, integrity and quality of

financial reporting. Committee members are financially literate and have significant exposure in areas of finance, taxation, legal and audit. The Committee also seeks appropriate clarification(s) from Statutory Auditors and the Management to help the Committee's decision-making process, as and when required. The Internal Auditor reports to the Audit Committee.

The Terms of Reference (ToR) of the Committee are aligned with the provisions of the Act and the Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:

- 1) Review and recommend the quarterly and annual financial results of the Company;
- 2) Review quarterly reports of the Internal Auditor;
- 3) Review weaknesses in internal controls reported by Internal and Statutory Auditors; and
- 4) To consider, review and approve the transactions entered into with Related Parties.

As already reported elsewhere in the Report, there was no instance, during the financial year where the Board has not accepted any recommendation of the Audit Committee.

During the year under review, 6 (six) meetings of the Audit Committee were held on April 25, 2018, July 25, 2018, October 23, 2018, December 04, 2018, January 14, 2019, and March 25, 2019.

Composition and Attendance of Members are given below:

Name of Director	Attendance at Meetings held on					
	April 25, 2018	July 25, 2018	October 23, 2018	December 04, 2018	January 14, 2019	March 25, 2019
Mr. Krishnava Satyaki Dutt, <i>Chairman</i>	Absent	Present	Present	Present	Present	Present
Dr. Pingali Venugopal	Present	Present	Present	Present	Present	Present
Ms. Samita Shah	Present	Present	Present	Absent	Present	Present
Mr. Amit Ghosh	Present	Present	Present	Present	Present	Present

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board is constituted in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The ToR of this Committee is aligned with the provisions of the Act and the Listing Regulations. The broad functions of the Committee are as under:

- 1) Selecting eligible candidates for Board membership and recommending the same to the Board of Directors;
- 2) Oversight of the Company's nomination process for senior management;
- 3) Formulate criteria for evaluation of performance of the Board as a whole, its Committees and individual Directors;
- 4) Recommend annual increment, performance linked bonus, etc., payable to the Managing Director within the salary scale, approved by Members; and
- 5) Recommend annual increment(s) etc., payable to the Key Managerial Personnel of the Company.

During the year under review, 2 (two) meetings of NRC were held on April 26, 2018 and October 23, 2018.

The Composition and attendance of Members are given below:

Name of Director	Attendance at Meetings held on	
	April 26, 2018	October 23, 2018
Dr. Pingali Venugopal, <i>Chairman</i>	Present	Present
Mr. Koushik Chatterjee	Present	Present
Mr. Krishnava Satyaki Dutt	Present	Present

Remuneration policy for Board and Senior Management

The Remuneration Policy for Directors, KMPs and all other employees of the Company, as recommended by the NRC has been duly approved by the Board. The policy is not annexed herewith to maintain brevity of this report, but is available at www.tatametalliks.com/corporate/pdf/policies/TML-NRC-policy.pdf.

Criteria for Commission payable to Non-Executive Directors is determined by the NRC. However, as per Internal guidelines, commission is paid only to Independent Directors and no Commission is paid to Non-Independent Non-Executive Directors. NRC recommends the amount of Commission payable for a financial year, to the Board of Directors, subject to the approval of the Members.

Details of Sitting Fees, Commission and other emoluments paid/ payable to Directors during FY 2018-19 are as follows:

Non-Executive Directors

Name of Director	Category	Sitting Fees	Commission	Total
Mr. Koushik Chatterjee*	Non-Independent	Nil	Nil	Nil
Mr. Sanjiv Paul**	Non-Independent	Nil	6,25,000	Nil
Mr. Krishnava Satyaki Dutt	Independent	2,60,000	9,37,500	11,97,500
Dr. Pingali Venugopal	Independent	3,80,000	13,02,083	16,82,083
Ms. Samita Shah**	Non-Independent	Nil	7,29,167	Nil
Dr. Rupali Basu	Independent	2,20,000	6,25,000	8,45,000
Mr. Amit Ghosh	Independent	3,00,000	7,81,250	10,81,250
Total		11,60,000	50,00,000	61,60,000

* Mr. Koushik Chatterjee being the Executive of Tata Steel was not paid any commission from the Company for FY 2018-19.

** In line with the internal guidelines of the Company, no payment is made towards Commission to the Non-Executive Directors of the Company who are in full time employment in any other Tata Company. Hence, the actual total amount of commission pay out to Independent Directors is ₹36,45,833/-.

Note:

- There is no pecuniary relationship or transaction between the Non-Executive Directors and the Company;
- The Company has not issued any stock option.

Executive Director

Name of Director	Salary	Perquisites and Allowances	Contribution to Provident, Superannuation and Gratuity Fund	Performance Linked Bonus for FY 2017-18
Mr. Sandeep Kumar, <i>Managing Director</i>	33,26,400	43,10,813	8,98,128	49,89,600

Note: Performance linked bonus payable to Managing Director and Commission to Independent Directors have been recommended by the NRC on April 15, 2019. This is subject to the approval of Members at the ensuing AGM to be held on August 27, 2019.

Executive Director(s) is/ are appointed by resolutions passed by the Board and subsequently the Members of the Company. The resolutions cover all broad terms and conditions of such appointment(s). Your Company does not enter into any separate Service Contract with those elevated to the Board from the management or other group/ associate companies. Appointment letters are issued to IDs, incorporating their roles, duties, responsibilities etc., after they are appointed at an AGM. There is no additional provision for payment of severance fee for the appointment of Executive Directors, all of whom have been appointed within the group/ associate companies. However, all applicable statutory provisions with respect to severance and notice period apply to their appointments.

- 3) To resolve such other grievances as may be raised by the security holders from time to time

During the year under review, 2 (two) meetings of SRC were held on June 28, 2018 and March 28, 2019.

Composition and Attendance details are given below:

Name of Director	Attendance at Meetings held on	
	June 28, 2018	March 28, 2019
Dr. Pingali Venugopal, <i>Chairman</i>	Present	Present
Mr. Sanjiv Paul	Present	Present
Mr. Sandeep Kumar	Present	Present
Dr. Rupali Basu	Present	Present

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Board is constituted in compliance with the provisions of Section 178 (5) of the Act and Regulation 20 of the Listing Regulations.

The ToR of this Committee is aligned with the provisions of the Act and the Listing Regulations. The broad functions of the Committee are:

- 1) To review the redressal mechanism of grievances of security holders;
- 2) To consider and resolve the investor complaints relating to transfer of shares, non-receipt of duplicate certificate, non-receipt of annual report and non-receipt of declared dividends.

Details of Shareholders' Complaints received, resolved & pending during FY 2018-19

Particulars	Nos.
Complaints pending as on April 01, 2018	0
Complaints received during the year ended March 31, 2019	93
Complaints resolved during the year ended March 31, 2019	92
Complaints pending as on March 31, 2019	1

Name, designation and address of Compliance Officer:

Mr. Sankar Bhattacharya
 Chief - Corporate Governance & Company Secretary
 Membership No. – 11438.
 Tata Centre, 10th Floor,
 43, J. L. Nehru Road,
 Kolkata – 700071.
 Phone – 91-33-66134200.
 Fax – +91-33-22884372.
 Email- sankar.bhattacharya@tatametaliks.co.in

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Board is constituted in compliance with the provisions of Section 135 (1) of the Act. The Annual Report on CSR activities, as per the prescribed format, forms part of the Directors' Report.

The ToR of this Committee is aligned with the provisions of the Act and the Listing Regulations. The broad functions of the Committee are as under:

- 1) Formulate and recommend to the Board, a Corporate Social Responsibility Policy;
- 2) Recommend the amount of expenditure to be incurred on CSR activities;
- 3) Review performance of the Company in the areas of CSR; and
- 4) Monitor CSR Policy from time to time.

The CSR policy is available at: www.tatametaliks.com/static-files/pdf/policies/Corporate-Social-Responsibility-Accountability-Policy.pdf

During the year under review, 2 (two) meetings of CSR Committee were held on June 14, 2018 and December 17, 2018.

Composition and Attendance details of the Members are given below:

Name of Director	Attendance at Meetings held on	
	June 14, 2018	December 17, 2018
Dr. Pingali Venugopal, <i>Chairman</i>	Present	Present
Mr. Sanjiv Paul	Present	Present
Ms. Samita Shah	Present	Present
Mr. Sandeep Kumar	Present	Present
Dr. Rupali Basu	Present	Present

Risk Management Committee

Your Company has an effective risk management framework to monitor, identify, evaluate and manage enterprise risks, in line with the framework adopted by its holding company. The Board has constituted a Risk Management Committee for monitoring the risk management framework of the Company.

The ToR of Risk Management Committee are as follows:

- 1) To frame and recommend to the Board a Risk Management Policy;
- 2) To monitor and evaluate the effectiveness of risk management framework of the Company; and
- 3) To oversee implementation of risk mitigation plans.

During the year under review, 1 (one) meeting of the Risk Management Committee was held on October 09, 2018.

Composition and Attendance details of the Members are given below:

Name of Member	Attendance at Meeting held on October 09, 2018
Mr. Sanjiv Paul, <i>Chairman</i>	Present
Mr. Sandeep Kumar	Present
Ms. Samita Shah	Present
Mr. Amit Ghosh	Present
Mr. Subhra Sengupta	Present

General Body Meetings**Location and time where Annual General Meetings of last three years were held:**

Financial Year	Details of Location	Date & Time
2015-16	Kala Mandir, 48 Shakespeare Sarani, Kolkata - 700017	June 29, 2016 at 3:00 p.m.
2016-17	Kala Mandir, 48 Shakespeare Sarani, Kolkata - 700017	July 26, 2017 at 10:30 a.m.
2017-18	Kala Mandir, 48 Shakespeare Sarani, Kolkata - 700017	July 02, 2018 at 3:00 p.m.

Location and time of Extraordinary General Meeting held during the year

Financial Year	Details of Location	Date & Time
2018-19	Kala Mandir, 48 Shakespeare Sarani, Kolkata - 700017	March 25, 2019 at 11:30 a.m.

Special Resolutions passed in previous three Annual General Meetings:

Shareholders' Meeting	Special Business requiring Special Resolution
26th AGM June 29, 2016	Commission to Non-Executive Directors of the Company
27th AGM July 26, 2017	Nil
28th AGM July 02, 2018	Nil

Special Resolutions passed through Postal Ballot during the year

During the year under review, there was no special resolution that was passed through postal ballot. None of the businesses proposed to be passed at the ensuing AGM require passing a resolution through Postal Ballot.

Communication to the Shareholders

Communication to Members is made primarily through public disclosures. Quarterly, half-yearly and annual financial results are published in Business Standard (English - all editions) and Aajkaal (Bengali) in compliance with Regulation 47 of the Listing Regulations. Further, all disclosures disseminated to Stock Exchanges are made available on the Company's website at www.tatametaliks.com, as required under Regulation 46 of the Listing Regulations.

All price-sensitive information and requisite material disclosures are also displayed on the website of the Company after its dissemination to the Stock Exchanges. The Company's website is a comprehensive repository for all stakeholders as prescribed under the Listing Regulations.

Disclosure to shareholders

Disclosure regarding Appointment / Re-appointment of Directors

In compliance with the provisions of Section 152 of the Act read with Article 110 of the Articles of Association of the Company Mr. Sanjiv Paul (DIN: 00086974) and Ms. Samita Shah (DIN: 02350176) will retire by rotation at the ensuing AGM and being eligible, seek re-appointment.

Based on the recommendations of the NRC and pursuant to the performance evaluation of Mr. Krishnava Satyaki Dutt (DIN: 02792753) and Dr. Pingali Venugopal (DIN: 05166520) as Members of the Board, the Board proposed to re-appoint Mr. Krishnava Satyaki Dutt and Dr. Pingali Venugopal as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term effective September 10, 2019 through September 09, 2024.

The detailed profiles of Mr. Sanjiv Paul, Ms. Samita Shah, Mr. Krishnava Satyaki Dutt and Dr. Pingali Venugopal are provided in the Annexure to the Notice convening the AGM, as required under Regulation 36 (3) of the Listing Regulations.

The Board recommends the above re-appointments for the approval of the Members at the ensuing AGM.

General Shareholder Information

Details of AGM for FY 2018-19:

Day	Tuesday
Date	August 27, 2019
Time	11:00 A.M.
Venue	Kala Mandir, 48 Shakespeare Sarani, Kolkata - 700017

Date of Book Closure:

Book Closure Date	August 20 to August 27, 2019 (both days inclusive)	For the purpose of AGM and payment of dividend
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Tentative Financial Calendar:

Financial Year 2019-20	
1st quarter result	July, 2019
2nd quarter & half-yearly result	October, 2019
3rd quarter result	January, 2020
4th quarter & annual result	April, 2020

Dividend Payment Date:

Dividend Payment Date	on and from August 31, 2019.
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Names and Addresses of the Stock Exchanges and Stock Codes

Name of the Stock Exchange	ISIN	Stock Code
National Stock Exchange of India Ltd. ("NSE") 5, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051	INE056C01010	TATAMETALI
BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	INE056C01010	513434

Listing Fees, as applicable, has been paid to both NSE and BSE.

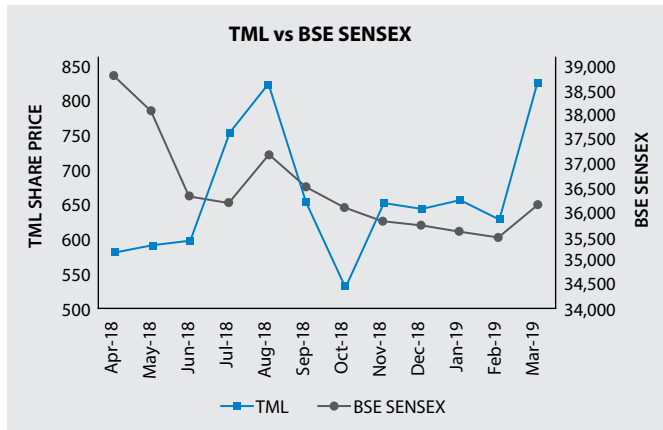
Market Price Data

The monthly high and low prices and trading volume of shares of your Company at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended March 31, 2019 are as under:

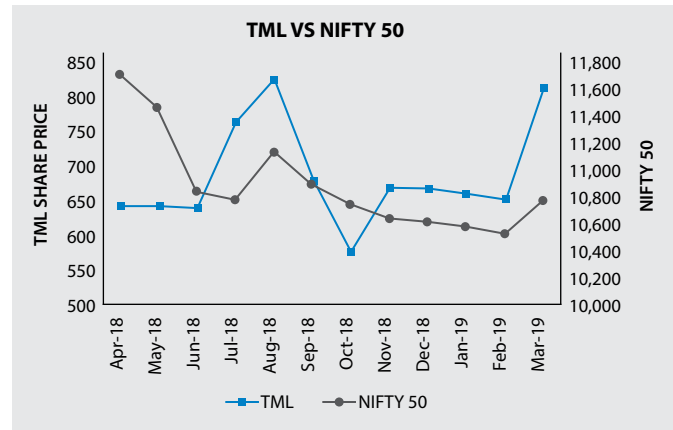
Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No. of shares)	High (₹)	Low (₹)	Volume (No. of shares)
April-18	884.00	739.45	6,05,001	884.50	736.00	50,66,699
May-18	861.95	759.50	2,92,041	862.90	760.05	14,29,035
June-18	785.00	632.00	1,51,830	784.70	633.00	11,23,243
July-18	731.00	616.45	1,88,460	722.00	615.00	14,59,171
August-18	754.40	605.95	3,41,499	754.00	604.90	31,15,346
September-18	745.20	615.50	2,35,948	747.00	621.05	22,91,595
October-18	677.95	545.00	3,59,329	670.00	544.60	25,05,560
November-18	715.00	620.00	1,79,707	715.90	620.55	9,12,657
December-18	664.95	597.00	2,09,653	666.00	595.00	11,30,011
January-19	655.95	580.90	1,14,551	656.90	581.00	9,78,821
February-19	633.90	558.00	1,00,525	628.00	555.75	6,72,598
March-19	704.10	600.90	1,63,864	689.00	599.10	13,57,379

*source: websites of BSE and NSE

Share price performance as compared to BSE Sensex & NIFTY 50 for year ended March 31, 2019



* data represents monthly close price



* data represents monthly close price

Registrar and Transfer Agent and Share Transfer Process

Members holding shares in physical form are requested to correspond with the Company's Registrar and Transfer Agent (RTA) - R & D Infotech Pvt. Ltd. quoting their Folio No. / DP ID & Client ID at the following address:-

R & D Infotech Pvt. Ltd.
 1st Floor, 7A, Beltala Road
 Kolkata- 700 026
 Phone: +91-33-24192641/42,
 Telefax: +91-33-24741657,
 E-mail: tml@rdinfotech.in; rdinfotech@yahoo.com

Members holding shares in electronic form should address their correspondences, except those relating to dividend, to their respective Depository Participants (DPs).

The status on complaints and share transfers are reported to the Board.

During Fiscal 2019, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') have mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 01, 2019, can do so only in dematerialised form. Therefore, Members holding shares in physical form were requested to consider converting their shareholding to dematerialised form. During the year, the Company has sent necessary intimations to its Members regarding the restriction on transfer of securities in the physical form.

Share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale/ purchase

transaction from the broker, Members should approach the DP with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers.

Members should communicate with Mr. Ratan Mishra, CEO, R & D Infotech Pvt. Ltd., 7A, Beltala Road, Kolkata- 700 026, Phone: +91-033-24192641/ 42, the Company's Registrars and Transfer Agents ('RTA') quoting their folio number or Depository Participant ID (DP ID) and Client ID number, for any queries to their securities.

In terms of Regulation 40(9) of the Listing Regulations, certificates on half-yearly basis, have been issued by a Practising Company Secretary with respect to due compliances of share transfer formalities etc., by the Company.

Nomination Facility

If any Member, holding shares in physical form, wishes to appoint or change nominee for their shareholding(s) in the Company, he/ she

may submit Form SH-13/ SH-14 as the case may be to the Company's RTA as required under Section 72 of the Act.

Members holding shares in electronic form should contact their respective DPs to avail this facility.

Shares Held in Electronic Form

Members holding shares in electronic form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given directly to their concerned DPs.

Shares Held in Physical Form

Members holding shares in physical form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given directly to the Company's RTA i.e. R & D Infotech Pvt. Ltd.

Distribution of Equity Shareholding as on March 31, 2019

No. of Ordinary Shares held	No. of Shareholders	% of total shareholders	No. of Shares	% of total Shares
1-500	52064	96.90%	4659163	16.59%
501-1000	932	1.73%	720959	2.57%
1001-10000	672	1.25%	1655740	5.90%
10001-50000	43	0.08%	928209	3.30%
50001 and above	17	0.03%	20120929	71.64%
Total	53728	100.00%	28085000	100.00%

Categories of Shareholders as on March 31, 2019

Shareholders	No. of Shareholders	% of total shareholders	No. of Shares	% of total shares
Promoters Holding	1	0.00%	15464590	55.06%
UTI/Mutual Fund/ Banks	25	0.05%	3569411	12.71%
Insurance Companies	2	0.00%	334903	1.19%
FIs (Trust)	4	0.01%	5754	0.02%
Corporate Bodies	717	1.33%	644084	2.29%
Resident Individuals	52278	97.30%	7158488	25.49%
State Government-WBIDC	1	0.00%	250000	0.89%
FII/NRIs/OCBs	700	1.30%	657770	2.34%
Total	53728	100.00%	28085000	100.00%

Top 10 Shareholders as on March 31, 2019

Name of Shareholders	No. of Shares held	% of holding
Tata Steel Limited	15464590	55.06%
HDFC Small Cap Fund	2112845	7.52%
Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Small and Midcap Fund	773000	2.75%
West Bengal Industrial Development Corporation Ltd.	250000	0.89%
Dolly Khanna	211614	0.75%
General Insurance Corporation of India	200000	0.71%
Emerging Markets Core Equity Portfolio (The Portfolio) of DFA Investment Dimensions Group Inc. (DFAIDG)	167122	0.60%
Union Small Cap Fund	158025	0.56%
The Oriental Insurance Company Limited	134903	0.48%
Bhavesh Dhiresbhai Shah	131486	0.47%
HDFC Trustee Co Ltd A/C HDFC Retirement Savings Fund-Equity Plan	106500	0.38%

Dematerialisation of Shares and Liquidity

The Company's shares are traded compulsorily in electronic form. We have established connectivity with both the depositories in India – National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The International Securities Identification Number (“ISIN”) allotted to the Company's Share under the Depository System is INE056C01010.

As on March 31, 2019, a total of 2,39,56,761 shares of the Company representing 85.30% of total shares are in dematerialised form.

Designated E-mail Address for Investor Services

In compliance with Regulation 46 of the Listing Regulations, the designated e-mail address for investors' services i.e. investors@tatametaliks.co.in is duly provided on the website of the Company for the benefit of our Members.

Update of Bank Details for Remittance of Dividend / Cash Benefits in Electronic Form

Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 (Circular) had ordered the listed companies, RTAs, Depositories and Stock Exchanges to use various electronic payment modes such as ECS [LECS (Local ECS)/ RECS (Regional ECS)/ NECS (National ECS)] and NEFT, among others, which were approved by the Reserve Bank of India (RBI), for distributing dividends and other cash benefits to the Members.

The Circular further states that if the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc., that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, companies or their RTA may use physical payment instruments for making cash payments to the investors.

As per Regulation 12 of the Listing Regulations, where it is not possible to use electronic mode of payment, 'payable-at-par' warrants or cheques may be issued for payment of dividend.

Members should also note that payment of dividend and other cash benefits through electronic mode has many advantages like prompt credit, elimination of fraudulent encashment/ delay in transit and more. They are requested to opt for any of the above mentioned electronic modes of payment of dividend and other cash benefits and update their bank details:

- In case of holdings in dematerialised form, by contacting their DP and giving suitable instructions to update the bank details in their demat account.
- In case of holdings in physical form, by informing the Company's RTA, through a signed request letter with details such as Folio No(s), Name and Branch of the Bank in which they wish to receive the dividend, the Bank Account No. allotted by their respective banks after implementation of Core Banking Solutions (CBS), the 9 digit MICR Code No. and the 11 digit IFSC Code. This request letter should be supported by a cancelled cheque bearing the name of the first holder.

Investor Awareness

We have provided subscription facilities to our investors for investors' alerts regarding analyst meets, quarterly and annual financial

results, investor conference call, press release, presentation. We also encourage our investors to visit the Company's website regularly for recent updates and to write to us regarding their rights and shareholdings or any other query.

Outstanding Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Warrants/any convertible instruments, conversion date and likely impact on equity.

Your Company has not issued any GDRs/ ADRs as on March 31, 2019. Your Company does not have any outstanding GDRs/ ADRs.

Approval was sought from the Members' in the EGM held on March 25, 2019, for issuing Equity Shares and Convertible Warrants to the Promoter, i.e., Tata Steel Limited on a preferential basis.

Commodity Price Risk or foreign exchange risk and hedging activities

With respect to the commodity price, currency risk etc. please refer Management Discussion & Analysis Report.

Equity shares in the suspense account

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of equity shares in the suspense account are as follows:

Particulars	Number of shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 01, 2018	54	5700
Shareholders who approached the Company for transfer of shares from suspense account during the year	-	-
Shareholders to whom shares were transferred from the suspense account during the year	-	-
Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2019	54	5700

Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund

As per Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividend, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”).

Further, all shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. Details of unclaimed dividends and Members whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website.

In view of the aforesaid provisions, we report that the Company resumed declaring dividend from FY 2015-16 onwards. Accordingly, the unpaid dividend accruing from FY 2015-16 is due for deposit to IEPF from FY 2022-23 onwards. Therefore there was no dividend due to be transferred to IEPF during the year under review.

