



TML: 4231 : 2020

Date: August 16, 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: Integrated Report and Annual Accounts 2019-20 for
Financial Year ended March 31, 2020 of Tata Metaliks Limited ('Company')**

Dear Madam, Sirs,

This is in furtherance to our letter dated July 30, 2020 wherein the Company had informed that the 30th Annual General Meeting ('AGM') of the Company will be held on Monday, September 07, 2020 at 3.00 p.m. (IST) via Video Conference/ Other Audio-Visual Means only, in accordance with the General Circular issued by the Ministry of Corporate Affairs dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020.

Please find enclosed herewith the 3rd Integrated Report & 30th Annual Accounts of Tata Metaliks Limited for the Financial Year 2019-20 along with the Notice of the 30th AGM ('Integrated Report'). The Integrated Report is also being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories.

The Integrated Report is available on the website of the Company at <https://www.tatametaliks.com/static-files/pdf/annual-report/integrated-report-2019-20.pdf>

This is submitted pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Yours faithfully,

Tata Metaliks Limited



Sankar Bhattacharya

Chief – Corporate Governance &
Company Secretary

Encl: as above

TATA METALIKS LIMITED

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CIN L27310WB1990PLC050000



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About the Report

The Integrated Report & Annual Accounts 2019-20 is Tata Metaliks’ primary communication to shareholders and other stakeholders.

Standards and Frameworks

This Report is prepared in accordance with the content elements and the guiding principles of the Integrated Reporting <IR> Framework of the International Integrated Reporting Council (IIRC). The financial statements are as per the Indian Accounting Standards (Ind AS). The other disclosures in the Report are as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, the Companies Act, 2013, and the Secretarial Standards issued by the Institute of Company Secretaries of India. The Report also presents a concise overview of how Tata Metaliks’ value creation process contributes to the United Nations Sustainable Development Goals (UN SDGs).

Scope and Boundary

The Report provides an overview of the Company’s performance for FY 2019-20. It covers

Tata Metaliks’ main business and operations – manufacturing operations at Village Maheshpur, PO: Samraipur, Gokulpur, Kharagpur, Paschim Midnapur 721301, West Bengal and 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 initiatives and other community initiatives. Comparative figures for the previous four years have been incorporated, wherever relevant.

Materiality

The Report aims to provide a fair, balanced and overall assessment of Tata Metaliks’ business model, strategy, performance and prospects in relation to material financial, economic, social, environmental and governance issues.

Assurance

The non-financial information of the Report has been assured by Bureau Veritas as per the AA 1000 standard. For the detailed assurance statement, please visit: www.tatametaliks.com/investors/annual-reports.aspx

Management Responsibility

To optimise governance oversight, risk management and controls, the contents of this Report have been reviewed by the Managing Director and various Senior Executives of the Company.

Forward-looking Statements

Certain statements in the Report regarding our business operations may constitute forward-looking statements. These include all statements other than statements of historical facts, including those regarding the financial position, business strategy, management plans and objectives for future operations. Forward-looking statements can be identified by words such as ‘believes’, ‘estimates’, ‘anticipates’, ‘expects’, ‘intends’, ‘may’, ‘will’, ‘plans’, ‘outlook’ and other words of similar meaning in connection with a discussion of future operational or financial performance.

Building a smart future

The rapid changes brought about by technological advancements and the challenges posed by economic, social and environmental factors have set in motion a new narrative for the future. Innovation and excellence are an imperative for delivering sustainable value and at Tata Metaliks, they go much beyond to create a smart future.

We have put in place a digital transformation roadmap that will not only have a direct impact on safety, productivity and EBITDA, but also help enhance the customer, supplier and employee experiences.

Our vision of ‘Reaching Tomorrow First’ is reflected in our pursuit of an ambitious growth strategy that will propel us towards a value-led, sustainable and smart future.



Corporate Profile

Excellence at the core

Tata Metaliks, a subsidiary of Tata Steel, is one of India's leading producers of high-quality Pig Iron (PI) and Ductile Iron Pipes (DIP).

