



TML: 4225 : 2020

Date: July 31, 2020

The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.  
Maharashtra, India.  
**Scrip Code: 513434**

The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051.  
Maharashtra, India  
**Symbol: TATAMETALI**

**Sub: Annual Secretarial Compliance Report**

Dear Madam, Sir,

Please find enclosed herewith the Annual Secretarial Compliance Report of the Company dated July 29, 2020, for the year ended March 31, 2020, as certified by Mr. P. V. Subramanian, Practicing Company Secretary.

This Report has been issued in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

This is for your information and records.

Thanking you.

Yours Faithfully,  
**Tata Metaliks Limited**

**Sankar Bhattacharya**  
Chief - Corporate Governance &  
Company Secretary

Encl.: as above

**TATA METALIKS LIMITED**

Tata Centre 43 J. L. Nehru Road Kolkata 700 071 India  
Tel 91 33 6613 4200 Fax 91 33 2288 4372 e-mail: [tml@tatametaliks.co.in](mailto:tml@tatametaliks.co.in)  
CIN L27310WB1990PLC050000

**P. V. SUBRAMANIAN**

*B.Com., LL.B., ACS.*

Company Secretary in Whole-time Practice

81/8, Regent Estate,  
Kolkata-700 092, India.

Mobile: 98300 26425

Email: pvsm17@rediffmail.com

**SECRETARIAL COMPLIANCE REPORT**

**OF**

**TATA METALIKS LIMITED**

**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020.**

**[Pursuant to Circular No. CIR/CFD/CMD1/27/2019 dated 08/02/2019  
issued by Securities and Exchange Board of India]**

I, P. V. Subramanian, Company Secretary in Whole-time Practice, have examined:

- (a) all the documents and records made available to me and explanations provided by **Tata Metaliks Limited** (CIN: L27310WB1990PLC050000) having its Registered Office at "Tata Centre", 10<sup>th</sup> Floor, 43, J. L. Nehru Road, Kolkata-700071, West Bengal ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 ("review period") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018  
**(Not applicable to the company during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the company during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the review period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the company during the review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the company during the review period);**

and based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-  
Company paid a fine of Rs. 7,05,288 (plus applicable taxes) to BSE Limited and Rs. 7,48,085 (plus applicable taxes) to the National Stock Exchange of India Limited for delayed application for listing of equity shares issued on preferential basis in March 2019.



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-  
Same as mentioned in para (a) above.
- (e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31/03/2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
--	Nil	Nil	Nil	Does not arise.

- (f) The listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 in terms of Clauses 6(A) and 6(B) of the said circular and has suitably modified the terms of appointment of its Statutory Auditors, vide Supplemental Letter dated January 6, 2020 to the Engagement letter from the Statutory Auditors.

Place: Kolkata,

Date: July 29, 2020. Name of the Practicing Company Secretary: P.V. SUBRAMANIAN



Signature: P.V. Subramanian

ACS No.: 4585

C P No.: 2077

UDIN: A4585B000334123