Location of the Plant

Village Maheshpur
 PO: Samraipur, Gokulpur, Kharagpur
 Paschim Midnapur Pincode - 721301, West Bengal
 Phone: +91-3222-233325, 233877, 233290
 Telefax: +91-3222-233316
 Email: tml@tatametaliks.co.in

Address for correspondence

Tata Metaliks Limited
 Tata Centre, 10thFloor
 43, J. L. Nehru Road,
 Kolkata – 700 071.
 Phone: +91-33-6613-4200
 Fax: +91-33-2288 4372
 Email: investors@tatametaliks.co.in

Details of fees paid to the Statutory Auditors

Price Waterhouse & Co Chartered Accountants LLP (Firm Registration Number: 304026E/E-300009) were appointed as Statutory Auditors of the Company at the 27th Annual General Meeting of the Company. The particulars of payment of Statutory Auditors’ fees, is given below:

(₹ in crore)	
Details	Year ended March 31, 2019
Auditors remuneration and out-of-pocket expenses	
(i) As auditors (Statutory Audit)	0.17
(ii) For taxation matters	-
(iii) For other services	0.21
(iv) Out-of-pocket expenses	0.03
	0.41

Other disclosures:

Particulars	Regulations	Details	Website link for details/policy
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	<p>Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms’ length basis and were approved by the Audit Committee.</p> <p>There are no material related party transactions during the year that have conflict with the interest of the Company. There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large. Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements, forming part of this Report.</p> <p>The policy for related party transactions, as approved by the Board, is available on the website of the Company.</p>	www.tatametaliks.com/static-files/pdf/policies/rpt-policy.pdf
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	<p>The Company has a well-defined Whistle Blower Policy which has established the necessary vigil mechanism for Directors and employees to report any concern(s) about unethical behaviour. No person was denied access to the Chairman of the Audit Committee/ Ethics Counsellor. The said policy has been uploaded on the website of the Company.</p>	www.tatametaliks.com/static-files/pdf/policies/whistleblower-policy.pdf
Policy on Determination of Materiality for Disclosures	Regulation 30 of SEBI Listing Regulations	<p>The Company has adopted a Policy on Determination of Materiality for Disclosures.</p>	www.tatametaliks.com/static-files/pdf/policies/policy-on-determination-materiality.pdf

Particulars	Regulations	Details	Website link for details/policy
Discretionary requirements	Schedule II Part E of the SEBI Listing Regulations	<ul style="list-style-type: none"> The Auditors have provided an unmodified audit opinion on the financial statements of the Company. The Company has complied with the requirements of having separate persons to the positions of Chairman and Managing Director respectively. Mr. Koushik Chatterjee is the Chairman and Mr. Sandeep Kumar is the Managing Director of the Company. The Internal Auditor reports directly to the Audit Committee. 	
Details of non-compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets	Schedule V (C) 10(b) to the SEBI Listing Regulations	The Company has complied and disclosed all mandatory corporate governance requirements as stipulated in Regulations 17 to 27 and sub-regulation (2) of Regulation 46 of Listing Regulations (relating to disclosure on the website of the Company). The Company has complied with all applicable rules and regulations as prescribed by the Stock Exchanges, SEBI or any statutory authority relating to capital markets during the last 3 (three) years. No penalties or strictures have been imposed on the Company on account of any non-compliance with any legal requirement.	
Subsidiary Companies	Regulation 24 of the SEBI Listing Regulations	Company does not have any subsidiary company.	
Policy on Archival and Preservation of Documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a Policy on Archival and Preservation of Documents.	www.tatametaliks.com/static-files/pdf/policies/policy-on-retention-archival.pdf
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No D&CC / FITTC/ Cir- 16/2002 dated December 31, 2002	A qualified Practicing Company Secretary had carried out the share capital audit to reconcile the total admitted equity share capital with "NSDL" and "CDSL" and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.	
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The members of the Board and Senior Management have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2019. This Report contains a certificate by the Managing Director, on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.	www.tatametaliks.com/static-files/pdf/TCOC.pdf
Dividend Distribution Policy	Regulation 43A of the SEBI Listing Regulations	The Company is not required to formulate a dividend distribution policy.	

Particulars	Regulations	Details	Website link for details/policy
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with schedule IV of the Act	Terms and conditions of appointment of Independent Directors are provided elsewhere in this report and are also available on the Company's website.	www.tatametaliks.com/static-files/pdf/stock-exchange-releases/tandc-appointment-independent-directors.pdf
Familiarisation Programme	Regulations 25(7) and 46 of SEBI Listing Regulations	Details of familiarisation programme to Independent Directors are provided elsewhere in this report and are also available on the Company's website.	www.tatametaliks.com/static-files/pdf/policies/policy-prog-director.pdf
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018		Details are provided elsewhere in this report and are also available on the Company's website.	

Policies for determining Material Subsidiaries and dealing with Related Party Transactions

The Company has formulated the Policy for determining material subsidiaries and Policy on consideration and approval of related party transactions which is available on www.tatametaliks.com/corporate/policies.aspx.

Certification on non-disqualification of Directors

A certificate has been received from Mr. P. V. Subramanian, Practising Company Secretary, stating that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority is annexed herewith.

Utilisation of funds raised through Preferential Allotment of Equity Shares and Convertible Warrants

Approval was sought from the Members by way of an Extraordinary General Meeting (EGM) held on March 25, 2019, for issuance of Equity Shares and Convertible Warrants to the Promoter, i.e., Tata Steel Limited on a preferential basis. The funds raised through preferential allotment shall be utilised for capacity expansion of DI Pipe unit from 2.0 LTPA to 4.0 LTPA along with augmentation of the Mini Blast Furnace capacity and installation of a new 15 MW Captive Power Plant and other enhancements, and strengthening the Balance Sheet of the Company.

Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and

redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

An Internal Committee (IC) is in place to redress complaints received regarding sexual harassment. The Internal Committee is reconstituted every 3 years. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this Policy

1.	No. of complaints pending as on beginning of the financial year	Nil
2.	No. of complaints filed during the financial year	Nil
3.	No. of complaints disposed off during the financial year	Nil
4.	No. of complaints pending as on end of the financial year	Nil

CEO and CFO Certification

In line with Regulation 17(8) read with Schedule II Part B of the Listing Regulations, the Managing Director and Chief Financial Officer have given appropriate certification to the Board of Directors.

Certificate on Corporate Governance

As required by Regulation 34(3) and Schedule V (E) of the Listing Regulations, the requisite certificate is annexed to this report.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

The Company Secretary acts as Compliance Officer under this Regulation. This is to confirm that the Company has adopted the Tata Code of Conduct for its employees including the Managing Director and the Whole-time Directors. In addition, the Company has adopted the Tata Code of Conduct for the Non-Executive Directors. Both these Codes are available on the Company's website at www.tatametaliks.com.

I confirm that the Company has in respect of the Financial Year ended March 31, 2019, received from the Senior Management Team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Managing Director as on March 31, 2019.

Place: Kolkata
Date: April 15, 2019

Sd/-
Sandeep Kumar
Managing Director
DIN: 02139274

P. V. Subramanian
B.Com., LL.B., ACS.
Company Secretary in Whole-time Practice

81/8, Regent Estate,
Kolkata-700 092, India
Mobile: 9830026425

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members
Tata Metaliks Limited.

I have examined the compliance of conditions of Corporate Governance by **Tata Metaliks Limited** ("the Company") for the year ended on 31st March, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as "SEBI Listing Regulations, 2015"].

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations, 2015, to the extent applicable to the Company during the year under report.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: April 15, 2019

Sd/-
(P V Subramanian)
Company Secretary in Whole-time Practice
ACS No.: 4585
C.P.No.: 2077

P. V. Subramanian
B.Com., LL.B., ACS.
Company Secretary in Whole-time Practice

81/8, Regent Estate,
Kolkata-700 092, India
Mobile: 9830026425

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with Schedule V Para-C clause 10(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Tata Metaliks Limited.

I have examined the relevant records and documents of **Tata Metaliks Limited** ("the Company") produced before me for the purpose of issuing this Certificate and I hereby certify that none of the Directors on the Board of Directors of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Place: Kolkata
Date: April 15, 2019

Sd/-
(P V Subramanian)
Company Secretary in Whole-time Practice
ACS No.: 4585
C.P.No.: 2077

P. V. Subramanian
 B.Com., LL.B., ACS.
 Company Secretary in Whole-time Practice

Annexure E
 81/8, Regent Estate,
 Kolkata-700 092, India
 Mobile: 9830026425

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
 (Appointment and Remuneration of Managerial Personnel) Rules, 2014]
 For the Financial year ended 31st March, 2019.

To,
 The Members,
Tata Metaliks Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tata Metaliks Limited** (hereinafter called "**the Company**") for the financial year ended 31st March, 2019 ("audit period"). Secretarial Audit was conducted in a manner that provided me a reasonable basis of evaluating the corporate conduct / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - (f) The Securities and Exchange of India (Depositories and Participants) Regulations, 2018.
6. Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India.

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the audit period:

- (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

As represented by the management, there are no Industry Specific Laws applicable to the Company.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other laws applicable to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in **Appendix-I**.

During the audit period, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines as mentioned above.

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has been no change in the composition of the Board of Directors of the Company during the period under review.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting; and
- (iii), Decisions at the Board Meetings, as represented by the management, were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, including general laws, labour laws, competition law and environment laws.

I further report that, during the year under report, the Company had created, issued, offered and allotted the below mentioned Equity Shares and Convertible Warrants to the Promoter of the Company, i.e. **Tata Steel Limited**, on a preferential basis:-

- (a) 27,97,000 Equity Shares at a price of ₹642 per share aggregating to ₹179,56,74,000 (Rupees One Hundred Seventy-Nine Crore Fifty-Six Lakh Seventy-Four Thousand Only) and
- (b) 34,92,500 convertible warrants ("Warrants") at price of ₹642 per Warrant, with a right exercisable by the Warrant holder to subscribe for One Equity Share per Warrant of face value of ₹10 each, aggregating to ₹224,21,85,000 (Rupees Two Hundred Twenty-Four Crore Twenty-One Lakh Eighty-Five Thousand Only),

This report is to be read with my letter of even date which is annexed as **Appendix-II** and forms an integral part of this report.

Sd/-

(P V Subramanian)

Company Secretary in Whole-time Practice

ACS No.: 4585

C.P.No.: 2077

Place: Kolkata

Date: April 15, 2019

Appendix-I

(To the Secretarial Audit Report to the Members of Tata Metaliks Limited for the financial year ended 31st March, 2019)

List of laws applicable to the Company and its manufacturing plant:

Registered Office:

Situated at:- 'Tata Centre', 10th Floor, 43, Chowringhee Road, Kolkata-700071.

Manufacturing Plants:

Located at:- Kharagpur, West Bengal.

Under the Major Group and Head:

a. Labour Laws:-

- Factories Act, 1948.
- Industrial Disputes Act, 1947
- The Payment of Wages Act, 1936
- The Minimum Wages Act, 1948
- Employees' State Insurance Act, 1948
- The Employees Provident Funds and Miscellaneous Provisions Act, 1952
- The Payment of Bonus Act, 1965
- The Payment of Gratuity Act, 1972
- The Contract Labour (Regulation & Abolition) Act, 1970

- The Maternity Benefit Act, 1961
 - The Child Labour (Prohibition & Regulation) Act, 1986
 - The Industrial Employment (Standing Order) Act, 1946
 - The Employees' Compensation Act, 1923
 - The Apprentices Act, 1961;
 - Equal Remuneration Act, 1976;
 - The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959; &
 - The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.
- ##### **b. Environmental Laws:-**
- Water (Prevention and Control of Pollution) Act, 1974.
 - Air (Prevention and Control of Pollution) Act, 1981.
 - Environment (Protection) Act, 1986
 - The Public Liability Insurance Act, 1991.
 - Hazardous wastes (Management, Handling and Trans boundary Movement) Rules, 2008.

Place: Kolkata
Date: April 15, 2019

Sd/-
(P V Subramanian)
Company Secretary in Whole-time Practice
ACS No.: 4585
C.P.No.: 2077

Appendix-II

(To the Secretarial Audit Report to the Members of Tata Metaliks Limited for the financial year ended 31st March, 2019)

To,
The Members,
Tata Metaliks Limited.

My Secretarial Audit Report for the financial year ended 31/03/2019 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts reflected on secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: April 15, 2019

Sd/-
(P V Subramanian)
Company Secretary in Whole-time Practice
ACS No.: 4585
C.P.No.: 2077

FORM NO. - MGT-9

Extract of Annual Return
as on the Financial Year ended March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details:

(i) CIN	L27310WB1990PLC050000
(ii) Registration Date	10-10-1990
(iii) Name of the Company	Tata Metaliks Limited
(iv) Category/Sub-Category of the Company	Public Limited Company
(v) Address of the Registered Office	Tata Centre, 10th Floor, 43, J.L. Nehru Road, Kolkata- 700 071
(vi) Contact Details	Phone : +91-033-66134200
(vii) Whether listed company	Listed
(viii) Name, Address and Contact details of Registrar and Transfer Agent, if any	R & D Infotech Pvt. Ltd. 7A, Beltala Road, Kolkata- 700 026 Phone: +91-033-24192641/42

II. Principal Business Activities of the Company:

(All business activities contributing 10% or more of the total turnover of the Company shall be stated)

Sl.	Name and Description of main Product/ Services	NIC Code of the Product/ Service	% to Total Turnover of the Company
1	Manufacturing and selling of Pig Iron	24101	47
2	Manufacturing and selling of DI Pipe	24311	53

III. Particulars of Holding, Subsidiary and Associate Companies:

Sl No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Tata Steel Limited Bombay House, 24, Homi Mody Street Fort, Mumbai - 400 001	L27100MH1907PLC000260	Holding Company	55.06%	2(46)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

Sl. Category of Shareholders	No. of shares held at the beginning of the Year (as on April 01, 2018)				No. of shares held at the end of the Year (as on March 31, 2019)				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/ HUF									
b) Central Govt			0	0.00%			0	0.00%	0.00%
c) State Govt(s)			0	0.00%			0	0.00%	0.00%
d) Bodies Corp.	12667590		12667590	50.09%	12667590	2797000	15464590	55.06%	4.97%
e) Banks/ FI			0	0.00%			0	0.00%	0.00%
f) Any other			0	0.00%			0	0.00%	0.00%
Total shareholding of Promoter (A)	12667590	0	12667590	50.09%	12667590	2797000	15464590	55.06%	4.97%
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	2544840	500	2545340	10.07%	3538232	500	3538732	12.60%	2.53%
b. Banks/ FI	70224	100	70324	0.28%	30579	100	30679	0.11%	-0.17%
c. Central Govt			0	0.00%			0	0.00%	0.00%
d. State Govt(s)	250000		250000	0.99%	250000		250000	0.89%	-0.10%
e. Venture Capital Funds			0	0.00%			0	0.00%	0.00%
f. Insurance Companies	334903	0	334903	1.32%	334903	0	334903	1.19%	-0.13%
g. FIs	679956	500	680456	2.69%	483886	500	484386	1.72%	-0.97%
h. Foreign Venture Capital Funds			0	0.00%			0	0.00%	0.00%
i. Others (specify)			0	0.00%			0	0.00%	0.00%
Sub-total (B)(1)	3879923	1100	3881023	15.35%	4637600	1100	4638700	16.52%	1.17%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	822908	7700	830608	3.28%	613042	7700	620742	2.21%	-1.07%
ii) Overseas			0	0.00%			0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	5279691	1471326	6751017	26.70%	4917218	1322339	6239557	22.22%	-4.48%
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	987227	0	987227	3.90%	918931	0	918931	3.27%	-0.63%
c) Others (specify)									
i. Non-Resident Indians	139650	100	139750	0.55%	173284	100	173384	0.62%	0.06%
ii. Overseas Corporate Bodies			0	0.00%			0	0.00%	0.00%
iii. Foreign Nationals			0	0.00%			0	0.00%	0.00%
iv. Clearing Members	26160	0	26160	0.10%	23342	0	23342	0.08%	-0.02%
v. Trusts	4625	0	4625	0.02%	5754	0	5754	0.02%	0.00%
vi. Foreign Bodies- DR			0	0.00%			0	0.00%	0.00%
Sub-total (B)(2)	7260261	1479126	8739387	34.56%	6651571	1330139	7981710	28.42%	-6.14%
Total Public Shareholding (B)=(B)(1) + (B)(2)	11140184	1480226	12620410	49.91%	11289171	1331239	12620410	44.94%	-4.97%
C. Shares held by Custodian for GDRs and ADRs									
				0.00%			0	0.00%	0.00%
Grand Total (A+B+C)	23807774	1480226	25288000	100.00%	23956761	4128239	28085000	100.00%	0.00%

B. Shareholding of Promoter

Sl No.	Shareholder's Name	Shareholding at the beginning of the Year (as on April 01, 2018)			Shareholding at the end of the Year (as on March 31, 2019)			% change during the Year
		No. of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Tata Steel Limited	12667590	50.09	0.00	15464590	55.06	4.97	NIL

C. Change in Promoters' Shareholding
Name of the Promoter- Tata Steel Limited

Particulars	Shareholding		Cumulative Shareholding during the year (April 01, 2018-March 31, 2019)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year (April 01, 2018)	12667590	50.09%	12667590	50.09%
Preferential allotment of equity shares – date of allotment - March 28, 2019	2797000	4.97	15464590	55.06%
At the end of the year (March 31, 2019)	15464590	55.06%	15464590	55.06%

D. Shareholding Pattern of Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	For Each of the Top 10 Shareholders	Particulars		Shareholding		Cumulative Shareholding during the year (April 01, 2018-March 31, 2019)	
		Date	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	HDFC SMALL CAP FUND						
	At the beginning of the year (April 01, 2018)			771121	3.05	2112845	8.36
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	06-Apr-18	BUY	21999	0.09	793120	3.14
		13-Apr-18	BUY	50000	0.20	843120	3.33
		20-Apr-18	BUY	22700	0.09	865820	3.42
		27-Apr-18	BUY	44000	0.17	909820	3.60
		29-Jun-18	BUY	100000	0.40	1009820	3.99
		27-Jul-18	BUY	8500	0.03	1018320	4.03
		03-Aug-18	BUY	30000	0.12	1048320	4.15
		31-Aug-18	BUY	64100	0.25	1112420	4.40
		07-Sep-18	BUY	40000	0.16	1152420	4.56
		14-Sep-18	BUY	74325	0.29	1226745	4.85
		21-Sep-18	BUY	102390	0.40	1329135	5.26
		28-Sep-18	BUY	64110	0.25	1393245	5.51
		05-Oct-18	BUY	72000	0.28	1465245	5.79
		26-Oct-18	BUY	10000	0.04	1475245	5.83
		02-Nov-18	BUY	21500	0.09	1496745	5.92
		23-Nov-18	BUY	21000	0.08	1517745	6.00
		14-Dec-18	BUY	265900	1.05	1783645	7.05
		21-Dec-18	BUY	150000	0.59	1933645	7.65
		11-Jan-19	BUY	105600	0.42	2039245	8.06
		18-Jan-19	BUY	6600	0.03	2045845	8.09
		25-Jan-19	BUY	6000	0.02	2051845	8.11
		01-Feb-19	BUY	50500	0.20	2102345	8.31
		08-Feb-19	BUY	10500	0.04	2112845	8.36
	At the end of the year (March 31, 2019)			1341724		2112845	8.36

SI No.	For Each of the Top 10 Shareholders	Particulars	Shareholding		Cumulative Shareholding during the year (April 01, 2018-March 31, 2019)		
			Date	Reason	No. of shares	% of total shares of the Company	No. of shares
2.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SMALL AND MIDCAP FUND						
	At the beginning of the year (April 01, 2018)			650000	2.57	773000	3.06
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	06-Apr-18	BUY	10300	0.04	660300	2.61
		13-Jul-18	BUY	3800	0.02	664100	2.63
		20-Jul-18	BUY	12000	0.05	676100	2.67
		27-Jul-18	BUY	11500	0.05	687600	2.72
		28-Sep-18	BUY	9000	0.04	696600	2.75
		19-Oct-18	BUY	16700	0.07	713300	2.82
		02-Nov-18	BUY	12700	0.05	726000	2.87
		08-Feb-19	BUY	18400	0.07	744400	2.94
		22-Feb-19	BUY	13855	0.05	758255	3.00
		01-Mar-19	BUY	45	0.00	758300	3.00
		29-Mar-19	BUY	14700	0.06	773000	3.06
	At the end of the year (March 31, 2019)			123000		773000	3.06
3.	WEST BENGAL INDUSTRIAL DEVELOPMENT CORPORATION LTD						
	At the beginning of the year (April 01, 2018)			250000	0.99	250000	0.99
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)						
	At the end of the year (March 31, 2019)			0		250000	0.99
4.	DOLLY KHANNA						
	At the beginning of the year (April 01, 2018)			300759	1.19	211614	0.84
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	13-Apr-18	BUY	1000	0.00	301759	1.19
		20-Apr-18	BUY	801	0.00	302560	1.20
		27-Apr-18	BUY	1000	0.00	303560	1.20
		10-May-18	BUY	1820	0.01	305380	1.21
		15-Jun-18	BUY	4000	0.02	309380	1.22
		06-Jul-18	BUY	2000	0.01	311380	1.23
		13-Jul-18	BUY	1009	0.00	312389	1.24
		03-Aug-18	SELL	(15675)	(0.06)	296714	1.17
		10-Aug-18	SELL	(7000)	(0.03)	289714	1.15
		17-Aug-18	SELL	(2000)	(0.01)	287714	1.14
		24-Aug-18	SELL	(3000)	(0.01)	284714	1.13
		12-Oct-18	SELL	(1000)	(0.00)	283714	1.12
		02-Nov-18	BUY	13150	0.05	296864	1.17
		07-Dec-18	SELL	(2000)	(0.01)	294864	1.17
		28-Dec-18	SELL	(2000)	(0.01)	292864	1.16
		18-Jan-19	SELL	(23000)	(0.09)	269864	1.07
		25-Jan-19	SELL	(14000)	(0.06)	255864	1.01
		01-Feb-19	SELL	(2000)	(0.01)	253864	1.00
		08-Feb-19	SELL	(8000)	(0.03)	245864	0.97
		15-Feb-19	SELL	(6500)	(0.03)	239364	0.95
		22-Feb-19	SELL	(9000)	(0.04)	230364	0.91
		01-Mar-19	SELL	(1000)	(0.00)	229364	0.91
		08-Mar-19	SELL	(750)	(0.00)	228614	0.90
		15-Mar-19	SELL	(5000)	(0.02)	223614	0.88
		22-Mar-19	SELL	(2000)	(0.01)	221614	0.88
		29-Mar-19	SELL	(10000)	(0.04)	211614	0.84
	At the end of the year March 31, 2019)			-89145		211614	0.84

Sl No.	For Each of the Top 10 Shareholders	Particulars		Shareholding		Cumulative Shareholding during the year (April 01, 2018-March 31, 2019)	
		Date	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
5.	GENERAL INSURANCE CORPORATION OF INDIA						
	At the beginning of the year (April 01, 2018)			200000	0.79	200000	0.79
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)						
	At the end of the year (March 31, 2019)			0		200000	0.79
6.	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)						
	At the beginning of the year (April 01, 2018)			157479	0.62	167122	0.66
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)						
		10-Aug-18	BUY	1392	0.01	158712	0.63
		11-Jan-19	BUY	1160	0.00	160031	0.63
		18-Jan-19	BUY	1144	0.00	161175	0.64
		08-Feb-19	BUY	4011	0.02	165186	0.65
		15-Feb-19	BUY	1936	0.01	167122	0.66
	At the end of the year (March 31, 2019)			9643		167122	0.66
7.	UNION SMALL CAP FUND						
	At the beginning of the year (April 01, 2018)			0	0.00	158025	0.62
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)						
		27-Apr-18	BUY	51279	0.20	51279	0.20
		04-May-18	BUY	31134	0.12	82413	0.33
		10-May-18	BUY	9595	0.04	92008	0.36
		25-May-18	BUY	18088	0.07	110096	0.44
		01-Jun-18	BUY	1092	0.00	111188	0.44
		27-Jul-18	BUY	9459	0.04	120647	0.48
		31-Aug-18	BUY	10206	0.04	130853	0.52
		12-Oct-18	BUY	13000	0.05	143853	0.57
		19-Oct-18	BUY	11872	0.05	155725	0.62
		26-Oct-18	BUY	2300	0.01	158025	0.62
	At the end of the year (March 31, 2019)			158025		158025	0.62
8.	THE ORIENTAL INSURANCE COMPANY LIMITED						
	At the beginning of the year (April 01, 2018)			134903	0.53	134903	0.53
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)						
	At the end of the year (March 31, 2019)			0		134903	0.53
9.	BHAVESH DHIRESHBHAI SHAH						
	At the beginning of the year (April 01, 2018)			131486	0.52	131486	0.52
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)						
	At the end of the year (March 31, 2019)			0		131486	0.52

SI No.	For Each of the Top 10 Shareholders	Particulars		Shareholding		Cumulative Shareholding during the year (April 01, 2018-March 31, 2019)	
		Date	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
10.	HDFC TRUSTEE CO LTD A/C HDFC RETIREMENT SAVINGS FUND-EQUITY PLAN						
	At the beginning of the year (April 01, 2018)			55000	0.22	106500	0.42
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	21-Dec-18	BUY	51500	0.20	106500	0.42
	At the end of the year (March 31, 2019)			51500		106500	0.42

E. Shareholding of Directors and Key Managerial Personnel (KMPs)

Particulars	Shareholding		Cumulative Shareholding during the year (April 01, 2018-March 31, 2019)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year (April 01, 2018)	NIL	NIL	NIL	NIL
Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	NIL	NIL	NIL
At the end of the year (March 31, 2019)	NIL	NIL	NIL	NIL

Note: None of the Directors or KMPs holds any share in the Company.