We produce hot metal using iron ore lumps, sinter, coke and fluxes, which are partly value-added into DIP for use in the water infrastructure industry and partly cast into PI for use in foundries. Our state-of-the-art manufacturing plant near Kharagpur, West Bengal, enjoys strategic locational advantage due to its proximity to iron ore mines in Odisha and Jharkhand, the Haldia port (for import of coal) and the PI and DIP markets of eastern India.



Awards

Received Economic Times Corporate Award for Excellence in Business Performance

Bagged 3rd prize in Confederation of Indian Industry (CII) National-Level Environmental Kaizen competition

Received the Energy Conservation Award at the CII ENCON Awards 2019 with '4 Star Rating' in the Large-Scale Category



Vision

Reaching Tomorrow First



Mission

Tata Metaliks strives to become a sustainable organisation through significant contribution to India's foundry, water and sanitation sectors by optimum utilisation of men, material and assets, responsible use of energy and water resources, being guided by its values.



Values

Pioneering
Integrity
Excellence
Unity
Responsibility

Products

Pig Iron (PI)

14 primary grades and a few customised options as raw material for different types of casting applications



Brands



World's first branded PI, preferred in foundries due to its consistent chemistry and reduced energy consumption

Key markets

Eastern, western and northern India; and among the top 3 in India

Applications

Our PI is suitable for manufacture of various kinds of castings in industries such as:



Automotive



Agriculture



Power



Railways



Aluminium smelters



Sanitary castings

Certifications

For the Company:

ISO 9001, ISO 14001, OHSAS 18001, NABL Certificate for QA Lab, SA 8000, ISO 27001

For DIP:

- BIS Certification for IS 8329
- Certificate of Product Conformity against ISO 2531, ISO 7186, BS EN 545 and BS EN 598 from BV Italia

Ductile Iron Pipe (DIP)

Pipes of diameter 80-800mm, K class and C class pipes with BIS, BV and WRAS certifications and standard length 5.5m



Preferred brand for use in water, sanitation and irrigation industries due to its superior internal lining, easy fitment and strict control over dimensions

Pan-India

Our DIP is used for diverse applications in the water industry such as:



Transmission and distribution of potable water



Transportation of sewage and wastewater



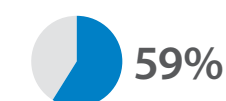
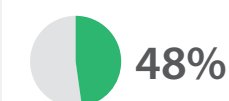
Irrigation



Industrial usage in power plants

Revenue and sales mix

● Revenue
● Sales volume

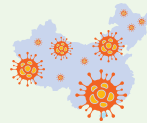


Operating Environment
Resilience put to test

We continue to monitor the global metals and mining landscape to formulate and calibrate our operational strategy. The COVID-19 outbreak in the fourth quarter and the nationwide lockdown in India created an unprecedented economic turmoil, impacting businesses irrespective of size and scale.

KEY DEVELOPMENTS

Emergence of COVID-19 in China in December 2019



The pandemic is causing disruptions for businesses of all sizes and in all sectors. The International Monetary Fund (IMF), in its April 2020 World Economic Outlook, estimated that global economy will contract by 3.0% in 2020, much worse than the 2008-09 financial crisis. Early projections suggest that India's GDP may contract in FY 2020-21 and this is expected to have a far-reaching impact on businesses.

Digitalisation across steel and metals value chain



Digital is no more a choice but a necessity for business sustenance and growth. While Industry 4.0 technologies like advanced data analytics, Internet-of-Things (IoT), cloud computing, robotics, augmented and virtual reality, and mobility are being adopted by manufacturing companies, COVID-19 has accelerated this process and will have a considerable impact on performance metrics such as safety, productivity and EBITDA.

Water infrastructure growth in India



The new frontier in India's infrastructure growth story is 'water'. The Government of India is focused on delivering piped drinking water to all rural homes by 2024, through its 'Har Ghar Jal' programme. Apart from this, the government is also dedicated to developing smart cities, interlinking rivers to redirect water to water-scarce regions and irrigation projects.

Continuing the progress on PI growth



India is an important producer of PI. With the government launching 'Aatmanirbhar Bharat Abhiyan' to make India a self-reliant nation, development in the manufacturing sector will keep the demand growth of PI at satisfactory levels.