V. Indebtedness-Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loan excl. Deposit	Unsecured Loan	Deposit	Total Indebtedness
				(₹ in lakh)
Indebtedness at the beginning of FY 2018-19				
1. Principal Amount	8,735.65	38,792.76	-	47,528.41
2. Interest due but not paid	-	-	-	-
3. Interest accrued but not due	44.95	1,203.74	-	1,248.69
Total (1+2+3)	8,780.60	39,996.50	-	48,777.10
Change in indebtedness during the FY 2018-19				
Addition	-	-	-	-
Reduction	(8,730.24)	(35,828.73)	-	(44,558.97)
Net Change	(8,730.24)	(35,828.73)	-	(44,558.97)
Indebtedness at the end of FY 2018-19				
1. Principal Amount	51.09	4,167.77	-	4,218.86
2. Interest due but not paid	-	-	-	-
3. Interest accrued but not due	(0.73)	-	-	(0.73)
Total (1+2+3)	50.36	4,167.77	-	4,218.13

VI. Remuneration of Directors and Key Managerial Personnel

(A) Remuneration to Managing Director, Whole-Time Directors and/or Manager

(₹ in lakh)

Sl No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Sandeep Kumar (MD)	Manager	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	33.26	-	33.26
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	43.10	-	43.10
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	(i) as % of profit	-	-	-
	(ii) others, specify	-	-	-
5	Others, please specify-	-	-	-
	(i) Performance Bonus*	49.89	-	49.89
	(ii) Retirement Benefit	8.98	-	8.98
	Total	135.23	-	135.23
	Ceiling as per the Companies Act, 2013	As per Section 197 of the Act		

*The bonus has been recommended by the NRC on April 15, 2019 pending approval of the Members in the ensuing Annual General Meeting to be held on August 27, 2019.

(B) Remuneration to other Directors

(₹ in lakh)

Sl No.	Name of Directors	Sitting Fees	Commission	Others, if any	Total
I	Non-Executive Directors *				
1.	Ms. Samita Shah	0	7.29	-	7.29
2.	Mr. Sanjiv Paul	0	6.25	-	6.25
	Total (I)	-	13.54	-	13.54
II	Independent Directors				
1.	Mr. Krishnava Satyaki Dutt	2.60	9.38	-	11.98
2.	Dr. Pingali Venugopal	3.80	13.02	-	16.82
3.	Mr. Amit Ghosh	3.00	7.81	-	10.81
4.	Dr. Rupali Basu	2.20	6.25	-	8.45
	Total (II)	11.60	50.00	-	48.06
	Grand Total (I+II)	11.60	50.00	-	61.60
	Overall ceiling as per the Companies Act, 2013	As per Section 197 of the Act			

*In line with the internal guidelines of the Company, no payment is made towards Commission to the Non-Executive Directors of the Company who are in full time employment in any other Tata Company. Hence, the actual total amount of commission pay out to Independent Directors is ₹36,45,833/-.

(C) Remuneration to Key Managerial Personnel other than MD/WTD/Manager

(₹ in lakh)

Sl No.	Particulars of Remuneration	Name of KMPs		Total Amount
		CS	CFO	
		Mr. Sankar Bhattacharya	Mr. Subhra Sengupta	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	10.22	21.85	32.07
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	11.42	18.54	29.96
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	(i) as % of profit	-	-	-
	(ii) others, specify	-	-	-
5	Others, please specify –			
	(i) Performance Bonus	8.11	28.61	36.72
	(ii) Retirement Benefit	2.76	5.90	8.66
	Total	32.51	74.90	107.41
	Ceiling as per the Companies Act, 2013	-	-	-

VII. Penalties / Punishment/ Compounding of Offences for the year ended March 31, 2019**There were no penalties, punishment or compounding of offences during the year ended March 31, 2019.**

Place: Kolkata
Date: April 15, 2019

Sd/-
Mr. Sandeep Kumar
Managing Director
(DIN: 02139274)

Sd/-
Mr. Sankar Bhattacharya
Chief - Corporate Governance & Company Secretary
(ACS 11438)

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE, EARNINGS AND OUTGO

Pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rules framed thereunder

(A) Conservation of Energy

Category	Action Taken	Impact / Result
1. Conservation of Energy – Electrical Energy Conservation	a) Detailed energy audit carried out by Bureau of Energy Efficiency (BEE) accredited external agency. b) Excitation system control to improve grid power factor to get rebate from WBSSEDCL. c) Helium leak test for condensers of CPP# 1, 2 & 3 to detect air ingress & subsequently arresting the leakages. d) Installation of LED lights in Sinter Plant, MBF#1, PCI, etc. e) Installation of VVF drives in CT fan 1,2,3 of CPP# 2, CB#3 of RMHS#1 and compressors of MBF#2 & Sinter plant	a) Identification of areas of energy conservation potential for subsequent implementation b) Power factor improvement from 0.89 to 0.94 c) Condenser vacuum improvement. d) Reduction of power consumption by 40 kW e) Reduction of power consumption by 67 kW
2. Utilising alternate source of energy	15 MW waste heat recovery power plant approved for implementation.	Benefit will come from FY 2020-21.
3. Capital investment on energy conservation equipment	1. a) Detailed energy audit b) Excitation system control c) Helium leak test 2. Installation of LED lights 3. Installation of VVF drives	1. Investment- ₹6.87 lakh; Savings ₹30 lakh/yr 2. Investment- ₹14 lakh; Savings- ₹12 lakh/yr 3. Investment- ₹17 lakh; Savings- ₹48 lakh/yr

(B) Technology Absorption

1	Efforts made towards technology absorption	Commissioning of coal injection system in MBFs leading to replacing high cost coke by coal.
2	The benefits derived like product improvement, cost reduction, product development or import substitution	Installation of mechanised system for Ferro-silicon addition in hot metal
3	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
	a) The details of technology imported	Pulverised Coal Injection (PCI) for replacement of fuel – coke to coal – supplied by Ande, China PCM - capacity upgradation with new mould design - supplied by Shelin, China
	b) The year of import	2018
	c) Whether the technology been fully absorbed	Yes
	d) If not fully absorbed, areas where absorption has not taken place, and the reason thereof;	N.A
4	The expenditure incurred on Research and Development	The following process improvements took place in the year : a) Increase in the usage of high ash coke in place of LAM Coke b) Increase in productivity and reduction of coke rate by increasing oxygen percentage in blast c) Partial replacement of coke by coal through pulverised coal injection system.

(C) Foreign exchange earnings and outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is mentioned below:

Particulars	₹ in lakh	
	FY 2018-19	FY 2017-18
Expenditure		
Foreign exchange earnings	3,392.09	1263.06
Value of direct imports (C.I.F Value)	20,721.91	19,976.59
Expenditure in foreign currency	598.70	447.30

On behalf of the Board of Directors

Sd/-

Koushik Chatterjee

Chairman

DIN: 00004989

Place: Kolkata

Date: April 15, 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of Tata Metaliks Limited

Report on the audit of the financial statements

Opinion

1. We have audited the accompanying financial statements of Tata Metaliks Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Key audit matter

Appropriateness of Carrying amount of deferred tax assets relating to Minimum Alternate Tax (MAT) credit

Refer Note 3 to the financial statements – 'Use of estimates and critical accounting judgements' – Valuation of Deferred Tax Assets.'

MAT relates to the provisions of Section 115 JB of the Income tax Act, 1961 and related rules. The carrying amount of MAT Credit, included under Deferred Tax Assets (net), is Rs. 9307.73 lakhs.

MAT Credit assets are significant to the financial statements. Under the Indian Accounting Standard (IND AS) 12, these assets require review at each reporting period.

Assessment of the appropriateness of the carrying amount of deferred tax asset relating to MAT involves significant management judgement / estimates, assessment of assumptions (internal / external factors) relating to future projections to establish reasonable certainty around utilization of the asset.

In view of the above, this has been determined to be a key audit matter.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

How our audit addressed the key audit matter

Our audit procedures included the following :

- Understood and evaluated the design and tested the operating effectiveness of Company's controls relating to taxation and the assessment of carrying amount of deferred tax assets;
- Involved auditor's experts to, inter alia, evaluate the availability of the tax credit in keeping with the applicable provision of Income tax Act / Rules;
- Assessed the calculations and assumptions supporting the carrying amount of the asset;
- With regard to the utilization of MAT Credit within the permissible period, evaluated the management's projections by *inter-alia* identifying them with the Board approved budgets;
- Assessed the historical accuracy of the Company's projections by comparing the projections used in the prior year model with actual performance in the current year;
- Assessed the sensitivity analysis applied by the Company and evaluated if any change in the assumptions will lead to any material change in carrying amount.

We evaluated the appropriateness of disclosures made to note 35 to the financial statements.

Based on our above procedures, we considered the carrying amount of deferred tax assets relating to MAT credit to be reasonable.

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information in the Integrated Report and the Directors' Report along with Annexures to the Directors' Report included in the Company's Annual Report (titled as 'Tata Metaliks Integrated Report & Annual Accounts 2018-19'), but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an

auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances; under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the Key Audit Matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

13. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 14. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 and Note 15(v) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019;
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2019.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E300009
Chartered Accountants

Pinaki Chowdhury
Partner
Membership Number : 057572

Kolkata
April 15, 2019

Annexure A to Independent Auditor's Report

Referred to in Paragraph 14(f) of the Independent Auditor's Report of even date to the members of Tata Metaliks Limited on the financial statements for the year ended March 31, 2019

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Tata Metaliks Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance

Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation

of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31 , 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E300009
Chartered Accountants

Pinaki Chowdhury
Partner
Membership Number : 057572

Kolkata
April 15, 2019

Annexure B to Independent Auditor's Report

Referred to in Paragraph 13 of the Independent Auditor's Report of even date to the members of Tata Metaliks Limited on the financial statements as of and for the year ended March 31, 2019

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 4A on Property, Plant and Equipment to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory (excluding stocks with third parties) have been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund though there has been a slight delay in a few cases , and is regular in depositing undisputed statutory dues, including employees' state insurance, sales tax, income tax, service tax, duty of customs , duty of excise , value added tax, cess, goods and service tax and other material statutory dues, as applicable, with the appropriate authorities. Also refer note 42 to the financial statements regarding management's assessment on certain matters relating to provident fund.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of goods and service tax as at March 31 , 2019 , which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, duty of excise, duty of customs and value added tax as at March 31, 2019 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	328.15	1993-94, 1999-00, 2001-02 and 2009-10	High Court –Calcutta
Income Tax Act, 1961	Income Tax	1,117.11	2008-09, 2011-12	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	4,597.46	2009-10, 2010-11, 2012-13, 2013-14 and 2015-16	Commissioner of Income Tax (Appeals)
West Bengal Sales tax Act, 1994	Sales Tax	94.49	2006-07	West Bengal Commercial Tax Appellate & Revision Board
West Bengal Sales tax Act, 1994	Sales Tax	211.22	2014-15	Senior Joint Commissioner (Appeals)
West Bengal Sales tax Act, 1994	Sales Tax	1.37	2014-15	Special Commissioner Sales Tax (Settlement of Dispute)
Central Sales Tax Act, 1956	Sales Tax	466.14	2015-16	Additional Commissioner of Sales Tax
Value Added Tax Act, 2005	Value Added Tax	1823.49	2015-16	Additional Commissioner of Sales Tax
Finance Act, 1994	Service Tax	58.95	2007-08	Customs Excise And Service Tax Appellate Tribunal
Finance Act, 1994	Service Tax	80.80	2011-12 and 2012-13	Commissioner (Appeals)
Finance Act, 1994	Service Tax	73.21	2010-11 to 2017-18	Assistant Commissioner

Name of the statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	87.81	2005-06 to 2010-11	Additional Commissioner
Central Excise Act, 1944	Excise Duty	5,592.56	2005-06 to 2011-12	Customs Excise And Service Tax Appellate Tribunal
Central Excise Act, 1944	Excise Duty	216.75	2005-06 to 2007-08, 2010-11 to 2016-17	Commissioner (Appeals)
Central Excise Act, 1944	Excise Duty	35.81	2010-11	Joint Commissioner
Central Excise Act, 1944	Excise Duty	19.45	2010-11, 2011-12, 2016-17 and 2017-18	Assistant Commissioner
Customs Act, 1932	Custom Duty	12.00	2011-12 to 2015-16	Customs Excise And Service Tax Appellate Tribunal

- viii. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders, as applicable, as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied on an overall basis, for the purposes for which they were obtained. The Company has not raised any moneys by way of initial public offer and further public offer (including debt instruments).
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has made a preferential allotment of Equity shares and Convertible warrants during the year, in compliance with the requirements of Section 42 of the Act. The amounts raised have been used for the purpose for which funds were raised except pending eventual utilization for the purposes for which funds were raised as set out below:

Nature of securities	Purpose for for which funds raised	Total Amount Raised (Rs. in Lakhs)	Amount utilized for other purposes *	Un-utilized balance as at Balance sheet date (Rs. in Lakhs)
Equity Shares and Convertible Warrants	Funding the expansion project and strengthening the balance sheet	23,562.20	Nil	39.99

* utilised towards repayment of debt which as represented by the Board is towards strengthening the Balance Sheet.

- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E300009
Chartered Accountants

Pinaki Chowdhury
Partner
Membership Number : 057572

Kolkata
April 15, 2019

BALANCE SHEET

AS AT MARCH 31, 2019

(₹ in Lakhs)

	Notes	As at 31.03.2019	As at 31.03.2018
(I) ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4A	62,950.31	58,538.51
(b) Capital work-in-progress	4B	3,148.15	2,421.03
(c) Intangible assets	5	7.84	15.67
(d) Financial assets			
(i) Investments	6A	1.52	1.52
(ii) Other Financial Assets	7	626.69	580.06
(e) Non-current tax assets (net)		473.64	306.71
(f) Deferred tax assets (net)	35	1,976.60	306.58
(g) Other non current assets	8	919.29	943.47
Total non-current assets		70,104.04	63,113.55
(2) Current assets			
(a) Inventories	9	31,503.50	19,865.82
(b) Financial assets			
(i) Investments	6B	-	1,001.12
(ii) Trade receivables	10	27,781.29	21,419.03
(iii) Cash and cash equivalents	11A	2,770.68	257.90
(iv) Other balances with banks	11B	111.24	63.16
(v) Other financial assets	7	3,711.65	2,895.02
(c) Other current assets	8	2,267.01	3,843.33
Total current assets		68,145.37	49,345.38
TOTAL ASSETS		1,38,249.41	1,12,458.93
(II) EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	12	2,808.50	2,528.80
(b) Other Equity	13	73,899.13	33,339.40
Total equity		76,707.63	35,868.20
(2) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	3,781.10	19,980.30
(b) Provisions	15	1,490.24	1,336.76
Total non-current liabilities		5,271.34	21,317.06
(3) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	71.76	21,776.68
(ii) Trade payables	16	48,107.84	19,801.68
(a) outstanding dues of micro enterprises and small enterprises		153.88	193.93
(b) outstanding dues of creditors other than micro enterprises and small enterprises		47,953.96	19,607.75
(iii) Other Financial Liabilities	18	1,395.86	8,243.37
(b) Provisions	15	539.40	389.26
(c) Current tax liabilities (net)		243.16	424.87
(d) Other current liabilities	19	5,912.42	4,637.81
Total current liabilities		56,270.44	55,273.67
TOTAL EQUITY AND LIABILITIES		1,38,249.41	1,12,458.93

The accompanying notes form an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our report of even date.

For and on behalf of the Board of Directors

For **Price Waterhouse & Co Chartered Accountants LLP**
Firm Registration Number: 304026E/E-300009
Chartered Accountants

Koushik Chatterjee
Chairman

Sandeep Kumar
Managing Director

Pinaki Chowdhury
Partner
Membership Number: 057572
Kolkata, 15 April, 2019

Subhra Sengupta
Chief Financial Officer

Sankar Bhattacharya
Company Secretary

Kolkata, 15 April, 2019

STATEMENT OF PROFIT AND LOSS

FOR THE YEARS ENDED MARCH 31, 2019

(₹ in Lakhs)

	Notes	For the year ended 31.03.2019	For the year ended 31.03.2018	
A CONTINUING OPERATIONS				
I	Revenue from operations	20	2,15,511.03	1,89,457.68
II	Other Income	21	664.69	2,02.34
III	Total Income (I + II)		2,16,175.72	1,91,481.02
IV EXPENSES				
(a)	Cost of materials consumed	22	1,33,581.28	1,07,918.65
(b)	Changes in stock of finished goods and work-in-progress	23	(327.97)	919.88
(c)	Employee benefits expense	24	11,199.13	10,025.94
(d)	Finance costs	25	4,325.50	4,708.71
(e)	Depreciation and amortisation expense	26	5,764.14	4,906.64
(f)	Excise duty on sale of goods		-	2,088.97
(g)	Other expenses	27	40,335.85	40,781.00
	Total Expenses (IV)		1,94,877.93	1,71,349.79
V	Profit before tax (III - IV)		21,297.79	20,131.23
VI Tax Expense				
(1)	Current tax	34	4,687.05	4,426.87
(2)	Deferred tax	35	(1,670.03)	(306.58)
	Total tax expense (VI)		3,017.02	4,120.29
VII	Profit from continuing operations (V - VI)		18,280.77	16,010.94
B DISCONTINUED OPERATIONS				
VIII	Loss from discontinued operations before tax	37	(92.10)	(92.87)
IX	Tax Expense of discontinued operations		-	-
X	Loss from discontinued operations after tax (VIII-IX)		(92.10)	(92.87)
C TOTAL OPERATIONS				
XI	Profit for the year (VII + X)		18,188.67	15,918.07
XII Other comprehensive income				
	Items that will not be reclassified to profit or loss			
	Remeasurements on the defined benefit plans		4.83	(8.78)
	Income tax on above		(1.69)	1.88
	Total other comprehensive income, net of taxes (XII)		3.14	(6.90)
XIII	Total Comprehensive income for the year (XI + XII)		18,191.81	15,911.17
XIV (a) Earnings per equity share (for continuing operations):				
(1)	Basic [Face Value ₹ 10 each]	30	72.20	63.31
(2)	Diluted [Face Value ₹ 10 each]		72.09	63.31
(b) Earnings per equity share (for discontinued operations):				
(1)	Basic [Face Value ₹ 10 each]		(0.36)	(0.36)
(2)	Diluted [Face Value ₹ 10 each]		(0.36)	(0.36)
(c) Earnings per equity share (for discontinued and continuing operations):				
(1)	Basic [Face Value ₹ 10 each]		71.84	62.95
(2)	Diluted [Face Value ₹ 10 each]		71.73	62.95

The accompanying notes form an integral part of the Statement of Profit and Loss.
This is the Statement of Profit and Loss referred to in our report of even date.

For and on behalf of the Board of Directors

For **Price Waterhouse & Co Chartered Accountants LLP**
Firm Registration Number: 304026E/E-300009
Chartered Accountants

Koushik Chatterjee
Chairman

Sandeep Kumar
Managing Director

Pinaki Chowdhury
Partner
Membership Number: 057572
Kolkata, 15 April, 2019

Subhra Sengupta
Chief Financial Officer
Kolkata, 15 April, 2019

Sankar Bhattacharya
Company Secretary

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2019

	Notes	As at 31.03.2019	As at 31.03.2018
(₹ in Lakhs)			
(A) Equity share capital	12		
Balance at the beginning of the year		2,528.80	2,528.80
Changes in equity share capital during the year		279.70	-
Balance at the end of the year		2,808.50	2,528.80

(B) Other Equity

Year ended 31.03.2019	Share Warrants	Securities premium	Capital reserve	General reserve	Retained earnings	Total Other Equity
(₹ in Lakhs)						
Balance at the beginning of the year	-	-	8,885.13	8,211.99	16,242.28	33,339.40
Issue of convertible warrants	5,605.46	-	-	-	-	5,605.46
Issue of equity shares	-	17,677.04	-	-	-	17,677.04
Profit for the year	-	-	-	-	18,188.67	18,188.67
Dividend on equity shares	-	-	-	-	(758.64)	(758.64)
Tax on dividend	-	-	-	-	(155.94)	(155.94)
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-	3.14	3.14
Balance at the end of the year	5,605.46	17,677.04	8,885.13	8,211.99	33,519.51	73,899.13

Year ended 31.03.2018	Share Warrants	Securities premium	Capital reserve	General reserve	Retained earnings	Total Other Equity
(₹ in Lakhs)						
Balance at the beginning of the year	-	-	8,885.13	8,211.99	1,092.01	18,189.13
Profit for the year	-	-	-	-	15,918.07	15,918.07
Dividend on equity shares	-	-	-	-	(632.20)	(632.20)
Tax on dividend	-	-	-	-	(128.70)	(128.70)
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-	(6.90)	(6.90)
Balance at the end of the year	-	-	8,885.13	8,211.99	16,242.28	33,339.40

The accompanying notes form an integral part of the Statement of Changes in Equity.
This is the Statement of changes in equity referred to in our report of even date.

For and on behalf of the Board of Directors

For **Price Waterhouse & Co Chartered Accountants LLP**
Firm Registration Number: 304026E/E-300009
Chartered Accountants

Koushik Chatterjee
Chairman

Sandeep Kumar
Managing Director

Pinaki Chowdhury
Partner
Membership Number: 057572
Kolkata, 15 April, 2019

Subhra Sengupta
Chief Financial Officer

Sankar Bhattacharya
Company Secretary

Kolkata, 15 April, 2019

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2019

₹ in Lakhs

Notes	For the year ended 31.03.2019	For the year ended 31.03.2018
A. Cash Flow from Operating activities:		
Profit before tax (including Loss on discontinued operations)	21,205.69	20,038.36
Adjustments for:		
Finance Costs	25 4,325.50	4,708.71
Loss allowances/ reversal of loss allowances relating to trade receivables	27 525.66	(333.47)
Liabilities no longer required written back	21 (123.41)	(1,956.24)
Depreciation and amortisation expense	26 5,764.14	4,906.64
Interest Income from financial assets at amortised cost	21 (9.30)	(64.41)
Dividend Income on investment carried at fair value through profit or loss	21 (0.63)	(2.62)
(Gain)/Loss on cancellation of forward contracts	27 (199.17)	784.05
(Gain)/ Loss on disposal of Property, Plant and Equipment	27 (113.37)	(0.98)
(Gain)/ Loss on foreign currency transactions	27 145.10	(242.37)
Operating profit before working capital changes	31,520.21	27,837.67
Adjustment for working capital		
Inventories	(11,637.68)	(3,846.76)
Non-current/current financial and non-financial Assets	(6,294.10)	(2,204.18)
Non-current/current financial and non-financial liabilities/provisions	28,162.40	2,401.91
Cash generated from operations	41,750.83	24,188.64
Income Taxes paid	(4,853.97)	(4,620.95)
Net cash generated/(utilised) from operating activities	36,896.86	19,567.69
B. Cash Flow from Investing activities:		
Interest income received	2.24	28.11
Payments for acquisition for property, plant and equipments/ intangible assets	(9,837.16)	(6,029.10)
Proceeds on disposal of property, plant and equipment	115.11	1.45
Net Proceeds/ (payment) from/ for sale/purchase of investments	1,001.75	(998.50)
Net Cash (used in) /generated by investing activities	(8,718.06)	(6,998.04)
C. Cash Flow from Financing activities:		
Proceeds/(repayment) from working capital loans (net)	(8,783.66)	2,553.17
Proceeds from Non-current borrowings	-	10,000.00
Repayment of Non-current borrowings	(21,041.63)	(20,413.97)
Proceed from Equity/ warrants issue	23,562.20	-
Proceeds from Buyer's credit	-	16,165.47
Repayment of buyer's credit	(13,091.52)	(14,501.44)
Interest and other borrowing costs paid	(5,638.21)	(4,792.23)
Dividend paid on equity share holders	(716.43)	(597.73)
Tax on equity dividend paid	13 (155.94)	(128.70)
Gain/ (Loss) on cancellation of forward contracts	27 199.17	(784.05)
Net cash from/(used) in financing activities	(25,666.02)	(12,499.48)
Net increase in cash and cash equivalents	2,512.78	70.17
Cash and cash equivalents as at 1 April	11A 257.90	187.73
Cash and cash equivalents as at 31 March	2,770.68	257.90

Notes:

The accompanying notes form an integral part of the Cash Flow Statement.

- The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discontinued operations. Refer note no. 37 for discontinued operations cash flows.
- The above Cash Flow Statement has been prepared under 'Indirect Method' as set out in Ind AS 7 'Statement of Cash Flow'.

This is the Cash Flow Statement referred to in our report of even date.

For and on behalf of the Board of Directors

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009
Chartered Accountants

Koushik Chatterjee
Chairman

Sandeep Kumar
Managing Director

Pinaki Chowdhury
Partner
Membership Number: 057572
Kolkata, 15 April, 2019

Subhra Sengupta
Chief Financial Officer

Sankar Bhattacharya
Company Secretary

Kolkata, 15 April, 2019

NOTES

TO THE FINANCIAL STATEMENTS

1. General Corporate Information

Tata Metaliks Limited ("the Company") is a subsidiary of Tata Steel Limited. The Company is engaged in the manufacture and sale of pig iron and ductile iron pipes. The Company is having its manufacturing plant at Kharagpur in the state of West Bengal. The Company's equity shares are listed in BSE Limited and National Stock Exchange Limited.

The financial statements were approved and authorised for issue in accordance with the resolution of the Company's Board of Directors on 15th April, 2019.

2. Significant Accounting Policies

This Note provides a list of the significant accounting policies adopted in the preparation of the financial statements.

These policies have been consistently applied in all material respect for all the years presented, unless otherwise stated. (Refer Note 2.13 and 43)

2.1 Basis for preparation

(i) Statement of compliance

The financial statements comply in all material respects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] (as amended) and other provisions of the Act.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value.
- Defined benefit plans - plan assets measured at fair value

(iii) Current versus Non-current Classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- a) expected to be realised or intended to be sold or consumed in the normal operating cycle,
- b) held primarily for the purpose of trading,
- c) expected to be realised within twelve months after the reporting period, or
- d) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- a) it is expected to be settled in the normal operating cycle,
- b) it is held primarily for the purpose of trading,
- c) it is due to be settled within twelve months after the reporting period, or
- d) there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current.

(iv) Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh (₹ 00,000) as per the requirement of Schedule III of the Companies Act, 2013 unless otherwise stated.

2.2 Intangible Assets

Intangible assets (Computer Software) has a finite useful life and are stated at cost less accumulated amortisation and accumulated impairment losses, if any.

Computer Software:

Software for internal use, which is primarily acquired from third-party vendors is capitalised. Subsequent costs associated with maintaining such software are recognised as expense as incurred. Cost of software includes license fees and cost of implementation/system integration services, where applicable.

Amortisation Method and Periods

Computer software are amortised on a pro-rata basis using the straight-line method over their estimated useful life of 5 Years, from the date they are available for use. Amortisation method and useful lives are reviewed periodically including at each financial year end.

2.3 Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

NOTES

TO THE FINANCIAL STATEMENTS

2.4 Depreciation of Property, Plant and Equipment

Depreciation is calculated on a pro-rata basis using the straight-line method to allocate their cost, net of their estimated residual values, over their estimated useful lives in accordance with Schedule II to the Act, unless otherwise mentioned.

Each component of an item of property, plant and equipment with a cost that is significant in relation to the cost of that item is depreciated separately if its useful life differs from the other components of the item.

Estimated useful lives of the assets are as follows:

a) Factory Building	30 years.
b) Building (Others)	60 years.
c) Plant and Equipment	15 to 40 years.
d) Moulds (Part of Plant and Equipment)	2 years.
e) Furniture and Fixtures	10 years.
f) Office Equipment	5 years.
g) Data Processing Equipments ¹	4 years.
h) Vehicles ¹	5 to 8 years.
i) Electrical fittings (Part of Plant and Equipment)	10 years.
j) Temporary Structure (Part of Buildings)	3 years.
k) Railway Sidings	15 years.

(1) Useful life of these class of assets includes assets wherein useful lives have been determined based on independent technical valuation carried out by external valuers which management believes best represent the period over which the assets are expected to be used. The useful lives for these assets considered for depreciation is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

The useful lives, residual values and the method of depreciation of property, plant and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in profit or loss within 'Other Income'/'Other Expenses'.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as 'Capital Advances' under other non-current assets and the cost of property, plant and equipment not ready to use are disclosed under 'Capital Work-in-progress'.

2.5 Impairment of Non - Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). The impairment if any is reviewed for reversal at each period end.

2.6 Relining expenses

Expenses incurred on relining of Blast Furnace is capitalised and depreciated over a period of five years of average expected life. The written down value consisting of relining expenditure embedded in the cost of Blast Furnace is written off in the year of fresh lining. All other relining expenses are charged as expense in the year they are incurred.

2.7 Investments (other than Investments in Subsidiaries) and Other Financial Assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt Instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised Cost: Assets that are held for collection of contractual cash flows where those cash flows represent

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TO THE FINANCIAL STATEMENTS

solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using effective interest rate method.

Fair Value through Other Comprehensive Income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in 'Other Income'/'Other Expense'. Interest income from these financial assets is included in other income using effective interest rate method.

Fair Value through Profit or Loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the Statement of Profit and Loss within 'Other Income'/'Other Expense' in the period in which it arises. Interest income from these financial assets is included in other income.

Equity Instruments:

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Changes in the fair value of financial assets at fair value through profit or loss are recognised in 'Other Income'/'Other Expense' in the Statement of Profit and Loss.

(iii) Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets which are not fair valued through profit or loss. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 39 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, 'Financial

Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) Derecognition of Financial Assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(v) Income Recognition

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividend

Dividend is recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(vi) Fair Value of Financial Instruments

In determining the fair value of financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

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2.8 Employee Benefits

(i) Short-term Employee Benefits

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current (creditors for accrued wages and salaries) in Balance Sheet. Refer Note 16.

(ii) Post - employment benefits

Defined Benefit Plans

The liability or asset recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually at year end by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in 'Employee Benefits Expense' in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. These are included in 'Retained Earnings' in the Statement of Changes in Equity. Changes in the present value of the defined benefit obligations resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plans

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenses for the period in which the employee has rendered the service.

(iii) Other long-term employee benefits

The liabilities for leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured annually at year end by actuaries as the present value of expected future benefits in respect of services provided by employees up to the end of the reporting

period using the projected unit credit method. The benefits are discounted using the market yields on government bonds at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

2.9 Taxation

The income tax expense/credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, unused tax credits and to unused tax losses.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences, tax credits and losses.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax are recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, if any. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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2.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories comprises cost of purchases and all other costs incurred in bringing the inventories to their present location and condition. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.11a Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short term deposits with an original maturity of three months or less.

2.11b Trade Receivables

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.11c Trade Payables

Trade Payables represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.11d Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2.12 Provisions and Contingencies

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of the amount cannot be made.

2.13 Revenue Recognition

The Company manufactures and sells Pig Iron and Ductile Iron Pipes. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of obsolescence and loss have been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied. No element of financing is deemed present as the sales are made with a credit term which is consistent with market practice. Sale of products include ancillary services.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. The Company does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

2.14 Foreign currency transactions and translation

(i) Functional and Presentation Currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency.

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(ii) Transactions and Balances

In preparing the financial statements transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items are measured at historical cost.

Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in the statement of profit and loss for the period. Exchange differences arising on retranslation on non-monetary items carried at fair value are included in statement of profit and loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income.

2.15 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

2.16 Government grants

Grants from the Government are recognized at their fair value when there is reasonable assurance that the grant will be received and the company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government Grants relating to the purchase of Property, Plant and Equipment are included in liabilities as deferred income and credited to statement of profit and loss on a straight line basis over the expected lives of the related assets and or other systematic basis representing of the pattern of fulfillment of obligations associated with grant received presented within other income.

2.17 Leases

As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risk and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Company is a lessor, is recognised as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.18 Derivative Instruments

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Derivative Instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period, with changes included in 'Other Income'/'Other Expenses'.

2.19 Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.20 Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the

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Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.21 Earnings per Share

(i) Basic Earnings per Share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year

(ii) Diluted Earnings per Share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.22 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Managing Director of the Company.

2.23 Contributed Equity

Equity shares are classified as equity. Incremental cost directly attributable to the issue of new shares or options are shown in equity as reduction, net of tax from the proceed.

2.24 Business combinations – common control transactions

Business combinations are accounted for using the pooling of interests method as follows :

The assets and liabilities of the combining entities are reflected at their carrying amounts.

No adjustments are made to reflect fair values, or recognize any new assets or liabilities. Adjustments are only made to harmonize accounting policies.

The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the

combination. However, were the business combination had occurred after that date, the prior period information is restated only from that date.

The balance of the retained earning appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferor or is adjusted against general reserve.

The identity of the reserves are presented and the reserves of the transferor become the reserves of the transferee.

The difference, if any, between the amounts recorded as share capital issued plus any additional considerations in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

2.25 Recent Accounting Pronouncements

The Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2019 including the following amendments to Ind AS which the Company has not applied in these financial statements as they are effective for annual periods beginning on or after April 1, 2019.

Ind AS 116 – ‘Leases’

Ind AS 116 will impact primarily the accounting by lessees and will result in the recognition of almost all leases on balance sheet. The standard removes the current distinction between operating and finance leases and requires recognition of an asset (the right-of-use the leased item) and a financial liability to pay rentals for almost all lease contracts. An optional exemption exists for short-term and low-value leases.

Appendix C, ‘Uncertainty over Income Tax Treatments’, to Ind AS 12, ‘Income Taxes’

This appendix clarifies how the recognition and measurement requirements of Ind AS 12 ‘Income Taxes’, are applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

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TO THE FINANCIAL STATEMENTS

The Company is in the process of evaluating the impact of adoption of above amendments on its financial statements.

3. Use of estimates and critical accounting judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that impact the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each Balance Sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

This Note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each impacted line item in the financial statements.

The areas involving critical estimates or judgements are:

• Employee Benefits (Estimation of Defined Benefit Obligation) - Notes 2.8 and 41

Post-employment/other long term benefits represent obligations that will be settled in future and require assumptions to estimate benefit obligations. The accounting is intended to reflect the recognition of benefit costs over the employees' approximate service period, based on the terms of the plans and the investment and funding decisions made. The accounting requires the Company to make assumptions regarding variables such as discount rate and salary growth rate. Changes in these key assumptions can have a significant impact on the defined benefit obligations.

• Estimation of Expected Useful Lives of Property, Plant and Equipment - Notes 2.4 and 4A

Management reviews its estimate of useful lives of property, plant and equipment at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of property, plant and equipment.

• Contingencies - Notes 2.12 and 28

Legal proceedings covering a range of matters are pending against the Company. Due to the uncertainty inherent in such matters, it is often difficult to predict the final outcome. The cases and claims against the Company often raise factual and legal issues that are subject to uncertainties and complexities, including the facts and circumstances of each particular case/claim, the jurisdiction and the differences in applicable law. The Company consults with legal counsel and other experts on matters related to specific litigations where considered necessary. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated. In the event an adverse outcome is possible or an estimate is not determinable, the matter is disclosed.

• Valuation of Deferred Tax Assets - Notes 2.9 and 35

Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax bases that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred tax benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned optimising measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

• Fair Value Measurements - Notes 2.7 and 40

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

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4A. Property, Plant and Equipment

	As at 31-Mar-19	As at 31-Mar-18
₹ in Lakhs		
Carrying Amounts of :		
Freehold Land	1,589.79	1,589.79
Freehold Buildings	11,563.55	10,171.53
Plant and Equipment	48,995.50	46,009.99
Furniture and fixtures	84.53	119.06
Office Equipments	93.78	61.39
Vehicles	560.90	492.08
Data Processing Equipment	62.26	94.67
Railway Sidings	-	-
Total	62,950.31	58,538.51

As at 31.03.2019	Freehold Land	Freehold Buildings	Plant and Equipment	Furniture and fixtures	Office Equipments	Vehicles	Data Processing Equipment	Railway Sidings	Total
₹ in Lakhs									
Gross Carrying Amount	1,589.79	11,263.59	53,935.20	189.01	149.21	596.20	198.89	84.84	68,006.73
Additions	-	1,913.91	8,000.35	1.80	61.55	185.86	6.38	-	10,169.85
Disposals	-	-	2,363.14	-	-	31.31	119.65	-	2,514.10
Cost Gross Carrying Amount	1,589.79	13,177.50	59,572.41	190.81	210.76	750.75	85.62	84.84	75,662.48
Accumulated Depreciation	-	1,092.06	7,925.21	69.95	87.82	104.12	104.22	84.84	9,468.22
Depreciation expense for the year	-	521.89	5,014.84	36.33	29.16	115.30	38.79	-	5,756.31
On Disposals	-	-	2,363.14	-	-	29.57	119.65	-	2,512.36
Closing Accumulated Depreciation	-	1,613.95	10,576.91	106.28	116.98	189.85	23.36	84.84	12,712.17
Net Carrying Amount at beginning of the year	1,589.79	10,171.53	46,009.99	119.06	61.39	492.08	94.67	-	58,538.51
Net Carrying Amount at end of the year	1,589.79	11,563.55	48,995.50	84.53	93.78	560.90	62.26	-	62,950.31

As at 31.03.2018	Freehold Land	Freehold Buildings	Plant and Machinery	Furniture and fixtures	Office Equipments	Vehicles	Data Processing Equipments	Railway Sidings	Total
₹ in Lakhs									
Gross Carrying Amount	1,589.79	10,541.07	50,758.45	136.39	138.05	130.67	167.38	84.84	63,546.64
Additions	-	722.52	3,176.75	52.62	11.16	482.78	31.51	-	4,477.34
Disposals	-	-	-	-	-	17.25	-	-	17.25
Cost Gross Carrying Amount	1,589.79	11,263.59	53,935.20	189.01	149.21	596.20	198.89	84.84	68,006.73
Accumulated Depreciation	-	625.98	3,687.58	39.80	57.07	51.52	63.91	68.90	4,594.76
Depreciation expense for the year	-	466.08	4,237.63	30.15	30.75	69.38	40.31	15.94	4,890.24
On Disposals	-	-	-	-	-	16.78	-	-	16.78
Closing Accumulated Depreciation	-	1,092.06	7,925.21	69.95	87.82	104.12	104.22	84.84	9,468.22
Net Carrying Amount at beginning of year	1,589.79	9,915.09	47,070.87	96.59	80.98	79.15	103.47	15.94	58,951.88
Net Carrying Amount at end of year	1,589.79	10,171.53	46,009.99	119.06	61.39	492.08	94.67	-	58,538.51

Notes:

- 1 Title deeds of immovable properties as set out in note 4A above, where applicable are in the name of the Company.
- 2 For amount of contractual commitments for acquisition of Property, Plant and Equipment refer note 29.

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4B. Capital Work-in-progress

	₹ in Lakhs	
	As at 31-Mar-19	As at 31-Mar-18
Capital Work-in-progress	3,148.15	2,421.03

5. Intangible Assets

	₹ in Lakhs	
	As at March 31, 2019	Computer Software (Acquired)
Opening Gross Carrying Amount	70.30	
Additions	-	
Closing Gross Carrying Amount	70.30	
Accumulated Amortisation at beginning of the year	54.63	
Charge for the year	7.83	
Amortisation at end of the year	62.46	
Net Carrying Amount at end of the year	7.84	

	₹ in Lakhs	
	As at March 31, 2018	Computer Software (Acquired)
Opening Gross Carrying Amount	59.54	
Additions	10.76	
Closing Balance	70.30	
Accumulated Amortisation at beginning of the year	38.23	
Charge for the year	16.40	
Amortisation at end of the year	54.63	
Net Carrying Amount at end of the year	15.67	

For amount of contractual commitments for acquisition of Intangible assets refer note 29.

6A. Non-current Investments

	₹ in Lakhs	
	As at 31.03.2019	As at 31.03.2019
Investment carried at amortised cost		
Investments in national savings certificates (Unquoted)	1.52	1.52
Total	1.52	1.52

NOTES

TO THE FINANCIAL STATEMENTS

6B. Current Investments

	As at 31.03.2019	As at 31.03.2018
Investment carried at fair value through profit or loss		
Investments in mutual fund (unquoted)	-	1,001.12
Nil (March 31, 2018 - 89,825,437 units in Tata Liquid Fund Direct Plan- Daily Dividend)		
Total	-	1,001.12
Aggregate amount of unquoted investments	-	1,001.12
Aggregate amount of impairment in the value of investments	-	-

7. Other Financial Assets

	As at 31.03.2019		As at 31.03.2018	
	Non Current	Current	Non Current	Current
	Unsecured, considered good			
(a) Security deposits	626.49	3,508.15	579.86	2,698.58
(b) Interest accrued on deposits and advances	-	203.50	-	196.44
(c) Deposits with banks submitted as security with government agency	0.20	-	0.20	-
Total	626.69	3,711.65	580.06	2,895.02

Note: The above denotes financial assets carried at amortised cost

8. Other Assets

	As at 31.03.2019		As at 31.03.2018	
	Non Current	Current	Non Current	Current
	(a) Capital advances	842.57	-	865.75
(b) Balances with government authorities	-	996.66	-	832.05
(c) Prepaid lease payments	74.12	1.00	75.12	1.00
(d) Other loans and advances				
i) Advance to supplier/service provider (other than capital)	2.60	1,269.35	2.60	3,010.28
Total	919.29	2,267.01	943.47	3,843.33

NOTES

TO THE FINANCIAL STATEMENTS

9. Inventories

	As at 31.03.2019	As at 31.03.2018
₹ in Lakhs		
(At lower of cost or net realisable value)		
(a) Raw materials	24,562.23	13,992.92
(b) Work-in-progress	930.06	810.80
(c) Finished goods	3,256.81	3,048.10
(d) Stores spares and others	2,754.40	2,014.00
Total	31,503.50	19,865.82
Included above, goods-in-transit:		
(a) Raw materials	2,029.33	944.46
(b) Finished goods	37.05	-
Total	2,066.38	944.46

10. Trade Receivables

	As at 31.03.2019	As at 31.03.2018 Restated*
₹ in Lakhs		
Trade receivables	28,553.93	21,666.01
Less: Loss allowance	(772.64)	(246.98)
Total	27,781.29	21,419.03
* Refer note 43 for detail about restatement for change in accounting policies consequent to adoption of Ind AS 115.		
Secured, considered good	-	-
Unsecured, considered good	27,781.29	21,419.03
Unsecured, credit impaired	772.64	246.98
Total	28,553.93	21,666.01

(i) Trade receivables are further analysed as follows :

	As at 31.03.2019			
	Gross credit risk	Subject to credit insurance cover	Credit impairment allowance	Net credit risk
Amounts not yet due	24,282.82	2,006.97	38.00	22,237.85
One month overdue	1,735.87	565.32	6.90	1,163.65
Two months overdue	433.24	27.28	1.72	404.24
Three months overdue	95.16	0.62	0.38	94.16
Between three to six months overdue	213.44	132.55	46.00	34.89
Greater than six months overdue	1,793.40	-	679.64	1,113.76
Total	28,553.93	2,732.74	772.64	25,048.55

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TO THE FINANCIAL STATEMENTS

₹ in Lakhs

	As at 31.03.2018			Net credit risk
	Gross credit risk	Subject to credit insurance cover	Credit impairment allowance	
Amounts not yet due	17,263.00	2,454.78	72.00	14,736.22
One month overdue	2,010.76	567.69	15.55	1,427.52
Two months overdue	768.52	24.38	5.94	738.20
Three months overdue	195.37	9.76	1.51	184.10
Between three to six months overdue	349.24	86.26	-	262.98
Greater than six months overdue	1,079.12	64.13	151.98	863.01
Total	21,666.01	3,207.00	246.98	18,212.03

(ii) Movement in the provision for impairment of trade receivables :

₹ in Lakhs

	As at 31.03.2019	As at 31.03.2018
Balance at the beginning of the period	246.98	580.45
Movement in expected credit loss allowance on trade receivables (calculated at lifetime expected credit losses)	525.66	(333.47)
Balance at the end of the period	772.64	246.98

(iii) There are no outstanding debts due from directors or other officers of the company.

(iv) Trade receivable from related parties as on March 31, 2019 amount to ₹ 361.99 Lakh (as on March 31, 2018 amount to ₹ 49.68 Lakh).

11A. Cash and Cash equivalents

₹ in Lakhs

	As at 31.03.2019	As at 31.03.2018
(a) Cash on hand	0.63	0.40
(b) Balances with banks		
(i) In current accounts	2,770.05	257.50
Total	2,770.68	257.90

11B. Other Balances with Banks

₹ in Lakhs

	As at 31.03.2019	As at 31.03.2018
(a) Other bank balances ⁽¹⁾	103.67	61.46
(b) Fixed deposits ⁽²⁾	7.57	1.70
Total	111.24	63.16
Included above		
(1) Earmarked balances for unpaid dividend	103.67	61.46
(2) Represents deposits held as lien with bank and government agencies	7.57	1.70

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TO THE FINANCIAL STATEMENTS

12. Equity Share Capital

	As at 31.03.2019	As at 31.03.2018
Authorised:		
375,000,000 Equity Shares of ₹ 10 each (March 31, 2018: 375,000,000 Equity Shares of ₹ 10 each)	37,500.00	37,500.00
Issued, subscribed and fully paid up :		
28,085,000 Equity Shares of ₹ 10 each (March 31, 2018: 25,288,000 Equity Shares of ₹ 10 each)	2,808.50	2,528.80

Movement of Equity Share Capital

Equity Shares	For the year ended 31.03.2019		For the year ended 31.03.2018	
	No. of Shares	Amount	No. of Shares	Amount
Issued, subscribed and fully paid up:				
At beginning of the year	2,52,88,000	2,528.80	2,52,88,000	2,528.80
Issued during the year	27,97,000	279.70	-	-
At end of the year	2,80,85,000	2,808.50	2,52,88,000	2,528.80

Shares held by holding company or its subsidiaries

Equity Shares	For the year ended 31.03.2019		For the year ended 31.03.2018	
	No. of Shares	%	No. of Shares	%
Tata Steel Limited (Holding Company)	1,54,64,590	55.06%	1,26,67,590	50.09%
	1,54,64,590	55.06%	1,26,67,590	50.09%

During the year, the company allotted 27,97,000 equity shares of face value of ₹ 10 each on a preferential basis to its holding company at a stipulated price of ₹ 642 per equity share.