Evolving regulation on GHG and other emissions



With climate change posing as one of biggest environmental threats, India has committed to address the issue through its Intended Nationally Determined Contribution (INDC) and is targeting reduction in the GHG emissions intensity of its GDP by 33-35% by 2030, over 2005 levels.

Source: Ministry of External Affairs, Government of India

OPPORTUNITIES OR THREATS PRESENTED

The impact of COVID-19 will be felt on global steel industry for at least two to three years because of likely reduction in demand. However, the same adverse impact may not be there on the government's investment in water infrastructure. Since there could be uncertainties on the supply side, this would give an opportunity to increase our market share.

Typical benefits of an improved and digitised value chain include better customer interaction and up-to a two-fold increase in service levels, 2-4% improvement in EBITDA and inventory reductions of 10 days and more.

Source: World Economic Forum

The government, in the Union Budget 2020-21, allocated ₹11,500 crore towards the Jal Jeevan Mission, a 15% increase over the previous year. The funds will be directed towards augmenting local water sources, recharging existing sources and promoting water harvesting and de-salination. This presents a sizeable opportunity for our DIP business.

Source: Press Information Bureau, Government of India

The COVID-19 impact on auto and auto component sector might adversely impact the demand for PI during the next 18-24 months. The shift of manufacturing bases to India and the government's focus on 'Aatmanirbhar Bharat' may give a boost to the casting industry.

GHG emissions from the steel industry are projected to jump to 837 million tonnes over the next three decades from 242 million tonnes now, as India's demand for steel more than quadruples to ~490 million tonnes. These projections imply that going forward there may be stricter regulations for managing GHG emissions for India to meet its INDC targets.

Source: The Energy and Resources Institute

IMPACT ON OUR BUSINESS

COVID-19 and the consequent lockdown have resulted in supply chain disruptions for the manufacturing and services sector. With the restrictions being gradually eased, the economic activity is likely to revive. To deal with the pandemic, we formed a task force to develop a robust protocol and SOPs for resumption and continuity of business. Some of the key initiatives include implementing an AI-based solution for detection of social distancing violations and providing early relief to the local community and stranded citizens in consultation with the local government machinery. This was possible due to voluntary contributions made by all employees, as well as the contributions from the Company's CSR funds.

Driven by our strategic priority 'Innovate and Excel', we are putting to use digital technology for all our key processes. Three priority themes are covered under our digital transformation programme: Real-time data & analytics, Smart machines and Business on mobile.

Operating in a sector that holds key to India's socioeconomic progress, we are certain that the long-term growth drivers of our businesses will remain intact. We are methodically expanding DIP share – in line with our strategic priority 'Focus on Downstream/Value-add'.

We will continue leveraging the market opportunities presented by the PI market, by commanding a healthy market share and enjoying a premium for our superior products.

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 GHG emissions intensity.

Stakeholder Engagement

Strengthening relationships for sustainable future

With a focused approach towards inclusive growth, we engage with our stakeholder groups through various channels of communication, to understand and plan our response to their expectations. We have a robust stakeholder management programme for engaging with all our stakeholders on a continuous basis.