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Equity Shares				
Tata Steel Limited (Holding Company)	1,54,64,590	55.06%	1,26,67,590	50.09%

Rights, preferences and restrictions attached to shares

i) Equity Shares

The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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TO THE FINANCIAL STATEMENTS

13. Other Equity

	₹ in Lakhs					
As at 31.03.2019	Share Warrants	Securities premium	Capital Reserve	General Reserve	Surplus in Statement of Profit and Loss	Total Other Equity
At the beginning of the year	-	-	8,885.13	8,211.99	16,242.28	33,339.40
Issue of convertible warrants	5,605.46	-	-	-	-	5,605.46
Issue of equity shares	-	17,677.04	-	-	-	17,677.04
Profit for the year	-	-	-	-	18,188.67	18,188.67
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-	3.14	3.14
Dividend on equity shares	-	-	-	-	(758.64)	(758.64)
Tax on dividend	-	-	-	-	(155.94)	(155.94)
At the end of the year	5,605.46	17,677.04	8,885.13	8,211.99	33,519.51	73,899.13

	₹ in Lakhs					
As at 31.03.2018	Share Warrants	Securities premium	Capital Reserve	General Reserve	Surplus in Statement of Profit and Loss.	Total Other Equity
At the beginning of the year	-	-	8,885.13	8,211.99	1,092.01	18,189.13
Profit for the year	-	-	-	-	15,918.07	15,918.07
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-	(6.90)	(6.90)
Dividend on equity shares	-	-	-	-	(632.20)	(632.20)
Tax on dividend	-	-	-	-	(128.70)	(128.70)
At the end of the year	-	-	8,885.13	8,211.99	16,242.28	33,339.40

Share Warrants

During the year, the Company issued and allotted 34,92,500 share warrants at a price of ₹ 642/- (face value: ₹ 10 and premium: ₹ 632) per warrant to its holding company on preferential basis under section 42 and 62(1)(c) of the Companies Act, 2013 and other relevant SEBI (Issue of Capital and Disclosure Requirements) Regulations. The Company has received 25% of the issue price against the said warrants totalling ₹ 5,605.46 Lakh. These warrants are convertible within a period of 18 (Eighteen) months from date of allotment of the warrants, subject to payment of the balance 75% of the issue price.

Distributions made and Proposed

	₹ in Lakhs	
Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Cash dividends on Equity shares declared and paid:		
Final Dividend for March 31, 2018 : ₹ 3.00 per share (March 31, 2017: ₹ 2.5 per share)	758.64	632.20
Dividend Distribution Tax (DDT)	155.94	128.70
Total	914.58	760.90
Proposed dividends on Equity shares:		
Proposed cash dividend for March 31, 2019: ₹ 3.50 per share (March 31, 2018: ₹ 3.00 per share)	982.98	758.64
Dividend Distribution Tax (DDT)	202.05	154.44
Total	1,185.03	913.08

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- i) Proposed dividend on equity shares are subject to approval at the annual general meeting and are not recognised as a liability (including DDT thereon) as at March 31, 2019.

The nature of reserves are as follows:

Capital reserve

Reserve includes ₹ 8,759.51 Lakh on account of Merger pursuant to the sanction of the Hon'ble High Court of Calcutta dated November 7, 2016 to the scheme of Amalgamation, where the assets and liabilities of the erstwhile Tata Metaliks DI Pipes Ltd (TMDIPL) has been merged with the company.

General reserve

Under the erstwhile Indian Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act, 2013, the requirement to mandatory transfer a specified percentage of the net profit to general reserve has been withdrawn though the Company may transfer such percentage of its profits for the financial year as it may consider appropriate. Declaration of dividend out of such reserve shall not be made except in accordance with rules prescribed in this behalf under the Act.

Securities premium

Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013

14. Borrowings

	As at 31.03.2019		As at 31.03.2018	
	Non Current	Current	Non Current	Current
A. Secured				
(a) Repayable on demand				
From banks				
i) Cash credit	-	51.09	-	4,966.85
(b) Buyer's credit from banks	-	-	-	3,768.80
Total	-	51.09	-	8,735.65
B. Unsecured				
(a) Finance lease	3,781.10	-	4,147.00	-
(b) Term loans from banks	-	-	15,833.30	-
(c) Buyer's credit from banks	-	-	-	9,152.46
(d) Acceptances	-	1.66	-	658.11
(e) Repayable on demand				
From banks				
i) Working capital demand loans	-	-	-	3,000.00
ii) Overdraft from banks	-	19.01	-	230.46
Total	3,781.10	20.67	19,980.30	13,041.03
Total Borrowings	3,781.10	71.76	19,980.30	21,776.68

₹ in Lakhs

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TO THE FINANCIAL STATEMENTS

Debt reconciliation

₹ in Lakhs

For the year ended 31.3.2019	Bank Overdraft	Non-Current Borrowings (including current maturities)	Current Borrowings	Total
Debt as at April 01, 2018	230.46	25,751.73	21,546.22	47,528.41
Cash Flows (net)	(211.45)	(21,041.63)	(21,663.73)	(42,916.81)
Foreign Exchange Adjustments	-	-	170.26	170.26
Other cash flow movements	-	(563.00)	-	(563.00)
Debt as at March 31, 2019	19.01	4,147.10	52.75	4,218.86

₹ in Lakhs

For the year ended 31.3.2018	Bank Overdraft	Non-Current Borrowings (including current maturities)	Current Borrowings	Total
Debt as at April 01, 2017	2,512.69	36,635.14	14,817.01	53,964.84
Cash Flows (net)	(2,282.23)	(10,413.97)	6,499.43	(6,196.77)
Foreign Exchange Adjustments	-	-	229.78	229.78
Loan Amortization expenses	-	14.46	-	14.46
Other cash flow movements	-	(483.90)	-	(483.90)
Debt as at March 31, 2018	230.46	25,751.73	21,546.22	47,528.41

₹ in Lakhs

Name of the Bank/ Instrument	As at 31.03.2019					As at 31.03.2018				
	Non Current	Current	Current Maturity (Refer Note 18)	Coupon/ Interest Rate and Repayment terms	Security	Non Current	Current	Current Maturity (Refer Note 18)	Coupon/ Interest Rate and Repayment terms	Security
Secured										
Cash credit	-	51.09	-	Cash credit from banks carry floating rate of interest ranging from 8.40% p.a.to 10.65% p.a.(linked to bank's MCLR) This is payable on demand.	Secured by way of hypothecation first charge on current assets and second pari passu charge on entire movable fixed assets of the Company both present and future on pari passu basis with other working capital lenders.	-	4,966.85	-	Cash credit from banks carry floating rate of interest ranging from 9.25% p.a.to 11.6% p.a.(linked to bank's MCLR) This is payable on demand.	Secured by way of hypothecation first charge on Raw Material, Stock-in-process, Finished Goods, spares, stores, consumables, receivables and other current assets of the Company both present and future on pari passu basis with other working capital lenders.
Buyer's Credit	-	-	-	Repaid during the year	Nil	-	3,768.80	-	Buyer's Credit from Banks carry fixed rate of interest ranging from 1.76% p.a.to 3.14% p.a. These are repayable at the end of six months from the respective dates of disbursement which are falling due from April 2018.	Secured by way of first pari passu charge on entire movable fixed assets both present & future.

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₹ in Lakhs

Name of the Bank/ Instrument	As at 31.03.2019					As at 31.03.2018				
	Non Current	Current	Current Maturity (Refer Note 18)	Coupon/ Interest Rate and Repayment terms	Security	Non Current	Current	Current Maturity (Refer Note 18)	Coupon/ Interest Rate and Repayment terms	Security
Total secured borrowings	-	51.09	-			-	8,735.65	-		
Unsecured										
Finance Lease	3,781.10	-	366.00	Refer note 1 below	Nil	4,147.00	-	563.10	Refer note 1 below	Nil
Term Loan- The Federal Bank Limited	-	-	-	Repaid during the year	Nil	7,499.97	-	3,333.33	Loan carrying a floating rate of 8.90% (linked to bank's MCLR) Repayable in 18 quarterly instalments commencing from December 2016 and ending in June 2021.	Nil
Term Loan- The Federal Bank Limited	-	-	-	Repaid during the year	Nil	8,333.33	-	1,666.67	Loan carrying a floating rate of 8.27% (linked to bank's 1 year T-Bill rate) Repayable in 18 quarterly instalments commencing from September 2018 and ending in March 2023.	Nil
Term Loan- Kotak Mahindra Bank Ltd	-	-	-	Repaid during the year	Nil	-	-	208.33	Loan carrying a floating rate of 8.80%. Repayable in 12 quarterly instalments commencing from September 2015 and ending on June 2018.	Nil
Working capital demand loans	-	-	-	Repaid during the year	Nil	-	3,000.00	-	Loan carrying a fixed rate of 7.95% p.a. Loan is payable on demand	Nil
Buyer's credit from banks	-	-	-	Repaid during the year	Nil	-	9,152.46	-	Buyer's Credit from Banks carry fixed rate of interest ranging from 1.76% p.a. to 3.14% p.a. These are repayable at the end of six months from the respective dates of disbursement which are falling due from April 2018.	Nil
Acceptances	-	1.66	-	Loan carrying a floating rate of 8.55% p.a. (linked to bank's MCLR). Loan is payable on demand.	Nil	-	658.11	-	Loan carrying a floating rate of 7.95% p.a. (linked to bank's MCLR). Loan is payable on demand	Nil

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TO THE FINANCIAL STATEMENTS

₹ in Lakhs

Name of the Bank/ Instrument	As at 31.03.2019					As at 31.03.2018				
	Non Current	Current	Current Maturity (Refer Note 18)	Coupon/ Interest Rate and Repayment terms	Security	Non Current	Current	Current Maturity (Refer Note 18)	Coupon/ Interest Rate and Repayment terms	Security
Overdraft from banks	-	19.01	-	Loan carrying a floating rate of 8.55% p.a. (linked to bank's MCLR). Loan is payable on demand.	Nil	-	230.46	-	Loan carrying a floating rate of interest ranging from 8.25% p.a. (linked to bank's MCLR). Loan is payable on demand	Nil
Total unsecured borrowings	3,781.10	20.67	366.00			19,980.30	13,041.03	5,771.43		
Total borrowings	3,781.10	71.76	366.00			19,980.30	21,776.68	5,771.43		

Note:

- The company has entered into arrangement whose fulfilment is dependent on the use of specific assets. This arrangement has been assessed for being in the nature of lease and has been classified as finance lease. Finance lease obligations represent the present value of minimum lease payments payable over the lease term.
- The carrying amount of financial and non financial assets pledged as security for borrowings are disclosed in note 45.

The currency and interest exposure of borrowings of the company at the end of the year are as follows:

₹ in Lakhs

Currency	As at 31.03.2019			As at 31.03.2018		
	Fixed rate debt	Floating rate debt	Total	Fixed rate debt	Floating rate debt	Total
INR	4,147.10	71.76	4,218.86	7,710.10	26,897.05	34,607.15
US Dollars	-	-	-	12,921.26	-	12,921.26
Total	4,147.10	71.76	4,218.86	20,631.36	26,897.05	47,528.41

The majority of the INR floating rate borrowings are bank borrowings bearing interest rate linked to bank's Marginal Cost of Funds based Lending Rate (MCLR).

15. Provisions

₹ in Lakhs

	As at 31.03.2019		As at 31.03.2018	
	Non Current	Current	Non Current	Current
i) Retirement gratuity	-	371.17	-	244.67
ii) Post retirement pension	203.54	22.26	207.82	22.29
iii) Post retirement medical benefits	19.56	1.87	19.89	1.87
iv) Provision for Leave Salary	1,267.14	39.81	1,109.05	16.14
v) Provision for other taxes	-	104.29	-	104.29
Total	1,490.24	539.40	1,336.76	389.26

NOTES

TO THE FINANCIAL STATEMENTS

16. Trade Payables

	As at 31.03.2019	As at 31.03.2018
(a) Outstanding dues of micro enterprises and small enterprises		
Creditors for supplies and services	153.88	193.93
Total outstanding dues of micro enterprises and small enterprises	153.88	193.93
(b) Outstanding dues of creditors other than micro enterprises and small enterprises		
(i) Creditors for supplies and services	45,381.39	17,778.73
(ii) Creditors for accrued wages and salaries	2,572.57	1,829.02
Total outstanding dues of creditors other than micro enterprises and small enterprises	47,953.96	19,607.75
Total	48,107.84	19,801.68

* Refer note 43 for detail about restatement for change in accounting policies consequent to adoption of Ind AS 115.

Trade payables to related parties as on March 31, 2019 amounts to ₹ 5,317.74 Lakhs (as on March 31, 2018 ₹ 4,719.48 Lakhs).

17. Dues to Micro, Small and Medium Enterprises

The dues to Micro, Small and Medium Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the company is given below:

	As at 31.03.2019	As at 31.03.2018
Amount due and payable at the year end		
- Principal	153.88	193.93
- Interest on above principal	-	-
Payments made during the year after the due date		
- Principal	-	-
- Interest on above principal	-	-
Interest due and payable for principals already paid	-	-
Total Interest accrued and remained unpaid at year end	-	-

18. Other Financial Liabilities

	As at 31.03.2019	As at 31.03.2018
Current:		
(a) Current maturities of long-term debts (refer Note 14)	-	5,208.33
(b) Current maturities of finance lease obligation (refer Note 14)	366.00	563.10
(c) Interest accrued	57.14	1,248.68
(d) Unpaid dividends	103.67	61.46
(e) Security deposits from vendors	13.34	9.75
(f) Creditors for other liabilities		
i) Creditors for capital goods and services	565.31	1,093.68
ii) Derivatives - foreign currency forward contracts	290.40	58.37
Total	1,395.86	8,243.37

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TO THE FINANCIAL STATEMENTS

19. Other Current Liabilities

	As at 31.03.2019	As at 31.03.2018
(a) Advances received from customers	2,333.33	1,337.31
(b) Deferred income	952.40	971.79
(c) Statutory dues	2,626.69	2,328.71
Total	5,912.42	4,637.81

₹ in Lakhs

20. Revenue from Operations

	For the year ended 31.03.2019	For the year ended 31.03.2018 Restated *
(a) Revenue from contracts with customers		
Sale of products		
i) Pig iron and allied products [including excise duty for FY 2018-19: ₹ Nil (FY 2017-18: ₹ 1,775.04 Lakhs)]	1,01,039.43	89,124.90
ii) DI Pipe and allied products [including excise duty for FY 2018-19: ₹ Nil (FY 2017-18: ₹ 313.93 Lakhs)]	1,13,284.23	99,296.50
(b) Other operating income (note 1)	1,187.37	1,036.28
Gross Revenue from Operations	2,15,511.03	1,89,457.68

₹ in Lakhs

* Refer note 43 for detail about restatement for change in accounting policies consequent to adoption of Ind AS 115.

	For the year ended 31.03.2019	For the year ended 31.03.2018
Note 1 :		
Other operating income comprise:		
(a) Sale of Scrap	1,185.83	953.30
(b) Duty drawback and other export incentives	-	69.86
(c) Others	1.54	13.12
Total	1,187.37	1,036.28

₹ in Lakhs

21. Other Income

	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Interest income from financial assets at amortised cost (deposit and advance)	9.30	64.41
(b) Dividend income on investment carried at fair value through profit or loss	0.63	2.62
(c) Miscellaneous income	654.76	1,956.31
Total	664.69	2,023.34

₹ in Lakhs

NOTES

TO THE FINANCIAL STATEMENTS

22. Cost of materials consumed

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
Raw Material Consumed		
i) Opening stock	13,992.92	9,353.97
ii) Add: Purchases	1,44,150.59	1,12,557.60
	1,58,143.51	1,21,911.57
iii) Less: Closing stock	24,562.23	13,992.92
Total	1,33,581.28	1,07,918.65
Raw Material Consumed comprises		
i) Iron ore	29,876.74	19,440.42
ii) Coke	91,507.98	78,216.57
iii) Fluxes	5,103.64	4,567.33
iv) Others	7,092.92	5,694.33
Total	1,33,581.28	1,07,918.65

23. Changes in stock of finished goods and work-in-progress

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
Stock at the beginning of the year		
Finished goods	3,048.10	4,280.76
Work-in-progress	810.80	498.02
	3,858.90	4,778.78
Stock at the end of the year		
Finished goods	3,256.81	3,048.10
Work-in-progress	930.06	810.80
	4,186.87	3,858.90
Net (increase)/decrease in finished goods and work-in-progress	(327.97)	919.88

24. Employee Benefits Expense

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Salaries, wages and bonus	9,131.52	8,420.98
(b) Contribution to provident and other funds	855.72	846.95
(c) Staff welfare expenses	1,211.89	758.01
Total	11,199.13	10,025.94

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TO THE FINANCIAL STATEMENTS

25. Finance Costs

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Interest expense		
i) Interest on term loans	1,652.70	1,622.13
ii) Interest on finance leases	675.00	753.00
iii) Interest on others	1,050.95	1,764.06
	3,378.65	4,139.19
(b) Other borrowing costs (letter of credit and bill discounting charges etc.)	1,068.02	569.52
Gross Finance Costs	4,446.67	4,708.71
Less: Amounts included in the cost of qualifying asset (refer note below)	121.17	-
Net Finance Costs	4,325.50	4,708.71

Note: The capitalisation rate used to determine the amount of borrowing cost to be capitalised is the weighted average interest rate applicable to the entity's general borrowings during the year, in this case 8.58% (March 31, 2018 : Nil).

26. Depreciation and amortisation expense

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Depreciation on property, plant and equipment as per Note 4A	5,756.31	4,890.24
(b) Amortisation on intangible assets as per Note 5.	7.83	16.40
Total	5,764.14	4,906.64

27. Other Expenses

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Consumption of stores and spare parts	12,827.57	11,923.53
(b) Repairs & maintenance to buildings	84.02	39.34
(c) Repairs & maintenance to machinery	2,167.83	1,856.12
(d) Repairs & maintenance - others	1,305.29	1,082.24
(e) Power and fuel	1,490.42	969.98
(f) Electricity charges	2,324.58	1,862.29
(g) Freight and handling charges	14,035.04	15,599.71
(h) Rent	213.26	215.45
(i) Rates and taxes	137.61	1,669.77
(j) Insurance charges	160.00	331.00
(k) Commission	328.26	233.21
(l) Excise duties on change in finished goods	-	(446.08)
(m) Loss allowances/ reversal of loss allowances relating to trade receivables	525.66	(333.47)
(n) Other expenses		
i) (Gain)/ Loss on foreign currency transactions	145.10	(242.37)
ii) (Gain)/ Loss on cancellation of forward contracts	(199.17)	784.05
iii) (Gain)/Loss on sale of property, plant and equipment	(113.37)	(0.98)

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	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
iv) Auditors remuneration and out-of-pocket expenses		
As auditors - statutory audit	17.00	17.00
For other services (includes tax audit fees)	21.40	42.83
Auditors out-of-pocket expenses	2.64	1.23
v) Legal and other professional costs	368.98	559.84
vi) Consultancy for sales	827.83	1,017.21
vii) Advertisement, sales promotion and other selling expenses	73.59	83.39
viii) Travelling expenses	565.51	554.73
ix) Bank charges	123.94	100.60
x) Expenditure towards corporate social responsibility activities	348.00	300.00
xi) Other general expenses	2,554.86	2,560.38
Total	40,335.85	40,781.00

* Refer note 43 for detail about restatement for change in accounting policies consequent to adoption of Ind AS 115.

28. Contingent Liabilities

	₹ in Lakhs	
	As at 31.03.2019	As at 31.03.2018
Claims against the company not acknowledged as debts		
(a) Excise & Service Tax	1,384.59	10,094.58
(b) Income Tax (refer note below)	100.97	95.89
(c) Sales Tax & VAT	2,757.32	357.10

The Company had claimed a deduction u/s 80-IA of the Income Tax Act, 1961 amounting to ₹ 7,682 Lakhs during the AY 2003-04 to AY 2008-09 on its Captive Power Plant. The entire claim amount was allowed by the CIT(Appeals) & ITAT. However, tax department preferred an appeal before the Hon'ble Calcutta High Court for AY 2003-04 & AY 2004-05 on the ground that no real profit existed in Captive Power generation since same is not sold outside i.e. Tata Metaliks has consumed the power.

The Hon'ble Calcutta High Court vide it's order dated August 3, 2016 allowed the deduction u/s 80-IA 'on the captive power unit' in favour of the Company, however remanded back to AO on account of transfer price with respect to rate on which such benefit was computed. The Company have filed an appeal in Hon'ble Supreme Court where vide it's order dated July 14, 2017, the case has been admitted and High Court order on re-computation of transfer price has been stayed. Final hearing is pending for disposal.

29. Capital and other commitments

	₹ in Lakhs	
	As at 31.03.2019	As at 31.03.2018
(a) Capital commitments		
Estimated value of contracts in capital account remaining to be executed (net of advances)		
Property, plant and equipment	2,475.30	4,542.83
Intangible assets	96.68	-
(b) Other Commitments		
Export Obligation against import of capital goods under EPCG Scheme	7,905.49	5,830.72

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30. Earnings Per Share

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
i) Profit for the year from continuing operation	18,280.77	16,010.94
ii) Profit/(loss) for the year from discontinued operations	(92.10)	(92.87)
iii) Profit for the year from discontinued and continuing operations	18,188.67	15,918.07
iv) Weighted average no. of equity shares for basic earning per share (Numbers in Lakh)	253.19	252.88
v) Adjustment for calculation of diluted earning per share: Convertible warrants (Numbers in Lakh)	0.38	-
vi) Weighted average no. of equity shares for diluted earning per share (Numbers in Lakh)	253.57	252.88
vii) Nominal Value per Equity Share (₹)	10.00	10.00
viii) Earnings per equity share for the year from continuing operation (₹) - Basic	72.20	63.31
ix) Earnings per equity share for the year from discontinued operations (₹) - Basic	(0.36)	(0.36)
x) Earnings per equity share for the year from discontinued and continuing operations (₹) - Basic	71.84	62.95
xi) Earnings per equity share for the year from continuing operation (₹) - Diluted	72.09	63.31
xii) Earnings per equity share for the year from discontinued operations (₹) - Diluted	(0.36)	(0.36)
xiii) Earnings per equity share for the year from discontinued and continuing operations (₹) - Diluted	71.73	62.95

31. Segment Reporting

A. Description of Segments and Principal Activities

The Company's Managing Director examines the Company's performance on the basis of its business and has identified two reportable segments:

The segments are comprised of Pig Iron and Ductile Iron (DI) pipes.

Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the Financial Statements. Also, the Company's borrowings (including Finance costs), income taxes and investments are managed at head office and are not allocated to operating segments.

Sales between segments are carried out at realisation price of pig iron less appropriate discount and are eliminated on consolidation. The segment revenue is measured in the same way as in the Statement of Profit and Loss.

Segment assets and liabilities are measured in the same way as in the Financial Statements. These assets and liabilities are allocated based on the operations of the segment and the physical location of the assets.

B. Segment Revenues, Segment Result and Other Information as at / for the year

	₹ in Lakhs				
Particulars	Pig Iron	DI Pipe	Elimination	Unallocable	Total
Revenue					
Total External Sales	1,01,313.48	1,14,197.55	-	-	2,15,511.03
	89,481.68	99,976.00	-	-	1,89,457.68
Add: Inter Segment Revenue	63,422.35	-	(63,422.35)	-	-
	49,800.42	-	(49,800.42)	-	-
Total Revenue *	1,64,735.83	1,14,197.55	(63,422.35)	-	2,15,511.03
	1,39,282.10	99,976.00	(49,800.42)	-	1,89,457.68
Segment Result	12,672.63	12,950.66	-	-	25,623.29
	11,495.27	13,344.67	-	-	24,839.94
Reconciliation to Profit Before Tax:					
Finance costs					4,325.50
					4,708.71

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Particulars	Pig Iron	D I Pipe	Elimination	Unallocable	₹ in Lakhs
					Total
Profit before taxes					21,297.79
					20,131.23
Tax expenses					3,017.02
					4,120.29
Net Profit after tax from continuing operations					18,280.77
					16,010.94
Profit/ (Loss) after tax from discontinued operations					(92.10)
					(92.87)
Profit/ (Loss) for the period from discontinued and continuing operations					18,188.67
					15,918.07
Depreciation and Amorisation	2,779.95	2,984.19			5,764.14
	2,713.28	2,193.36			4,906.64
Interest Income	7.05	2.25			9.30
	52.41	12.00			64.41
Material Non-cash (Income)/ Expenditure :					
Loss allowances/ reversal of loss allowances relating to trade receivables	171.65	354.01			525.66
	75.00	(408.47)			(333.47)
Liabilities no longer required written back	(83.52)	(39.89)			(123.41)
	(1,054.13)	(902.11)			(1,956.24)
Other non-cash income	-	(531.33)			(531.33)
Segment Asset *	77,325.56	55,590.17	-	5,333.68	1,38,249.41
	60,276.63	50,245.31	-	1,936.99	1,12,458.93
Reconciliation to Total Assets:					
Investments in national savings certificates (Unquoted)				1.52	1.52
				1.52	1.52
Non-current tax assets (Net)				473.64	473.64
				306.71	306.71
Deferred tax assets (Net)				1,976.60	1,976.60
				306.58	306.58
Investments in Mutual Fund (Unquoted)				-	-
				1,001.12	1,001.12
Cash and Cash equivalents including Other balances with banks				2,881.92	2,881.92
				321.06	321.06
Addition to non - current assets	7,317.55	3,579.42	-	-	10,896.97
	1,640.34	1,914.32	-	-	3,554.66
Segment Liabilities *	43,226.52	13,692.43	-	4,622.83	61,541.78
	16,706.45	11,125.59	-	48,758.69	76,590.73
Reconciliation to Total Liabilities:					
Borrowings				4,218.86	4,218.86
				46,965.31	46,965.31
Derivatives - foreign currency forward contracts				-	-
				58.37	58.37
Current tax liabilities (net)				243.16	243.16
				424.87	424.87
Other unallocable liabilities				160.81	160.81
				1,310.14	1,310.14

* Refer note 43 for detail about restatement for change in accounting policies consequent to adoption of Ind AS 115.