STAKEHOLDER GROUPS	RELEVANCE	EXPECTATIONS AND ASPIRATIONS	KEY DEVELOPMENTS	FOCUSED PROGRAMMES
<div>Customers</div> <div></div>	<p>Our customers purchase our products and services, providing the basis for revenue growth. In a world increasingly concerned with sustainability, responsible production methods and highly ethical business standards, we want our customers to have total confidence in their choice. Their inputs and feedback help us develop better value offerings that suit their evolving needs.</p>	<p>Establish parameters on quality, timely delivery, technical service and relationship</p>	<ul style="list-style-type: none">Timely redressal of queries/complaintsTechnical service and knowledge sharingChannel restructuringStructured customer engagement planImproving customer experience with Customer Relationship Management (CRM) (under implementation)Using data analytics in sales	<ul style="list-style-type: none">Customer meetsOnline webinars and training sessionsTata eFee trials at customer sites to demonstrate product energy consumption
<div>People</div> <div></div>	<p>The skills, experience and productivity of our employees drive the development and execution of our strategy. The world of work is changing fast and we want to attract and retain strong and diverse talent, who can take up the opportunities and challenges we face.</p>	<p>Safety, ethics, health, environment, productivity, quality and customer focus</p>	<ul style="list-style-type: none">Process Safety Risk Management (PSRM)Felt Leadership Training programme for all officers and supervisorsStrengthening Reward & Recognition (R&R) processDigital capability building	<ul style="list-style-type: none">R&R functionsReverse mentoringTalent development & succession planningDigital mindset change
<div>Investors</div> <div></div>	<p>Our investors and shareholders provide the financial capital for the business' long-term growth. Enabling their full understanding of the strategy, as well as the operational and financial performance of the Company helps us build trust and achieve fair value of our shares.</p>	<p>Value creation and sustainable business</p>	<ul style="list-style-type: none">Demonstration of ethical and governance practices, transparent and adequate disclosureIncreased share of institutional holding	<ul style="list-style-type: none">Annual General Meetings (AGMs)Investor meets/Analyst conference callsDisclosures – financial and Environment, Social and Governance (ESG) performance
<div>Community</div> <div></div>	<p>Stakeholder expectations regarding local issues like skill development, as well as global ones like climate change, are on the rise. This means engagement with our communities is increasingly important, both to maintain our licence to operate and to safeguard our reputation.</p>	<p>Positive impact on education, essential amenities, employability, entrepreneurship and employment</p>	<ul style="list-style-type: none">Impact assessment and diagnostic studiesFocused initiatives on education and essential amenitiesCSR advisory councilComprehensive air quality studyWater Sustainability Project to be water positive by FY 2024-25	<ul style="list-style-type: none">Employee volunteerismCollaboration with Tata StriveSA8000 certificationPeriodic cultural meets
<div>Suppliers/ Partners</div> <div></div>	<p>Our suppliers impact our ability to provide quality products and services. In order to ensure a healthy and sustainable supply chain, we share knowledge and expertise with our partners and find ways of using resources as efficiently as possible, reducing costs for the Company.</p>	<p>Establishing Service Level Agreements (SLAs), quality, delivery, participation in improvement projects and future direction</p>	<ul style="list-style-type: none">Participation in joint improvement initiatives including product developmentExtension of SA8000 requirement to vendorsDe-risking of critical supplies through new vendor development	<ul style="list-style-type: none">Vendor/Supplier meetsEngagement calendar with key suppliersStructured supplier visits for evaluation and feedback
<div>Government</div> <div></div>	<p>Besides ensuring compliance, we try to fulfil our responsibility as a good corporate citizen through our interactions with the government and by offering inputs to the development of regulations and policies that impact our business.</p>	<p>Meeting statutory and regulatory norms</p>	<ul style="list-style-type: none">Plant visitsAdvocacy platformsTraining programmes on environment and other regulatory norms	<ul style="list-style-type: none">Structured stakeholder engagement plan

Material Topics

Prioritising issues that impact value creation



At Tata Metaliks, we identify and prioritise issues based on their implications on the business as well as their importance to our stakeholders. We conducted a materiality assessment in FY 2018-19 and revisited the same during the year to gauge their relevance in the current context.

We connect with both external and internal stakeholders to assess our material issues, risks, opportunities and potential concerns. This, along with continuous engagement with our stakeholders, facilitates our decision-making process and helps us create sustainable value.

Key material issues for FY 2019-20

Critical importance

Safety
Digitalisation and automation
Customer focus
Product stewardship
Supplier engagement
Community engagement

Very high importance

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

High importance

Employee welfare and engagement
Community safety and environmental aspects
Human resources
Diversity



Critical material issues



Safety

The safety and wellbeing of our people is paramount to achieving a 'zero harm' workplace. We have in place a robust set of safety strategies as well as an effective safety infrastructure based on OHSAS 18001 standards. We emphasise safety trainings, mass campaigns popularising safety procedures and a robust R&R framework implementing safety Kaizens and consequence management for our people.



Digitalisation and automation

We have developed a 5-year digital strategy roadmap covering key themes of Real-time data & analytics, Smart machines and Business on mobile, for digital culture and capability building across the organisation. We are also one of the first in the DIP industry to deploy robots in plant operations to reduce human-machine interface and improve productivity.



Customer focus

We are committed to provide unique customer experiences through our differentiated product and service offerings as well as our deeper customer engagements and digital interventions.



Product stewardship

We are cognisant of the potential impact of our operations and products. We are strengthening our product stewardship by optimising our resource utilisation and waste management. We have adopted state-of-the-art technologies, techniques and processes to minimise our environmental footprint.



Supplier engagement

We are dependent on our suppliers/ vendors for timely supply of material, spares and services, and delivery of inbound and outbound goods. We continuously engage and collaborate with them through various channels, including meetings, post-supply feedback, plant visits and others.



Community engagement

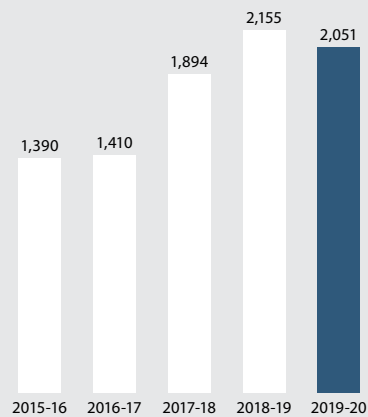
It is essential to engage with communities near us as they provide us with the 'social licence to operate'. We continuously strive to uplift their lives and livelihood opportunities with need-based initiatives in the areas of education, employability, employment, entrepreneurship and essential amenities.

Our actions towards 'very high' and 'high' material issues are provided in the sections on each of our six strategic business pillars. We note here that COVID-19 may present challenges for our business, the material impact of which is not immediately ascertainable, however, we are hopeful of overcoming the same.

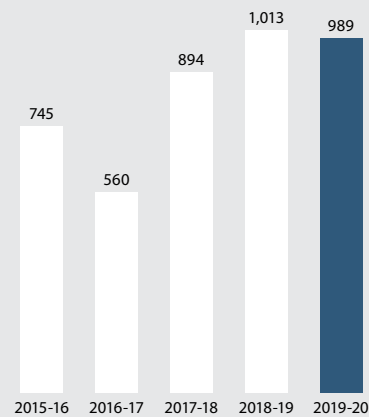
Financial Resilience

Consistent progress;
stable outlook

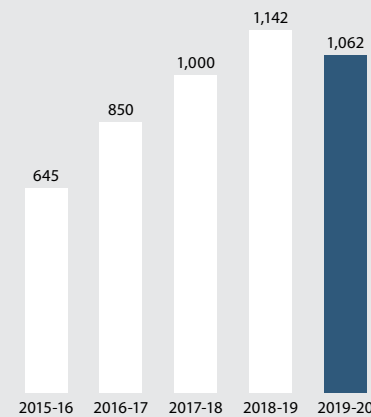
Our sustained results over the last five years are a testimony to our resilience amidst external volatilities. It reflects our commitment to create value for our shareholders in a stable and sustained manner. The confidence of our shareholders, especially our valued institutional shareholders, in turn, is what fuels our drive to innovate and excel, to enhance value.


Turnover
(₹ crore)


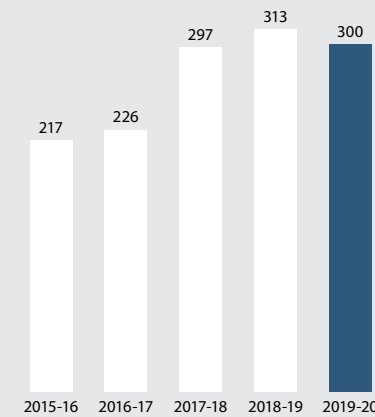
↑ **48%** growth in 5 years

Share of PI in turnover
(₹ crore)


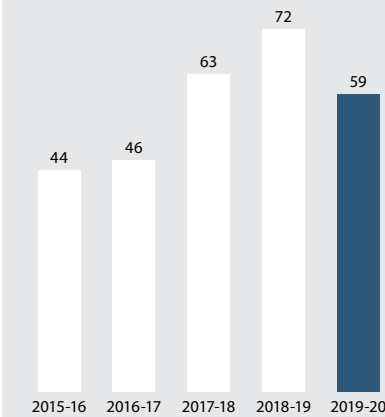
↑ **33%** growth in 5 years

Share of DIP in turnover
(₹ crore)