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C. Entity-wide Disclosures

The Company is domiciled in India. The amount of its revenue from external customers segregated by location of the customers is shown below:

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
External Revenue by Geographical location of customers		
India	2,12,173.83	1,88,195.14
Rest of the world	3,337.20	1,262.54
	2,15,511.03	1,89,457.68
Additions to fixed assets		
India	10,169.85	4,477.34
	10,169.85	4,477.34

	₹ in Lakhs	
	As at 31.03.2019	As at 31.03.2018
Carrying value of Segment Assets		
India	1,37,836.45	1,11,699.22
Rest of the world	412.96	759.71
	1,38,249.41	1,12,458.93

No Customer individually accounted for more than 10% of the revenues from external customer during the year ended 31st March, 19 and 31st March, 2018.

32. Disclosure in respect of Long-term Foreign Currency Monetary Items

Foreign exchange translation loss for the year ended on long term-foreign currency loan amounting to ₹ Nil (FY 2017-18: ₹ Nil) availed for purchase of capital assets has been capitalised and included under the applicable property, plant and equipment classification.

	₹ in Lakhs	
	As at 31.03.2019	As at 31.03.2018
Foreign exchange loss capitalised in the property, plant and equipment block	-	-
Depreciation impact on account of exchange fluctuation capitalised during the year	-	-
Depreciation impact on account of exchange fluctuation capitalised till 31 March 2019	22.87	33.08

33. Related Party Transactions

Related party relationship:

Name of the related party	Nature of Relationship
Tata Sons Private Limited	Company having significant Influence in the parent company.
Tata Services Limited	
Tata Consultancy Services Limited	
Tata International Limited	
Tata Capital Limited	Subsidiary of Tata Sons Private Limited
Tata Capital Financial Services Limited	
Tata Communications Limited	
Tata Teleservices Limited	
Tata AIG General Insurance Company Limited	Joint Venture of Tata Sons Private Limited
Tata Steel Limited	Parent Company

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TO THE FINANCIAL STATEMENTS

Name of the related party	Nature of Relationship
Jamshedpur Utilities & Services Company Limited	
Tata Sponge Iron Limited	
Tayo Rolls Limited	Fellow Subsidiary
Tata Steel Processing and Distribution Limited	
TS Global Procurement Company Pte Limited	
The Indian Steel and Wire Products Limited	
TRL Krosaki Refractories Limited	Associate of Parent Company till 31.12.2018
Mjunction Services Limited	
Tata Bluescope Steel Private Limited	
TM International Logistics Limited	Joint Venture of Parent Company
TKM Global Logistics Limited	
International Shipping & Logistics FZE	
Argus Partners LLP - Solicitors & Advocates	Firm where Director is partner
Key Managerial Person -	
Mr. Sanjiv Paul (upto 30th June'17)	: Managing Director
Mr. Sandeep Kumar	: Managing Director
Mr. Sankar Bhattacharya	: Company Secretary
Mr. Subhra Sengupta	: Chief Financial Officer
Non- Executive Directors (NED)	
Mr. Krishna Dutt	: Independent Director
Dr. Pingali Venugopal	: Independent Director
Dr Rupali Basu	: Independent Director
Mr. Amit Ghosh	: Independent Director
Tata Metaliks Limited Employee Provident Fund Trust	
Tata Metaliks Limited Employee Superannuation Fund Trust	Post Employment Benefit Plans (PEBP)
Tata Metaliks Limited Employee Gratuity Fund	

Related Party Transactions

Name of the related party	Nature of transaction	₹ in Lakhs	
		For the year ended 31.03.2019	For the year ended 31.03.2018
Tata Steel Limited	Purchase of goods	51,465.58	35,859.75
	Services received	260.00	146.86
	Reimbursement of Expenses	-	42.80
	Rent Paid	242.60	233.87
	Repayment of debt (including interest)	-	10,850.00
	Proceeds from issue of equity shares and warrants	23,562.20	-
	Dividend Paid	380.03	316.67
	Rendering of Services	-	37.28
TOTAL-Parent Company		75,910.41	47,487.23
Tata Steel Processing and Distribution Limited	Purchase of goods	40.40	-
Jamshedpur Utilities & Services Company Limited	Sale of goods	1,088.56	721.41
	Advertisement expenses paid	-	2.00
TS Global Procurement Company Pte Limited	Purchase of goods	7,751.01	13,575.87
Tata Sponge Iron Limited	Purchase of goods	43.81	198.37
The Indian Steel and Wire Products Limited	Purchase of goods	14.59	2.59
	Services received	2.01	-
TOTAL- Fellow Subsidiary		8,940.38	14,500.24
Tata Sons Private Limited	Services received	497.15	362.18

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TO THE FINANCIAL STATEMENTS

Name of the related party	Nature of transaction	₹ in Lakhs	
		For the year ended 31.03.2019	For the year ended 31.03.2018
TOTAL- Company having significant influence in the parent company		497.15	362.18
Tata Services Limited	Services received	55.46	40.25
Tata Capital Limited	Interest paid	1.82	-
Tata Capital Financial Services Limited	Services received	10.00	-
Tata Communication Limited	Services received	45.67	4.15
Tata Teleservices Limited	Services received	7.58	1.39
Tata Consultancy Services Limited	Services received	-	43.51
Tata International Limited	Sale of goods	2,220.60	2,003.59
TOTAL-Subsidiary of Tata Sons Private Limited		2,341.13	2,092.89
Tata AIG General Insurance Company Limited	Services received	57.38	-
TOTAL-Joint Venture of Tata Sons Private Limited		57.38	-
TRL Krosaki Refractories Limited	Purchase of goods	4.67	442.94
TOTAL- Associate of Parent Company		4.67	442.94
Tata Bluescope Steel Private Limited	Purchase of goods	20.22	-
TM International Logistics Limited	Services received	955.20	570.54
TKM Global Logistics Limited	Services received	66.82	51.02
Mjunction Services Limited	Services received	183.90	113.24
International Shipping & Logistics FZE	Services received	51.02	37.91
TOTAL- Joint Venture of Parent Company		1,277.16	772.71
Argus Partners LLP - Solicitors & Advocates	Services received	2.54	8.24
TOTAL- Firm where Director is partner		2.54	8.24
Mr. Sanjiv Paul	Short term employee benefits	-	114.86
	Post employment benefits	-	1.04
Mr. Sandeep Kumar	Short term employee benefits	135.25	118.56
	Post employment benefits	7.76	10.12
	Other long term employment benefits	3.19	4.52
Mr. Sankar Bhattacharya	Short term employee benefits	32.52	29.32
	Post employment benefits	0.75	0.37
	Other long term employment benefits	0.90	0.61
Mr. Subhra Sengupta	Short term employee benefits	74.92	62.58
	Post employment benefits	2.15	1.46
	Other long term employment benefits	2.80	1.76
Mr. Krishnava Dutt - Director	Sitting Fees	2.60	2.80
	Director's commission	9.38	11.05
Dr. Pingali Venugopal - Director	Sitting Fees	3.80	4.00
	Director's commission	13.02	13.69
Dr Rupali Basu - Director	Sitting Fees	2.20	2.20
	Director's commission	6.25	5.79
Mr. Amit Ghosh - Director	Sitting Fees	3.00	2.80
	Director's commission	7.81	7.37
TOTAL- Key Managerial Person		308.30	394.90
Tata Metaliks Limited Employee Provident Fund	Contribution made	280.50	273.17
Tata Metaliks Limited Employee Superannuation Fund	Contribution made	213.91	195.41

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Name of the related party	Nature of transaction	₹ in Lakhs	
		For the year ended 31.03.2019	For the year ended 31.03.2018
Tata Metaliks Limited Employee Gratuity Fund	Contribution made	62.99	437.30
TOTAL- Contribution to PEBP		557.40	905.88

Name of the related party	Nature of outstanding	₹ in Lakhs	
		As at 31.03.2019	As at 31.03.2018
Tata Steel Limited	Trade payables	4,531.34	1,636.62
	Outstanding receivables	-	21.03
	Interest payable	-	1,167.78
TOTAL-Parent Company		4,531.34	2,825.43
Tayo Rolls Limited	Trade payables	1.74	1.74
Tata Sponge Iron Limited	Outstanding payables	-	43.43
Jamshedpur Utilities & Services Company Limited	Trade receivables	282.26	6.00
TS Global Procurement Company Pte Limited	Trade payables	269.40	3,025.33
The Indian Steel and Wire Products Limited	Trade payables	2.01	-
TOTAL- Fellow Subsidiary		555.41	3,076.50
TM International Logistics Limited	Advance Paid	-	225.28
	Trade payables	29.68	-
TKM Global Logistics Limited	Trade payables	3.26	8.35
	Earnest Money Deposit	12.50	8.00
Mjunction Services Limited	Advance Paid	-	0.12
	Trade payables	1.68	1.43
	Security Deposit - Transporter	-	6.00
TOTAL- Joint Venture of Parent Company		47.12	249.18
Tata Sons Private Limited	Trade payables	478.04	2.70
TOTAL- Company having significant influence in the parent company		478.04	2.70
Tata Consultancy Services Limited	Outstanding payables	-	1.62
Tata TeleServices Limited	Security Deposit paid	0.50	0.50
Tata Capital Financial Services Limited	Security Deposit paid	7.74	-
Tata Communications Limited	Trade payables	0.59	-
Tata International Limited	Trade receivables	79.73	22.65
TOTAL-Subsidiary of Tata Sons Private Limited		88.56	24.77

Terms and conditions of transactions with related parties

Transactions related to dividend were on the same terms and conditions that applied to other shareholders. The sale to and purchases from related parties are made in the ordinary course of business. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. No provision are held against receivable from related parties.

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TO THE FINANCIAL STATEMENTS

34. Income taxes

(i) Income tax expenses recognised in the Statement of Profit or Loss are analysed as follows:

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
Current taxes	4,687.05	4,426.87
Deferred taxes	(1,670.03)	(306.58)
	3,017.02	4,120.29

(ii) The reconciliation of estimated income taxes to income tax expenses is as follows:

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
Profit from continuing operations before income tax expense	21,297.79	20,131.23
Profit/ (Loss) from discontinuing operations before income tax expense	(92.10)	(92.87)
Total profit before Income taxes	21,205.69	20,038.36
Tax at the applicable tax rate of 34.944% (FY 2017-18: 34.608%)*	7,410.12	6,934.88
Tax effect of income exempt from tax/items that are not deductible	124.43	482.73
Previously unrecognised MAT credit now recognised to reduce deferred tax expense	(4,333.72)	(2,368.13)
Utilisation / Credit of unrecognised tax loss and unabsorbed depreciation	-	(411.20)
Tax effect of other adjustments	(183.81)	(517.99)
	3,017.02	4,120.29

* Finance Act 2018 changed the statutory tax rate applicable for Indian companies having turnover of more than ₹ 250 Crore from 34.608% to 34.944% (including surcharge and cess) from assessment year 2019-20.

(iii) The reconciliation of applicable tax rate & effective tax rate:

	%	
	For the year ended 31.03.2019	For the year ended 31.03.2018
Applicable tax rate	34.94%	34.61%
Tax effect of income exempt from tax/items that are not deductible	0.59%	2.41%
Previously unrecognised MAT credit now recognised to reduce deferred tax expense	-20.44%	-11.82%
Utilisation / Credit of unrecognised tax loss and unabsorbed depreciation	0.00%	-2.05%
Tax effect of other adjustments	-0.86%	-2.59%
Effective tax rate	14.23%	20.56%

(iv) Income tax recognised in Other Comprehensive Income

	₹ in Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
Current Tax		
- Remeasurement of defined benefit obligation	(1.69)	1.88

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TO THE FINANCIAL STATEMENTS

35. Deferred Tax Balances

(a) The following is the analysis of deferred tax assets/ (liabilities) presented in the balance sheet:

	As at 31.03.2019	As at 31.03.2018
Deferred tax assets	9,663.48	7,235.36
Deferred tax liabilities	(7,686.88)	(6,928.78)
	1,976.60	306.58

2018-19	₹ in Lakhs		
	Opening Balance	Recognised in profit or loss	Closing Balance
Deferred tax liabilities/ (assets) in relation to:			
Property, plant & equipment	6,928.78	758.10	7,686.88
Unabsorbed business loss	(412.87)	412.87	-
Other provisions	(27.49)	(328.26)	(355.75)
MAT credit entitlement (refer note below)	(6,795.00)	(2,512.73)	(9,307.73)
	(306.58)	(1,670.02)	(1,976.60)

2017-18	₹ in Lakhs		
	Opening Balance	Recognised in profit or loss	Closing Balance
Deferred tax liabilities/ (assets) in relation to:			
Property, plant & equipment	5,371.35	1,557.43	6,928.78
Unabsorbed business loss	(4,322.86)	3,909.99	(412.87)
Other provisions	(1,048.49)	1,021.00	(27.49)
MAT credit entitlement	-	(6,795.00)	(6,795.00)
	-	(306.58)	(306.58)

The company has carrying amount of MAT credit of ₹ 9,307.73 Lakhs (March '2018 ₹ 6,795 Lakhs) based on assessment (including application of sensitivity analysis on key inputs) of future profitability where it is reasonably certain that the same would be utilised within the time period in keeping with the provisions of Income tax Act. The future profitability are based on assumptions (internal/external factors) such as expected increase in production out of Board approved projects , estimates on cost of inputs, estimates on sales price etc.

(b) Unrecognised deferred tax assets on minimum alternate tax credit:

	As at 31.03.2019	As at 31.03.2018
Mat credit	-	5,029.76
	-	5,029.76

The amount of unrecognized minimum alternate tax credits on which no deferred tax assets has been recognized as at March 31, 2019 is Nil (March 31, 2018 : ₹ 5,029.76 Lakhs)

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36. Leases:

A. Finance lease — as lessee

The company has entered into following finance leases:

- (i) Company has entered into agreement with Metaliks Fuel Private Limited. to construct two coke oven batteries for the purpose of coke conversion.
- (ii) Company has voluntarily offered to be a committed user of the facilities for the fixed tenure.
- (iii) The agreement is for a period of 10 years.
- (iv) The facility is of a specialised nature as the drawings and design of the same is integrated with the power plant.

Disclosure under Finance Lease as Lessee:

	As at 31.03.2019	As at 31.03.2018
		₹ in Lakhs
(i) Minimum lease payments		
- Within one year	968.55	1,237.00
- After one year but not more than five years	3,541.80	3,726.60
- More than five years	2,500.06	3,284.16
Total	7,010.41	8,247.76
(ii) Present value of minimum lease payments		
- Within one year	366.00	563.10
- After one year but not more than five years	1,780.71	1,702.75
- More than five years	2,000.39	2,444.25
Add: Future finance charges	2,863.31	3,537.66
Total	7,010.41	8,247.76
The Net Carrying amount of the assets acquired under finance lease included under plant and equipment in Note – 4A	4,227.20	4,716.00

- B. Total rental expenses relating to operating leases are charged as rent under note 27.

37. Discontinued Operations:

Based on decision of the Board of Directors of the Company at its meeting held on November 19, 2012 the Company has filed an application with the appropriate authority for closure of the Redi Plant, located at Terekhol Road, District: Sindhudurg, Redi - 416 517, Maharashtra, in accordance with the provisions of the Industrial Disputes Act, 1947. The application was initially rejected by the authority and the company has filed a review petition before the same authority. In the mean time the Company has negotiated with the employees for settlement and an agreement was signed on March 25, 2013 with the employees' union. The Company and the employees' union have filed the settlement details with the Commissioner of Labour to facilitate the closure process. The carrying value of property, plant and equipment, current assets and current liabilities of the Redi Plant as at March 31, 2019, were ₹ 1,187.91 Lakh (March 31, 2018 ₹ 1,187.91 Lakh), ₹ 15.14 Lakh (March 31, 2018 ₹ 15.87 Lakh) and ₹ 2.67 Lakh (March 31, 2018 ₹ 27.63 Lakh) respectively.

	Discontinued Operations	
	Year Ended 31.03.2019	Year Ended 31.03.2018
Revenue from Operations	-	-
Other Income	2.06	2.32
Total income (A)	2.06	2.32
Raw materials consumed	-	-
Changes in stock of finished goods	-	-
Employee benefits expense	19.40	18.50

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	₹ in Lakhs	
	Discontinued Operations	
	Year Ended 31.03.2019	Year Ended 31.03.2018
Depreciation	-	-
Other expenses	74.76	76.69
Total expenses other than finance cost (B)	94.16	95.19
Finance cost (C)	-	-
Profit/(Loss) before exceptional items and tax (A-B-C)	(92.10)	(92.87)
Exceptional items	-	-
Profit/(Loss) before tax	(92.10)	(92.87)
Tax (incl deferred tax)	-	-
Profit/(Loss) after tax	(92.10)	(92.87)
Net cash flow from/(used in) operating activities	(92.10)	(92.87)
Net cash flow from investing activities	-	-
Net cash flow from financing activities	-	-

38. Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

	₹ in Lakhs	
	As at 31.03.2019	As at 31.03.2018
(i) Equity Share capital	2,808.50	2,528.80
(ii) Other Equity	73,899.13	33,339.40
Total equity (a)	76,707.63	35,868.20
(i) Short-term borrowings	71.76	21,776.68
(ii) Long-term borrowings	3,781.10	19,980.30
(iii) Current Maturity of long term debt	366.00	5,771.43
Total debt (b)	4,218.86	47,528.41
(i) Cash and cash equivalents and Other balances with banks	2,881.92	321.06
Total cash (c)	2,881.92	321.06
Net debt {d=(b-c)}	1,336.94	47,207.35
Total capital (equity + net debt)	78,044.57	83,075.55
Net debt to equity ratio	0.02	1.32

The company has no material financial covenants.

39. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, security deposits and employee liabilities. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company also enters into derivative transactions.

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The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a Risk Management Compliance Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist personnel's that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, mutual fund investment and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2019 and March 31, 2018.

The sensitivity analyses have been prepared on the basis that the amount of debt and derivatives.

The following assumptions have been made in calculating the sensitivity analyses:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2019 and March 31, 2018.
- The sensitivity of equity is calculated by considering the effect of any associated derivatives at March 31, 2019 and March 31, 2018 for the effects of the assumed changes of the underlying risk

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to debt obligations. The Company also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term loans.

The risk estimates provided assume a parallel shift of 70 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the period.

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The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of derivative instruments. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/decrease in basis points	Effect on profit before tax	Effect on post-tax equity
31-Mar-19	+70	(0.50)	(0.33)
	-70	0.50	0.33
31-Mar-18	+100	(268.97)	(213.66)
	-100	268.97	213.66

₹ In Lakhs

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange exposure. Any weakening of the functional currency may impact the Company's cost of imports and cost of borrowings and consequently may increase the cost of financing the Company's capital expenditures.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in accordance with its risk management policies.

The company exposure to foreign currency risk at the end of reporting period expressed in INR are as follows:

	As at 31.03.2019 USD	As at 31.03.2018 USD
Financial Assets		
Trade Receivables	356.88	339.36
Derivative Assets		
Foreign Exchange Forward Contracts	-	(339.36)
Net Exposure to Foreign Currency Risk (Assets)	356.88	-
Financial Liabilities		
Borrowings	-	12,921.26
Trade Payables	12,584.60	4,076.73
Other Financial liabilities	73.43	70.23
Derivative Liabilities		
Foreign Exchange Forward Contracts	(11,374.69)	(15,685.51)
Net Exposure to Foreign Currency Risk (Liabilities)	1,283.34	1,382.71
Net Exposure to Foreign Currency Risk (Assets - Liabilities)	(926.46)	(1,382.71)

₹ in Lakhs

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Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all currencies other than US Dollars is not material.

	Change in USD rate	Effect on profit before tax	Effect on post-tax equity
31-Mar-19	+8%	(74.12)	(48.22)
	-8%	74.12	48.22
31-Mar-18	+9%	(124.44)	(98.85)
	-9%	124.44	98.85

₹ In Lakhs

The movement in the post-tax effect is a result of a change in the fair value of derivative financial instruments not designated in a hedge relationship and monetary assets and liabilities denominated in INR, where the functional currency of the entity is a currency other than INR. Although the derivatives have not been designated in a hedge relationship, they act as an economic hedge and will offset the underlying transactions when they occur.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Customer credit risk is managed by each divisions subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance.

The companies maximum exposure to credit risk for the components of the Balance Sheet as of March 31, 2019 and March 31, 2018 is the carrying amounts as disclosed in Note 40

The risk relating to trade receivables is shown under Note 10.

Other Financial Assets

Credit risk from balances with banks, term deposits, loan, investments and derivative instruments is managed by Company's finance department. Investment of surplus fund are made only with approved counterparties who meet the minimum threshold requirement. The Company monitors rating, credit spreads and financial strength of its counterparties.

Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, buyer's credit and other means of borrowings. The company invests its surplus funds in liquid schemes of mutual funds, which carry no/low mark to market risk.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2019 and March 31, 2018.

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	₹ in Lakhs				
As at 31-03-2019	On demand	less than 1 year	1 to 5 years	> 5 years	Total
Borrowings from banks	71.76	-	-	-	71.76
Finance Lease	-	366.00	1,780.71	2,000.39	4,147.10
Trade payables	-	48,107.84	-	-	48,107.84
Derivatives - foreign currency forward contracts	-	290.40	-	-	290.40
Other financial liabilities	-	739.46	-	-	739.46
	71.76	49,503.70	1,780.71	2,000.39	53,356.56

	₹ in Lakhs				
As at 31-03-2018	On demand	less than 1 year	1 to 5 years	> 5 years	Total
Borrowings from banks	8,197.31	18,787.70	15,833.30	-	42,818.31
Finance Lease	-	563.10	1,702.75	2,444.25	4,710.10
Trade payables	-	19,801.68	-	-	19,801.68
Derivatives - foreign currency forward contracts	-	58.37	-	-	58.37
Other financial liabilities	-	2,413.57	-	-	2,413.57
	8,197.31	41,624.42	17,536.05	2,444.25	69,802.03

The Company has pledged its receivables in order to fulfil the collateral requirements for secured borrowings and secured working capital limits. At March 31, 2019 and March 31, 2018, the fair values of the receivables pledged were ₹ 27,781.29 Lakhs and ₹ 21,419.03 Lakhs respectively.

40. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the financial statements

(a) Financial assets and liabilities

The carrying value of financial instruments by categories as of March 31, 2019 is as follows:

	₹ in Lakhs				
	Derivative instruments not in hedging relationship	Amortised cost	Fair Value through Profit and Loss	Total carrying value	Total fair value
Assets:					
Trade receivables	-	27,781.29	-	27,781.29	27,781.29
Investments	-	1.52	-	1.52	1.52
Cash and cash equivalents	-	2,770.68	-	2,770.68	2,770.68
Other Bank Balance	-	111.24	-	111.24	111.24
Other financial assets	-	4,338.34	-	4,338.34	4,338.34
Total	-	35,003.07	-	35,003.07	35,003.07
Liabilities:					
Borrowings	-	4,218.86	-	4,218.86	4,218.86
Trade payables	-	48,107.84	-	48,107.84	48,107.84
Other financial liabilities	290.40	739.46	-	1,029.86	1,029.86
Total	290.40	53,066.16	-	53,356.56	53,356.56

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The carrying value of financial instruments by categories as of March 31, 2018 is as follows:

₹ in Lakhs

	Derivative instruments not in hedging relationship	Amortised cost	Fair Value through Profit and Loss	Total carrying value	Total fair value
Assets:					
Trade receivables	-	21,419.03	-	21,419.03	21,419.03
Investments	-	1.52	1,001.12	1,002.64	1,002.64
Cash and cash equivalents	-	257.90	-	257.90	257.90
Other Bank Balance	-	63.16	-	63.16	63.16
Other financial assets	-	3,475.08	-	3,475.08	3,475.08
Total	-	25,216.69	1,001.12	26,217.81	26,217.81
Liabilities:					
Borrowings	-	47,528.41	-	47,528.41	47,528.41
Trade payables	-	19,801.68	-	19,801.68	19,801.68
Other financial liabilities	58.37	2,413.57	-	2,471.94	2,471.94
Total	58.37	69,743.66	-	69,802.03	69,802.03

Fair value hierarchy:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The investments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

As at 31.03.2019	Level 1	Level 2	Level 3
Financial Assets:			
Investments(Mutual Fund)	-	-	-
Derivative Financial Assets	-	-	-
Total	-	-	-
Financial Liabilities:			
Derivative Financial Liabilities	-	290.40	-
Total	-	290.40	-

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As at 31.03.2018	Level 1	Level 2	Level 3
Financial Assets:			
Investments(Mutual Fund)	1,001.12	-	-
Total	1,001.12	-	-
Financial Liabilities:			
Derivative Financial Liabilities	-	58.37	-
Total	-	58.37	-

Notes

- The other financial assets and liabilities are stated at amortized cost which is approximately equal to their fair value.
- Derivatives are fair valued using market observable rates and published prices together with forecast cash flow information where applicable.
- There have been no transfers between level 1 and level 2 for the years ended March 31, 2019 and March 31, 2018.

41. Employee benefits

i) Superannuation fund

The company has a superannuation plan. Separate irrevocable trusts are maintained for employees covered and entitled to benefits. The company contributes 15% of basic salary of the eligible employees to the trust every year. Such contributions are recognized as an expense when incurred. The company has no further obligation beyond this contribution. Total amount charged to the Statement of Profit and Loss for the year ₹ 213.91 Lakh (Previous year ₹ 195.41 Lakh).

ii) Retiring gratuity

The company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The company make annual contributions to gratuity funds established as trusts. Tata Metaliks Limited account for the liability for gratuity benefits payable in the future based on an actuarial valuation. The Company is exposed to actuarial risk and investment risk with respect to this plan.

The following table sets out the amounts recognized in the financial statements for the retiring gratuity plans in respect of company.

Change in defined benefit obligation	₹ In Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
a Obligation as at the beginning of the year	1,787.76	1,498.61
b Current service cost	179.15	165.27
c Interest cost	132.39	103.05
d Employees' Contributions	-	-
e Remeasurement Actuarial (gains)/losses experience	12.29	136.22
f Exchange rate variation	-	-
g Benefits paid	(45.17)	(52.94)
h Past Service costs-plan amendments	-	10.26
i Obligations of new companies acquired	-	35.85
j Actuarials (gain) / loss - demographic assumptions	-	-
k Settlements	-	-
l Actuarial (gain)/Losses - finance assumptions	(10.19)	(108.56)
Obligation as at the end of the year	2,056.23	1,787.76

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Change in plan assets	₹ In Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
a Fair value of plan assets as at beginning of the year	1,543.09	1,024.14
b Interest income	116.40	86.40
c Remeasurement gains/(losses)	-	-
d Employers' Contributions	62.99	437.30
e Employees' Contributions	-	-
f Return on plan assets greater/(lesser) than discount rate	7.76	12.34
g Benefits paid	(45.18)	(52.94)
h Assets of new companies acquired	-	-
i Acquisition adjustments	-	35.85
j Settlements	-	-
Fair value of plan assets as at end of the year	1,685.06	1,543.09

Amount recognised in the balance sheet consists of	₹ In Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
a Fair value of plan assets as at end of the year	1,685.06	1,543.09
b Present value of obligation as at the end of the year	2,056.23	1,787.76
Net Asset/(liability)	(371.17)	(244.67)
Retirement benefit asset - Current	-	-
Retirement benefit asset - Non current	-	-
Retirement benefit liability - Current	(371.17)	(244.67)
Retirement benefit liability - Non current	-	-

Cost recognised in the statement of profit and loss	₹ In Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
a Service cost		
Current service cost	179.15	165.27
Past Service Cost	-	10.26
b Net interest expense	15.99	16.65
	195.14	192.18
Cost recognised in the statement of other comprehensive income		
a The return on plan assets (excluding amounts included in net interest expense)	(7.76)	(12.34)
b Actuarial gains and losses arising from changes in demographic assumption	-	-
c Actuarial gains and losses arising from changes in financial assumption	12.29	136.22
d Actuarial gains and losses arising from changes in experience adjustments	(10.19)	(108.56)
	(5.66)	15.32
Total cost recognised in the statement of profit and loss	189.48	207.50

The assumptions used in accounting for the retiring gratuity plans are set out below:

	₹ In Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
a Discount rate	7.50%	7.50%
b Rate of escalation in salary	7.50%	7.50%
c Withdrawal rates	1.00%	0.10 to 0.50%
d Mortality rate	Indian assured lives mortality (2006-08) Ult	

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The weighted average duration of the defined benefit obligation as at March 31, 2019 is 11 years (March 31, 2018: 12 years)

The Company expects to contribute ₹ 371.17 Lakh to the funded retiring gratuity plans in financial year 2020 (March 31, 2018: ₹ 244.67 Lakh)

The fair value of Company's plan asset as of March 31, 2019 and March 31, 2018 by category are as follows:

	As at 31.03.2019	For the year ended 31.03.2018
Investment details (%)		
a Funded with LIC	97%	96%
b Bank balances	3%	4%
	100%	100%

The table below outlines the effect on the defined benefit obligation in the event of a increase / decrease of 1% in the assumed discount rate and salary escalation rate.

Assumption	Impact on defined benefit obligation			
	Increase in assumptions		Decrease in assumptions	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Discount rate (+/- 1%)	-10%	-11%	12%	13%
Salary escalation (+/- 1%)	11%	12.88%	-10%	-11%

The above sensitivity analyses are based on change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligations to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit obligation recognised in the Balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

iii) Pension Plan - Ex- Managing Director (Mr. Harsh K Jha)

The Company accounts for post-retirement defined benefit arrangements using Ind AS 19 'Employee Benefits', with independent actuaries being used to calculate the costs, assets and liabilities to be recognised in relation to these schemes. The present value of the defined benefit obligation, the current service cost and past service costs are calculated by these actuaries using the projected unit credit method. However, the ongoing funding arrangements of each scheme, in place to meet their long term pension liabilities, are governed by the individual scheme documentation and national legislation. The accounting and disclosure requirements of Ind AS 19 do not affect these funding arrangements.

The following table sets out the disclosure pertaining to pension benefits of Mr Harsh K Jha

	₹ In Lakhs	
Change in defined benefit obligation	For the year ended 31.03.2019	For the year ended 31.03.2018
a Obligation as at the beginning of the year	230.11	243.49
b Current service cost	-	-
c Interest cost	16.38	16.22
d Employees' Contributions	-	-
e Remeasurement (gains)/losses	2.79	(6.12)
f Exchange rate variation	-	-
g Benefits paid	(23.48)	(23.48)
h Past Service costs	-	-
i Obligations of new companies acquired	-	-
j Obligations of companies disposed off	-	-
k Settlements	-	-
l Curtailments	-	-
Obligation as at the end of the year	225.80	230.11

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₹ In Lakhs

Amount recognised in the balance sheet consists of	As at	As at
	31.03.2019	31.03.2018
a Fair value of plan assets as at end of the year	-	-
b Present value of obligation as at the end of the year	225.80	230.11
Net Asset/(liability)	225.80	230.11
Retirement benefit asset - Current	-	-
Retirement benefit asset - Non current	-	-
Retirement benefit liability - Current	22.26	22.29
Retirement benefit liability - Non current	203.54	207.82

₹ In Lakhs

Cost recognised in the statement of profit and loss	For the year ended	For the year ended
	31.03.2019	31.03.2018
a Service cost	-	-
Current service cost	-	-
Past Service Cost	-	-
b Net interest expense	16.38	16.22
	16.38	16.22
Cost recognised in the statement of other comprehensive income		
a The return on plan assets (excluding amounts included in net interest expense)	-	-
b Actuarial gains and losses arising from changes in demographic assumption	-	-
c Actuarial gains and losses arising from changes in financial assumption	-	(8.83)
d Actuarial gains and losses arising from changes in experience adjustments	2.79	2.71
	2.79	(6.12)
Total cost recognised in the statement of profit and loss	19.17	10.10

The assumptions used in accounting for the pension plan of Ex- Managing Director (Mr. Harsh K Jha) is set out below:

	For the year ended	For the year ended
	31.03.2019	31.03.2018
a Discount rate	7.50%	7.50%
b Mortality rate	Indian assured lives mortality (2006-08) Ult	

The Company expects to contribute ₹ 225.79 Lakh to the pension plan - Ex- Managing Director (Mr. Harsh K Jha) in financial year 2020 (March 31, 2018: ₹ 230.11 Lakh)

The table below outlines the effect on the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate:

Assumption	Impact on defined benefit obligation			
	Increase in assumptions		Decrease in assumptions	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Discount rate (+/- 1%)	-7%	-7%	8%	8%

The above sensitivity may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

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iv) Post retirement medical benefits

Under this unfunded scheme, employees of the company receive medical benefits subject to certain limits on amounts of benefits, periods after retirement and types of benefits, depending on their grade and location at the time of retirement. Separated from the Company as part of an Early Separation Scheme, on medical grounds or due to permanent disablement are also covered under the scheme. The company account for the liability for post-retirement medical scheme based on an actuarial valuation.

Change in defined benefit obligation	₹ In Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
a Obligation as at the beginning of the year	21.76	20.74
b Current service cost	-	-
c Interest cost	1.63	1.44
d Employees' Contributions	-	-
e Remeasurement (gains)/losses	(1.96)	(0.42)
f Exchange rate variation	-	-
g Benefits paid	-	-
h Past Service costs	-	-
i Obligations of new companies acquired	-	-
j Obligations of companies disposed off	-	-
k Settlements	-	-
l Curtailments	-	-
Obligation as at the end of the year	21.43	21.76

Amount recognised in the balance sheet consists of	₹ In Lakhs	
	As at 31.03.2019	As at 31.03.2018
a Fair value of plan assets as at end of the year	-	-
b Present value of obligation as at the end of the year	21.43	21.76
Net Asset/(liability)	21.43	21.76
Retirement benefit asset - Current	-	-
Retirement benefit asset - Non current	-	-
Retirement benefit liability - Current	1.87	1.87
Retirement benefit liability - Non current	19.56	19.89

Cost recognised in the statement of profit and loss	₹ In Lakhs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
a Service cost	-	-
Current service cost	-	-
Past Service Cost	-	-
b Net interest expense	1.63	1.44
	1.63	1.44
Cost recognised in the statement of other comprehensive income		
a The return on plan assets (excluding amounts included in net interest expense)	-	-
b Actuarial gains and losses arising from changes in demographic assumption	(1.96)	0.48
c Actuarial gains and losses arising from changes in financial assumption	-	(0.90)
d Actuarial gains and losses arising from changes in experience adjustments	-	-
	(1.96)	(0.42)
Total cost recognised in the statement of profit and loss	(0.33)	1.02

NOTES

TO THE FINANCIAL STATEMENTS

The assumptions used in accounting for the post retirement medical benefits plans are set out below:

	For the year ended 31.03.2019	For the year ended 31.03.2018
a Discount rate	7.50%	7.50%
b Mortality rate	Indian assured lives mortality (2006-08) Ult	

The table below outlines the effect on the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate :

Assumption	Impact on defined benefit obligation			
	Increase in assumptions		Decrease in assumptions	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Discount rate (+/- 1%)	-7%	-16%	8%	3%

The above sensitivity may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

v) Provident Fund

Contributions towards provident funds are recognised as expense for the year. The Company has set up a Provident Fund Trust which is administered by Trustees. Both the employees and the Company make monthly contributions to the Fund at specified percentage of the employee's salary and aggregate contributions along with interest thereon are paid to the employees/nominees at retirement, death or cessation of employment.

The Trust invests funds following a pattern of investments prescribed by the Government. The interest rate payable to the members of the Trust is not lower than the rate of interest declared annually by the Government under The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Company.

The Actuary has carried out actuarial valuation of plan's liabilities and interest rate guarantee obligations as at the Balance Sheet date using Projected Unit Credit Method and Deterministic Approach as outlined in the Guidance Not 29 issued by the Institute of Actuaries of India. Based on such valuation, no amount is required to be provided towards future anticipated shortfall with regard to interest rate obligation of the Company as at the Balance Sheet date. Disclosures given hereunder are restricted to the information available as per the Actuary's Report.

	₹ In Lakhs	
Principal Actuarial Assumptions	For the year ended 31st March 2019	For the year ended 31st March 2018
Discount Rate	7.50%	7.50%
Mortality Rate	Indian Assured Lives Mortality (2006-08) (modified)	Indian Assured Lives Mortality (2006-08) (modified)
Expected Return on Fund	8.65% in 2019-20, 8.60% thereafter	8.55%

Total amount charged to the Statement of Profit and Loss for the year ₹ 280.50 Lakh (Previous year ₹ 273.17 Lakh)

vi) Leave Obligation

The leave obligation cover the company's liability for privilege leave and sick leave to be availed by employees. These employees can carry forward a portion of the unutilised leave balances and utilise it in future periods or receive cash in lieu thereof (except in case of sick leave for certain category of employees) as per the Company's policy. The Company records a provision for leave obligations in the period in which the employees render the services that increases this entitlement.

NOTES

TO THE FINANCIAL STATEMENTS

vii) Others

Others consist of company and employee contribution to:

- i. Employees Pension Scheme [Total amount charged to the Statement of Profit and Loss for the year ₹ 155.32 Lakh (Previous year 2017-18 ₹ 132.15 Lakh)]
- ii. Employees State Insurance [Total amount charged to the Statement of Profit and Loss for the year ₹ 10.85 Lakh (Previous year 2017-18 ₹ 36.38 Lakh)]

Contribution to these schemes are made by the company as required as per the statute.

42. The Company is in the process of evaluating the impact of the recent Supreme Court Judgment in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-1/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. In the assessment of the management the aforesaid matter is not likely to have a significant impact and accordingly, no provision has been considered in these Financial Statements.

43. Changes in accounting policies

This note explains the impact of the adoption of Ind As 115 *Revenue from Contracts with Customers* on the financial statements.

The company has adopted Ind AS 115 Revenue from Contracts with Customers from 1 April, 2018 which resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. In accordance with the transition provisions in Ind AS 115, the company has adopted the new rules retrospectively and has restated comparatives for the year ended 31st March' 2018, wherever material.

As a result of the change in the company's accounting policy, comparative information for the previous year had to be restated (not material to the financial statement), which includes increase in Revenue from Operations (note 20) by ₹ 37 Lakh, increase in Freight and Handling Charges (note 27) by ₹ 37 Lakh, decrease in Trade Receivables (note 10) by ₹ 50 Lakh and decrease in Trade Payables (note 16) by ₹ 50 Lakh.

There is no impact on the retained earnings as at 1st April' 2018 due to the above adjustments.

Although the company has adopted Ind AS 115 retrospectively, restated items retrospectively in its financial statements, there is no material effect on the information in the balance sheet at the beginning of the preceding period, hence the entity has not presented a third balance sheet as at that date (1st April, 2017).

44. Corporate social responsibility expense

Gross amount required to be spent by the company during FY 2018-19 was ₹ 346.00 Lakhs (2017-18 : ₹ 300 Lakhs). The details of the amount spent during the year CSR activity as covered under Schedule-VII to the Companies Act, 2013 is given below:

Particulars	In cash		Yet to be paid in cash		Total	
	FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18
	(₹ in Lakhs)					
(i) Construction / Acquisition of any asset	-	-	-	-	-	-
(ii) On purposes other than (i) above	348.00	300.00	-	-	348.00	300.00

NOTES

TO THE FINANCIAL STATEMENTS

45. Assets Pledged as Security

The carrying amounts of assets pledge as security/collateral for current and non current borrowings as follows:

	As at 31.03.2019	As at 31.03.2018
₹ in Lakhs		
Current		
First Charge		
Inventories	31,503.50	19,865.82
Trade receivables	27,781.29	21,419.03
Cash and Cash equivalents	2,770.68	257.90
Other balances with banks	111.24	63.16
Other Financial Assets	3,711.65	2,895.02
Other Current Assets	2,267.01	3,843.33
Investments	-	1,001.12
	68,145.37	49,345.38
Non Current		
First Charge		
Freehold Buildings	-	10,171.53
Plant and Equipment	-	46,009.99
Furniture & Fixtures	-	119.06
Office Equipments	-	61.39
Vehicles	-	492.08
Data Processing Equipment	-	94.67
Railway Sidings	-	-
	-	56,948.72

46. Previous year's figures have been regrouped/reclassified where necessary to correspond with the current year's classification/disclosure.

For **Price Waterhouse & Co Chartered Accountants LLP**

Firm Registration Number: 304026E/E-300009

Chartered Accountants

Pinaki Chowdhury

Partner

Membership Number: 057572

Kolkata, 15 April, 2019

For and on behalf of the Board of Directors

Koushik Chatterjee

Chairman

Sandeep Kumar

Managing Director

Subhra Sengupta

Chief Financial Officer

Sankar Bhattacharya

Company Secretary

Kolkata, 15 April, 2019

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of Tata Metaliks Limited (CIN: L27310WB1990PLC050000), will be held on Tuesday, August 27, 2019 at "Kala Mandir", 48, Shakespeare Sarani, Kolkata - 700017 at 11:00 a.m. to transact the following business:

Ordinary Business:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

2. Declaration of Dividend

To declare dividend of ₹ 3.50/- per equity share of ₹10/- each for the Financial Year 2018-19.

3. Re-appointment of a Director

To re-appoint a Director in place of Mr. Sanjiv Paul (DIN: 00086974), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment.

4. Re-appointment of a Director

To re-appoint a Director in place of Ms. Samita Shah (DIN: 02350176), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment.

Special Business

5. Re-appointment of Mr. Krishnava Satyaki Dutt as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, *if any*, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended till date, Mr. Krishnava Satyaki Dutt (DIN: 02792753), who was appointed as an Independent Director at the 24th Annual General Meeting of the Company held on September 10, 2014 and who holds office up to September 09, 2019, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby

re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for the second term of five years commencing September 10, 2019 through September 09, 2024, not liable to retire by rotation".

6. Re-appointment of Dr. Pingali Venugopal as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, *if any*, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended till date, Dr. Pingali Venugopal (DIN: 05166520), who was appointed as an Independent Director at the 24th Annual General Meeting of the Company held on September 10, 2014 and who holds office up to September 09, 2019, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for the second term of five years commencing September 10, 2019 through September 09, 2024, not liable to retire by rotation".

7. Related Party Transaction(s) with T S Global Procurement Company Pte. Ltd. for purchase of Coal/ Coke

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with T S Global Procurement Company Pte. Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coal/ Coke (as detailed in the Statement annexed to the Notice) for a sum not exceeding ₹ 350 crore, at arm's length basis and in the ordinary course of business, for the Financial Year 2019-20.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)".

8. Related Party Transaction(s) with Tata Steel Limited for purchase of Iron Ore Lump and Fines

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's Policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Tata Steel Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Purchase of Iron Ore Lump and Fines (as detailed in the Statement annexed to the Notice) for a sum not exceeding ₹ 300 crore, at arm's length basis and in the ordinary course of business for the Financial Year 2019-20.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the

Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)".

9. Related Party Transactions with Tata Steel Limited for purchase of Coke

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Tata Steel Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coke from Hooghly Met Coke (HMC) (as detailed in the Statement annexed to the Notice) for a sum not exceeding ₹ 450 crore, at arm's length basis and in the ordinary course of business for the Financial Year 2019-20.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)".

10. Ratification of Remuneration payable to Cost Auditors

To consider and if thought fit, to pass 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 read with the Companies (Audit and Auditors) Rules, 2014, as amended till date, the Company hereby ratifies the remuneration of ₹ 3,00,000/- plus applicable taxes and re-imbursement of out-of-pocket expenses payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001) who have been appointed by the Board of Directors on the recommendation of Audit Committee, as the Cost Auditors of the Company, to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2020.

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

NOTES

1. The Statement under Section 102 of the Companies Act, 2013 (Act) relating to item nos. 5 to 10 as mentioned above forms part of this Notice and the details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment at the Annual General Meeting (Meeting or AGM) is furnished as Annexure to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE AGM INSTEAD OF HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

Proxies, in order to be effective, must be received at the Registered Office of the Company at Tata Centre, 10th Floor, 43, J. L. Nehru Road, Kolkata - 700071, duly completed and signed, not less than forty-eight hours before the commencement of the AGM. A proxy form is being sent along with this Notice. Proxies submitted on behalf of limited companies, societies etc., must be supported by an appropriate resolution or authority, as applicable.
4. Corporate members intending to send their authorised representative(s) to attend the AGM are requested to send a certified copy of the Board Resolution to the Company authorising their representative(s) to attend and vote on their behalf at the Meeting of the Company.

5. In case of joint holders attending the meeting, only such joint holder(s) who are higher in the order of names will be entitled to vote.
6. Members/ Proxies/ Authorized Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The dividend on equity shares, as recommended by the Board of Directors, if approved at the AGM, will be paid on and from Saturday, August 31, 2019 as under:
 - In respect of Equity Shares held in physical form, to all those members whose names appear on the Company's Register of Members after giving effect to valid transmission or transposition requests lodged with the Company at the end of business hours on Monday, August 19, 2019.
 - In respect of Equity Shares held in electronic form, to all the beneficial owners of the shares as at the end of business hours on Monday, August 19, 2019 as per details furnished by the Depositories for this purpose.

Members are requested to register their bank details with their depository participant in case they hold shares in electronic form or with the Company's Registrar and Transfer Agent (RTA), R&D Infotech Pvt. Ltd., in case of holding in physical form to facilitate payment of dividend etc., either in electronic mode or for printing on the payment instruments.

8. The Registers of Members of the Company will be closed from August 20 to August 27, 2019 (both days inclusive) for the purpose of Annual General Meeting and dividend for Financial Year 2018-19.
9. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, R & D Infotech Pvt. Ltd., 1st Floor, 7A, Beltala Road, Kolkata- 700 026, Phone: +91-33-24192641/42, Telefax: +91-33-24741657, E-mail: tml@rdinfotech.in; rdinfotech@yahoo.com, for assistance in this regard.
10. Members are requested to intimate changes, *if any*, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and to R & D Infotech Pvt. Ltd., 1st Floor, 7A, Beltala Road, Kolkata- 700 026, in case the shares are held in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the RTA, the details of such folios together with the

share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

12. Members desiring any information mentioned in the Notice and accompanying statement shall be available for inspection by Members at the Registered Office of the Company during business hours on all working days, up to the date of the AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.
13. Members desiring any information with respect to the Financial Statements, are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the AGM.
14. As per the provisions of Section 72 of the Act, the facility for making nominations is available to the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to submit their nomination in Form No. SH-13. Nomination forms can be obtained from the office of the RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants.
15. Section 20 of the Act permits service of documents on Members by a Company through electronic mode. Hence, in accordance with the Act read with the Rules framed thereunder, the Notice of this Meeting is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant unless any Member has requested for a physical copy of the Notice. For Members who have not registered their e-mail addresses, physical copies of the said Notice are being sent by the permitted mode. Members may note that the said Notice will also be available on the Company's website i.e. www.tatametaliks.com and on the website of NSDL at www.evoting.nsdl.com.
16. To support "Green Initiative", Members holding shares in physical form are requested to convert their shares in dematerialised form and the Members who have not yet registered their email IDs are requested hereby to register their respective email IDs with the RTA of the Company.
17. Route map to the venue of the AGM forms part of this Notice.
18. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc., to the RTA at the following address:

R & D Infotech Pvt. Ltd. 7A, Beltala Road, Kolkata - 700 026.
Phone: +91-33-24192641/42; Telefax: +91-33-24741657; Email: tml@rdinfotech.in; rdinfotech@yahoo.com.