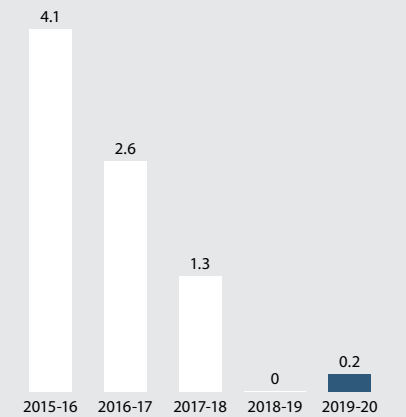
↑ **65%** growth in 5 years

EBITDA
(₹ crore)


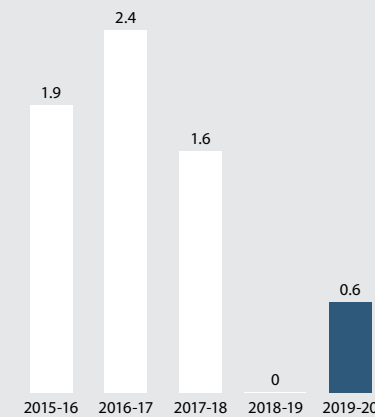
↑ **38%** growth in 5 years

EPS
(₹)


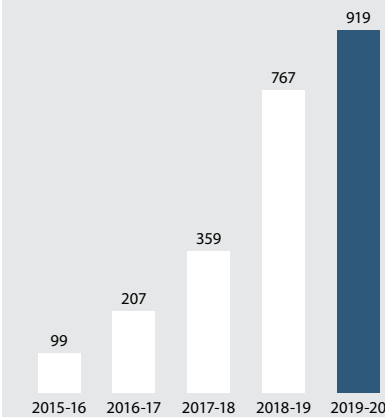
↑ **34%** growth in 5 years

Net debt/Equity
(times)


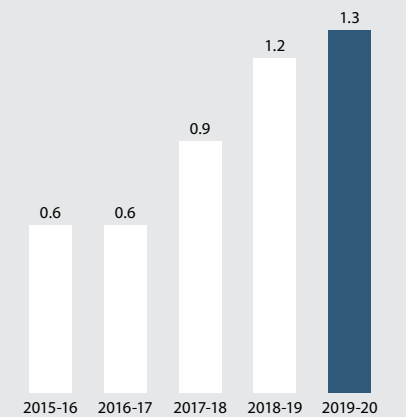
↓ **95%** decline in 5 years

Net debt/EBITDA
(times)


↓ **68%** decline in 5 years

Net worth
(₹ crore)


↑ **828%** growth in 5 years

Current ratio
(times)


↑ **117%** growth in 5 years

Chairman's Message

Resilience amidst headwinds



"Your Company was able to sustain an EBITDA margin of 15% and deliver a high ROCE of 22%, despite the business challenges and the loss of production and sales towards the end of the year due to the COVID-19 lockdowns."

Koushik Chatterjee
Chairman

Dear Shareholders,

I hope this letter finds you safe and in good health.

It gives me pleasure to present to you the 3rd Integrated Report and the 30th Annual Accounts of your Company for the financial year ended March 31, 2020.

FY 2019-20 started on an optimistic note, with key manufacturing sectors like steel and automotive showing signs of recovery. The Government of India also launched the 'Jal Jeevan Mission' on August 15, 2019, with the aim of providing safe drinking water to every rural household in the country by 2024, which augurs well for our Ductile Iron Pipe business. However, the onset of the COVID-19 pandemic in the fourth quarter of the year has led to economic uncertainty across the world.

Overall, in 2019, global GDP growth eased to 2.9%, against an initial growth projection of 3.5%. In India, growth slowed to 4.2% in FY 2019-20, against an initial growth projection of 7.5% in the beginning of the year.

The impact was also felt in Pig Iron and Ductile Iron Pipe industry. This industry registered a drop in output during FY 2019-20, primarily due to lower production by integrated steel producers who produce steel grade pig iron for steel making. However, the demand and prices of Ductile Iron Pipes remained relatively stable through the year.

Despite the challenging environment, your Company recorded an increase in hot metal

production by 5% in FY 2019-20. The higher production was attributable to better availability of blast furnaces along with the benefit of structured cost reduction programmes like higher coal injection and oxygen enrichment. Your Company sourced almost 75-80% of its coke requirements through a combination of its captive unit and long-term supplies from Tata Steel, thereby helping partially offset input cost volatilities. The fourth quarter in particular was marked by strong operational performance which was supported by good market demand.

As a result, your Company was able to sustain an EBITDA margin of 15% and deliver a high ROCE of 22%, despite the business challenges and the loss of production and sales towards the end of the year due to the COVID-19 lockdowns. The Board is pleased to recommend a dividend of ₹2.50 per equity share for FY 2019-20.

In the past year, the Company has undertaken several strategic initiatives in line with its six business priorities, which are expected to yield results in the coming years:

- **Cost Leadership:** Stabilised and increased pulverised coal injection and oxygen enrichment leading to significant savings in fuel cost
- **Supplier of Choice:** Renewed focus on customer centricity by extending product trials (Pig Iron) across the country, restructuring channel and ramping up technical services

- **Robust People Practices:** Roadmap prepared for multi-disciplinary talent acquisition, increasing digitisation and improving workforce productivity through automation
- **Responsible Corporate Citizenship:** Focus on social accountability (SA 8000 certification) and launch of 'Jal se Jeevan' with the aim of making Tata Metaliks 'water positive' by FY 2024-25, perhaps a first in its industry
- **Focus on Downstream/Value-add:** Project on doubling of Ductile Iron Pipe capacity to 4 lakh tonnes is underway and is expected to be completed over the next couple of years though there could be some delays due to the COVID-19 pandemic
- **Innovate and Excel:** Development of a 5-year digital strategy roadmap covering key themes of 'Smart machines', 'Real-time data & analytics' and 'Business on mobile', has made good progress on all fronts with a major drive towards digital culture and capability building across the organisation

As we look ahead, the growth projections for India, for the current year by various global and domestic agencies indicate a sharp contraction along with a degrowth in the world economy. The Company is navigating this challenging environment through strong fiscal discipline, focus on operational excellence and customer centricity. Our strategy of growth in the

"The Company is navigating this challenging environment through strong fiscal discipline, focus on operational excellence and customer centricity. Our strategy of growth in the value-added Ductile Iron Pipe segment has yielded positive returns with the Government's added thrust on improving the water infrastructure in the country."

value-added Ductile Iron Pipe segment has yielded positive returns with the Government's added thrust on improving the water infrastructure in the country. Even during the pandemic, since the lifting of nationwide lockdown, about 45 lakh tap connections have been provided as part of the 'Jal Jeevan Mission', indicating the agility and commitment of the Government.

The health and safety of our workforce has always been paramount for Tata Metaliks. Keeping the same in mind and the practical constraints of working following the announcement of the nationwide lockdown, the operations of the Company were suspended in the latter part of March 2020. Post resumption of operations in May 2020, the Company has developed and implemented a robust COVID-19 specific standard operating procedure containing strict protocols related to critical aspects, ranging from social distancing norms to providing appropriate healthcare responses. The same is being steered by a COVID-19 task force, with validation from external agencies and is also using digital enablers like AI-based detection of social distancing and face mask violations.

Responding to the ongoing COVID-19 pandemic, being a responsible corporate citizen, your Company extended its support to families in nearby villages, stranded truck drivers, travellers, who were stopped on the road due to lockdown through providing dry ration kits and also support to the desolate families and missionaries of charity.

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 the Government, our customers, suppliers and partners for their trust and support to the Company. I am also thankful to the unions for maintaining cordial industrial relations, the employees, the management team, my colleagues on the Board and other stakeholders for their significant contribution to the Company during FY 2019-20.