If the shares are held in electronic form, then change of address and change in the bank accounts etc., should be furnished to their respective Depository Participants.
19. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are

also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/ Claimants can file only one consolidated claim in a Financial Year as per the IEPF Rules.

20. Members who have not yet encashed their dividend warrants for the Financial Years ended March 31, 2016 onwards are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for Financial Year 2015-16 can be claimed by Members till June 28, 2023.

Members may note that the list of unpaid/unclaimed dividend is available on the website of the Company at www.tatametaliks.com/investors/list-of-unpaid-unclaimed-dividend.aspx.

21. At the 27th AGM held on July 26, 2017, the Members approved appointment of Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants (ICAI Registration No.304026E/ E300009), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 32nd AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 29th AGM.

Voting through electronic means

1. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, each as amended from time to time and the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to cast their votes electronically, through e-voting services provided by National Securities Depository Limited (NSDL), on the resolutions set forth in this Notice. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting") and the services will be provided by NSDL. Instructions for remote e-voting (including process and manner of e-voting) are given below. The Resolution passed by remote e-voting are deemed to have been passed as if they have been passed at the Meeting. The Notice of the Meeting indicating the instructions of remote e-voting process along with printed attendance slip and proxy form can be downloaded from the NSDL's website (www.evoting.nsdl.com) or the Company's website (www.tatametaliks.com).
2. The Board of Directors has appointed Mr. P.V. Subramanian, (Membership No. ACS 4585/ C.P. No. 2077), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.

3. The facility for voting through electronic voting system or ballot paper shall be made available at the Meeting and the Members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
 4. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 5. **Members can opt for only one mode of voting, i.e. either by remote e-voting or voting at the Meeting. In case Members cast their vote through both the modes, voting done by remote e-voting shall prevail and votes cast at the Meeting shall be treated as invalid.**
 6. **Instructions for e-voting are as under:**
How do I vote electronically using NSDL e-Voting system?
 The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.
Details on Step 1 are mentioned below:
How to Log-in to NSDL e-Voting website?
 - a. Visit e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
 - b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
 - c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
 - d. Your User ID details will be as per details given below:
 - i. **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*****).
 - ii. **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*****).
 - iii. **For Members holding shares in Physical Form:** EVEN (E-Voting Event Number) followed by Folio Number registered with the Company. (For example if your Folio No. is 00**** and EVEN is 110708, then your user ID is 11070800*****).
- e. Your password details are given below:
 - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. 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.
 - iii. How to retrieve your "initial password"?
 - 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 in 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".
 - If your email ID is not registered, your "initial password" is communicated to you on your postal address.
 - f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - i. 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.
 - ii. Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. 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.
 - g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - h. Now, you will have to click on "Login" button.
 - i. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 are given below:**
How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Company i.e. 110708 to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members:

1. Institutional Members (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 pvs17@rediffmail.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 to the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Other Instructions

1. The remote e-voting period commences on August 23, 2019 (9:00 a.m. IST) and ends on August 26, 2019 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on August 19, 2019, ("Cut-off date") may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
3. The voting rights of Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the Cut-off date i.e. August 19, 2019, and as per the Register of Members of the Company. Please note, only a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall be entitled to avail the facility of e-voting either through remote e-voting or voting at the Meeting through e-voting or ballot paper.
4. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Annual Reports, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your

password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the Toll free no.: 1800-222-990 or email at evoting@nsdl.co.in.

5. At the Meeting, at the end of the discussion on the resolution on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, allow voting for all those Members who are present at the Meeting but have not cast their vote electronically using the remote e-voting facility.
6. In case of any queries, you may refer the FAQs for Members and e-voting user manual for Shareholders available at the "downloads" section of NSDL's e-voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting at:

Name and Designation: Mr. Amit Vishal, Senior Manager
Address: Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai – 400013.
E-mail id and Phone Number(s):
amitv@nsdl.co.in; 022-24994360;
Toll free no.: 1800-222-990.

Declaration of Results on the Resolution:

1. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, *if any*, to the Chairman or a person authorized by him in writing who shall countersign the same.
2. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
3. The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.tatametaliks.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 the Chairman and the same shall be communicated to BSE Limited and The National Stock Exchange of India Limited, where the 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/-

Sankar Bhattacharya
Chief – Corporate Governance
& Company Secretary
(Membership No. ACS 11438)

Kolkata
April 15, 2019

Registered Office:
Tata Centre, 10th Floor, 43, J. L. Nehru Road,
Kolkata – 700071.
Tel: 91 33 6613 4200 | Fax: 91 33 2288 4372
CIN: L27310WB1990PLC050000
E-mail: investors@tatametaliks.co.in
Website: www.tatametaliks.com

Annexure to Notice

Statement pursuant to Section 102 of the Companies Act, 2013 (Act)

The following Statement sets out all material facts relating to Item Nos. 5 to 10 mentioned in the accompanying Notice.

Item No. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Krishnava Satyaki Dutt (DIN: 02792753) as an Independent Director, for a second term of five years commencing September 10, 2019 through September 09, 2024, not liable to retire by rotation. Mr. Dutt was appointed as an Independent Director at the 24th Annual General Meeting (AGM) of the Company and holds office up to September 09, 2019. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Dutt would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Company has received from Mr. Dutt (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 and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

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

Mr. Dutt started his legal career at Calcutta High Court. After a short stint there, he joined ICICI Bank in Mumbai. He later joined Amarchand Mangaldas in 2005 and was made partner in 2007, before retiring in June 2009. After that, he founded Argus Partners. Mr. Dutt has been identified by India Business Law Journal as one of India's top 100 lawyers. RSG Consulting (London) has identified Mr. Dutt as being among the leading second generation of Indian corporate lawyers.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of Listing Regulations and other applicable Regulations, the re-appointment of Mr. Dutt as Independent Director is now being placed before the Members for their approval by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Dutt to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of Members.

Item No. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Dr. Pingali Venugopal (DIN: 05166520) as an Independent Director, for a second term of five years commencing September 10, 2019 through September 09, 2024, not liable to retire by rotation. Dr. Venugopal was appointed as an Independent Director at the 24th Annual General Meeting (AGM) of the Company and holds office up to September 09, 2019. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Dr. Venugopal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Company has received from Dr. Venugopal (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 and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

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

Dr. Venugopal has 35 years of experience in various areas of the marketing functions. Currently, he is the coordinator of the Centre for Global Management and Responsible Leadership at XLRI, Jamshedpur. His research and publications cover different marketing topics.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of Listing Regulations and other applicable Regulations, the re-appointment of Dr. Venugopal as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Dr. Venugopal to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 6 of the Notice.

The Board recommends the Resolution set forth in Item No. 6 for the approval of Members.

Item No. 7

Context:

A resolution for related party transaction for the value of ₹ 350 crore for procurement of Coal/ Coke from T S Global Procurement Company Pte. Ltd. (TSGP) was approved by the Members of the Company at the 28th AGM held on July 02, 2018 for Financial Year 2018-19. The said approval has expired on March 31, 2019. To ensure that the Company continues to procure Coal/ Coke, approval of the Members is being sought, to enter into related party transaction(s) with TSGP for an amount of ₹ 350 crore for Financial Year 2019-20.

Background and Details of the Transaction:

Consistent, cost effective and assured supply of bulk Coal/ Coke, of desired quality, is a key requirement for the Company. The Company intends to procure bulk Coal/ Coke from TSGP to have consistent control over quality of the supplies. This transaction will help the Company to manage manufacturing operations smoothly and ensure the desired quality and quantity of Coal/ Coke is available for uninterrupted operations and increased productivity.

Benefits of procuring from TSGP:

The strategic advantages for the Company in procuring from TSGP are as under:

- i. TSGP by virtue of its size/ trading book has a better negotiating position with the miners/ suppliers, to secure competitive sourcing rates. As TSGP handles the bulk procurement of

Tata Steel Group, it has an inherent advantage of specialized knowledge, skill and economies of scale which helps in better negotiation of price considering the value in use with the vendors, and the comparatively smaller volume of your Company.

- ii. TSGP is able to plan large vessels and the Company benefits from lower freight. This improves the overall landed cost for the Company.
- iii. Bulk procurement from TSGP ensures consistency in obtaining bulk raw materials for production with established supply chain which is essential for uninterrupted operations and increased productivity of the Company.

Approval being sought for Financial Year 2019-20:

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

TSGP is a related party in terms of Regulation 2(1)(zb) of the Listing Regulations. The estimated value of transaction with TSGP for Financial Year 2019-20 will be ₹ 350 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹ 216 crore as per last audited financial statements of FY 2018-19.

Hence, it is proposed to secure Members' approval for the related party contract(s)/ arrangement(s) to be entered into with TSGP during Financial Year 2019-20, as mentioned in Item No. 7 of the Notice.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions etc., are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	T S Global Procurement Company Pte. Ltd.
2	Name of the Director or KMP who is related	Mr. Koushik Chatterjee, Chairman
3	Nature of Relationship	Fellow Subsidiary
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves purchase of Coal/Coke on a continuous basis for an aggregate amount of ₹ 350 crore during Financial Year 2019-20.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

Arm's Length Pricing:

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

The Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, is concerned or interested, in the resolution mentioned at Item No. 7 of the Notice.

Item No. 8

Context:

A resolution for related party transaction for the value of ₹ 200 crore for procurement of iron ore lumps and fines from Tata Steel Limited (TSL) was approved by the Members of the Company at the 28th AGM held on July 02, 2018 for Financial Year 2018-19. The said approval has expired on March 31, 2019. To ensure that the Company continues to procure iron ore lump and fines, approval of the Members is being sought, to enter into related party transaction(s) with TSL for an amount of ₹ 300 crore for Financial Year 2019-20.

Background and Details of the Transaction:

Consistent, cost effective and assured supply of Iron Ore Lump and Fines, of desired quality, is a key requirement for the Company. The Company intends to procure bulk iron ore lumps and fines from TSL to have consistent control over quality of the supplies. This transaction will help the Company to manage manufacturing operations smoothly and ensure the desired quality and quantity of iron ore lump and fines is available for uninterrupted operations and increased productivity.

Benefits of procuring from TSL:

The strategic advantages for the Company in procuring from TSL are as under:

- i. TSL is one of the largest steel producing companies in the world. As TSL has multiple mines, consistent and cost effective supply of iron ore lumps and fines becomes easier for the comparatively smaller volume of your Company.

- ii. The iron ore from Khonbond, Joda and Noamundi mines of TSL are perfect for the grade and quality your Company produces.
- iii. Bulk procurement from TSL ensures consistency in obtaining bulk raw materials for production with established supply chain which is essential for uninterrupted operations and increased productivity of the Company.

Approval being sought for Financial Year 2019-20:

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

TSL is a related party in terms of Regulation 2(1)(zb) of the Listing Regulations. The estimated value of transaction with TSL for Financial Year 2019-20 will be ₹ 300 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹ 216 crore as per last audited financial statements of FY 2018-19.

Hence, it is proposed to secure Members' approval for the related party contract(s)/ arrangement(s) to be entered into with TSL during Financial Year 2019-20, as mentioned in Item No. 8 of the Notice.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions etc., are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	Tata Steel Limited
2	Name of the Director or KMP who is related	Mr. Koushik Chatterjee, Executive Director and Chief Financial Officer
3	Nature of Relationship	Holding Company (55.06% of paid-up Equity Share Capital)
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of iron ore lump and fines. Monetary value of proposed aggregate transaction(s) during financial year 2019-20 is expected to be ₹300 crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

Arm's Length Pricing:

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

The Board recommends the Ordinary Resolution set forth at Item No. 8 of the Notice for approval of the Members.

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

Item No. 9

Context:

A resolution for related party transaction for the value of ₹ 450 crore for procurement of Coke from Hooghly Met Coke (HMC), a division of Tata Steel Limited (TSL) was approved by the Members of the Company at the 28th AGM held on July 02, 2018 for Financial Year 2018-19. The said approval has expired on March 31, 2019. To ensure that the Company continues to procure coke from HMC, approval of the Members is being sought, to enter into related party transaction(s) with TSL for an amount of ₹ 450 crore for Financial Year 2019-20.

Background and Details of the Transaction:

Consistent, cost effective and assured supply of Coke, of desired quality, is a key requirement for the Company. The Company intends to procure bulk HMC from TSL to have consistent control over quality of supplies. This transaction will help the Company to manage manufacturing operations smoothly and ensure the desired quality and quantity of Coke is available for uninterrupted operations and increased productivity.

Benefits of procuring from TSL:

The strategic advantages for the Company in procuring from TSL are as under:

- i. TSL is one of the largest steel producing companies in the world. By virtue of the large size of TSL operations, consistent supply of HMC becomes easier for the comparatively smaller volume of your Company.

- ii. The quantity to be purchased from TSL will be based on actual price of coal and conversion charge, thereby reducing the exposure to the volatility of coke price.
- iii. Bulk procurement from TSL ensures consistency in obtaining bulk raw materials for production with established supply chain which is essential for uninterrupted operations and increased productivity of the Company.

Approval being sought for Financial Year 2019-20:

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the Listing Regulations provides that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during the Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

TSL is a related party in terms of Regulation 2(1)(zb) of the Listing Regulations. The estimated value of transaction with TSL for Financial Year 2019-20 will be ₹450 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹ 216 crore as per last audited financial statements of FY 2018-19.

Hence, it is proposed to secure Members' approval for the related party contract(s)/ arrangement(s) to be entered into with TSL during Financial Year 2019-20, as mentioned in Item No. 9 of the Notice.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions etc are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	Tata Steel Limited
2	Name of the Director or KMP who is related	Mr. Koushik Chatterjee, Executive Director and Chief Financial Officer
3	Nature of Relationship	Holding Company (55.06% of paid-up Equity Share Capital)
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of Coke from HMC shall be on a continuous basis. Monetary value of proposed aggregate transaction(s) during Financial Year 2019-20 is expected to be ₹450 crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

Arm's Length Pricing:

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

The Board recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, are concerned or interested, in the resolution mentioned at Item No. 9 of the Notice.

Item No. 10

Pursuant to Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, as amended till date, the Company is required to conduct audit of its cost records by a Cost Accountant in Practice, as specified under the Companies (Cost Records and Audit) Rules, 2014.

The Board of Directors of the Company has, on recommendation of the Audit Committee, appointed M/s Shome & Banerjee, Cost Accountants (Firm Registration Number 000001) as the Cost Auditors of the Company for the Financial Year ending March 31, 2020 at a remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2020.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 10 for approval of the Members.

By Order of the Board of Directors
sd/-

Sankar Bhattacharya
Chief – Corporate Governance
& Company Secretary
(Membership No. ACS 11438)

Kolkata
April 15, 2019

Registered Office:

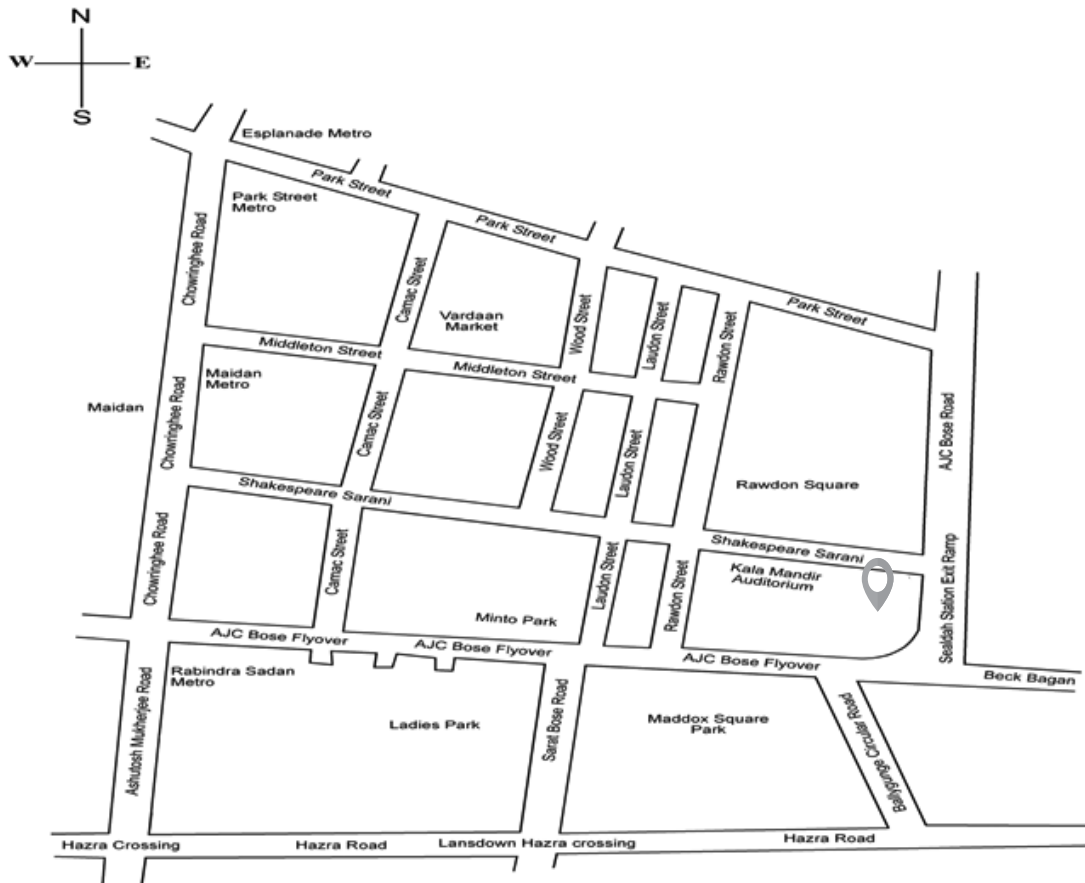
Tata Centre, 10th Floor, 43, J. L. Nehru Road,
Kolkata – 700071.
Tel: 91 33 6613 4200 | Fax: 91 33 2288 4372
CIN: L27310WB1990PLC050000
E-mail: investors@tatametaliks.co.in
Website: www.tatametaliks.com

Details of Directors seeking re-appointment at the AGM

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Sanjiv Paul	Ms. Samita Shah	Mr. Krishnava Satyaki Dutt	Dr. Pingali Venugopal
DIN	00086974	02350176	02792753	05166520
Nationality	Indian	Indian	Indian	Indian
Date of Birth	16/03/1963	02/02/1971	16/10/1974	11/05/1958
Date of Appointment	30/03/2013	24/03/2015	05/07/2012	05/01/2012
Qualification	B.Tech	B.A(Economics) PGDM – IIM Ahmedabad	B.Sc. LLB	<ul style="list-style-type: none"> • Fellow Programme in Management • PGDM-IIM, Ahmedabad • BSC (Agriculture)
Expertise in specific functional areas	Metallurgical Engineer	Corporate Finance & Risk Management	Corporate Law	Management
Directorships held in Bodies Corporate except Tata Metaliks Ltd.	1. Tata Pigments Limited	1. Jamipol Limited 2. Jugsalai Steel Limited 3. Jamadoba Steel Limited 4. Straight Mile Steel Limited 5. Sakchi Steel Limited 6. Bamnipal Steel Limited 7. Noamundi Steel Limited 8. Tata Steel Special Economic Zone Limited 9. Tata BlueScope Steel Private Limited 10. Abja Investment Co. Pte. Ltd.	1. Balrampur Chini Mills Limited 2. Tata Steel BSL Limited 3. Macmet Engineering Limited 4. Maithon Power Limited	1. Jamshedpur Continuous Annealing & Processing Company Private Limited
Chairmanships/ Memberships of Committees	Nil	1. Jamipol Limited: Audit Committee – Member 2. Tata Steel Special Economic Zone Limited: Audit Committee – Member 3. Tata BlueScope Steel Private Limited: Audit Committee - Chairman; Risk Management Committee - Chairman	1. Balrampur Chini Mills Limited: Audit Committee – Member; Stakeholders’ Relationship Committee – Member 2. Maithon Power Limited: Audit Committee – Chairman; Corporate Social Responsibility Committee - Chairman	1. Jamshedpur Continuous Annealing & Processing Company Private Limited: Audit Committee - Member; Nomination and Remuneration Committee - Member
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil
Attendance at Board Meetings in FY 2018-19	Mr. Paul attended 5 (five) Board Meetings in FY 2018-19.	Ms. Shah attended 6 (six) Board Meetings in FY 2018-19.	Mr. Dutt attended 6 (six) Board Meetings in FY 2018-19.	Dr. Venugopal attended all the 7 (seven) Board Meetings in FY 2018-19.
Remuneration	For other details such as remuneration drawn, please refer to the Corporate Governance Report which is a part of this Integrated Report.			

Route Map to the AGM Venue



 Kala Mandir,
48, Shakespeare Sarani, Kolkata - 700 017

Landmark: Next to IDBI Bank, Zonal Office
Nearest Bus-stop: AJC Bose Road Crossing
Nearest Metro Station: Maidan Metro Station
Distance from AJC Bose Road Crossing: 500 M
Distance from Maidan Metro Station: 1.6 Km
Distance from Rabindra Sadan Metro Station: 2.0 Km



TATA METALIKS LIMITED

Registered Office – Tata Centre, 10th Floor, 43, J. L. Nehru Road, Kolkata – 700 071
Tel: +91-33-66134200, Fax: +91-33-22884372 . CIN: L27310WB1990PLC050000.
Website: www.tatametaliks.com; Email: investors@tatametaliks.co.in

PROXY FORM (FORM NO. MGT 11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014, as amended)

29th ANNUAL GENERAL MEETING - TUESDAY, AUGUST 27, 2019 AT 11:00 A.M.
at "Kala Mandir", 48, Shakespeare Sarani, Kolkata – 700 017

Name of the Member(s):

Registered address :

E-mail ID: Folio No./ Client ID:

DP ID:

I/We, being the Member(s) holding shares of Tata Metaliks Limited, hereby appoint

1. Name: E-mail ID:

Address:

or Failing him / her Signature:

2. Name: E-mail ID:

Address:

or Failing him / her Signature:

3. Name: E-mail ID:

Address:

or Failing him / her Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 29th Annual General Meeting of the Company to be held on Tuesday, August 27, 2019 at 11:00 a.m. (IST) at "Kala Mandir", 48, Shakespeare Sarani, Kolkata – 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below :

Resolution No.	Resolution	For	Against
Ordinary Business:			
1	Consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2	Declare dividend of ₹ 3.50/- per Equity Share of ₹ 10/- each for Financial Year 2018-19.		
3	Appointment of Director in place of Mr. Sanjiv Paul (DIN: 00086974), who retires by rotation and is eligible for re-appointment.		
4	Appointment of Director in place of Ms. Samita Shah (DIN: 02350176), who retires by rotation and is eligible for re-appointment		
Special Business:			
5	Re-appointment of Mr. Krishnava Satyaki Dutt (DIN: 02792753) as an Independent Director		
6	Re-appointment of Dr. Pingali Venugopal (DIN: 05166520) as an Independent Director		
7	Approval for Related Party Transaction		
8	Approval for Related Party Transaction		
9	Approval for Related Party Transaction		
10	Ratification of Cost Auditors' remuneration		

Signed this _____ day of _____ 2019

Signature of Shareholder(s)

Affix
Revenue
Stamp

Signature of Proxy Holders(s)

NOTES:

- This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Tata Centre, 10th Floor, 43, J.L.Nehru Road, Kolkata – 700 071, not less than 48 hours before the commencement of the Meeting.
- ** This is optional. Please put a '✓' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner he/she thinks appropriate.
- Appointing a Proxy does not prevent a Member from attending in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



1. Celebrating with the winners of various sports events
2. Glimpse from a sports event
3. Children of Government primary schools celebrate the birthday of J N Tata
4. Glimpse from Samvaad - a tribal conclave
5. Independent Directors' visit to a nearby village school
6. Independent Directors' visit to the plant
7. World Environment Day celebrations at Kharagpur
8. College students receiving the Sadbhavana scholarship



Head Office

Tata Centre, 10th Floor
43, J.L. Nehru Road, Kolkata - 700071

Plant

Village Maheshpur
PO: Samraipur, Gokulpur, Kharagpur
Paschim Midnapur
Pincode - 721301, West Bengal

www.tatametaliks.com