Warm regards,

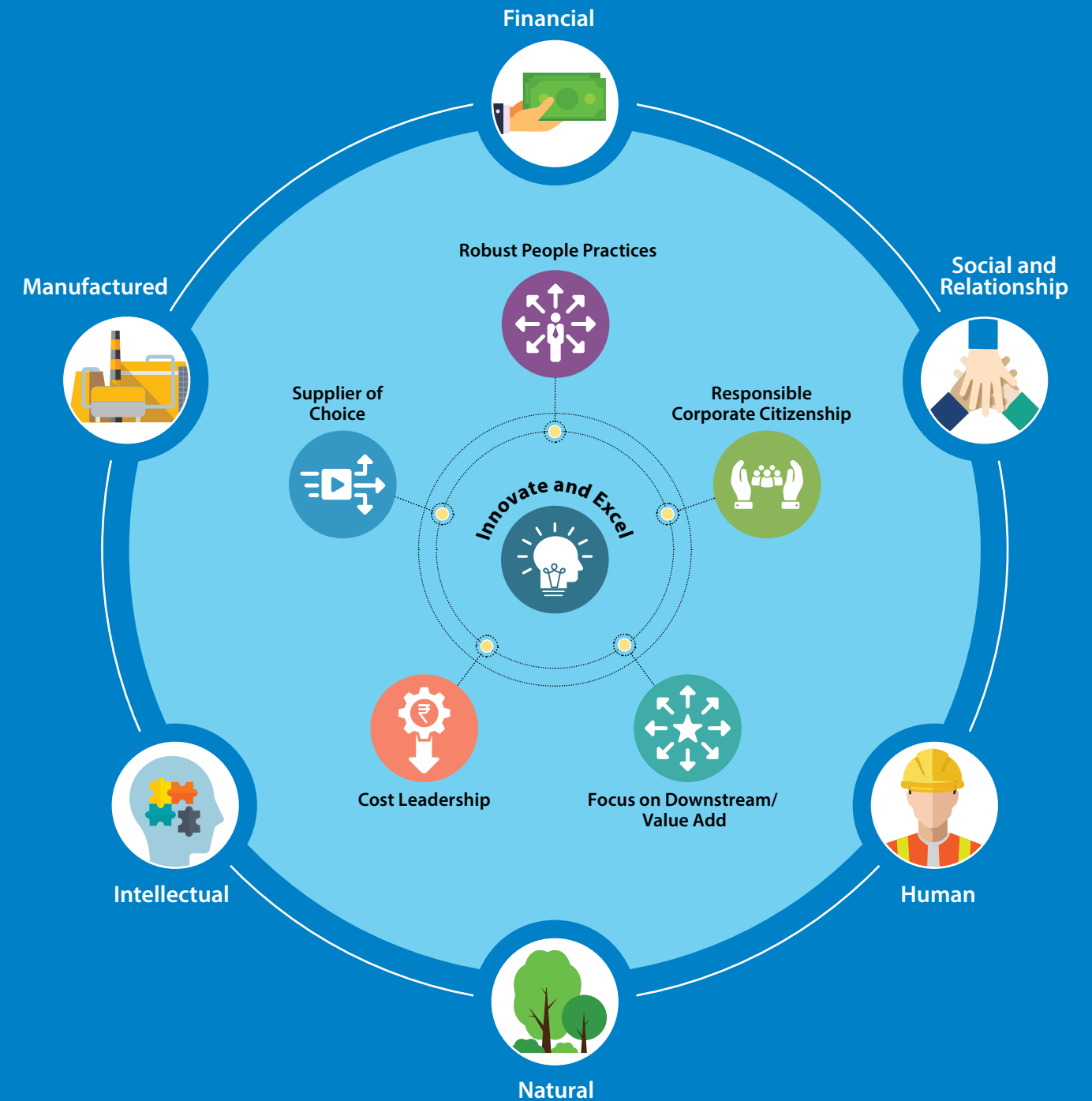
Koushik Chatterjee
Chairman

Strategic Review

To deliver on our vision of 'Reaching Tomorrow First', we introduced a strategic framework in FY 2017-18. Built on six key pillars, each of which is a business priority, our strategy embodies the 'integrated thinking' of the Company.

It also reflects the significant opportunities ahead that will help us deliver growth and value for all our stakeholders.

Each pillar is associated with one or more of the six capitals. We deploy the capitals and transform their value by implementing our strategy.








Innovate and Excel



Smart innovations for a smarter future

At Tata Metaliks, innovation and excellence are entrenched in every aspect of the business, covering our strategies, process enhancements, resource planning, among others. In fact, it serves as the foundation for all our other strategic priorities.

Strategic priority	Focus areas	Capitals impacted	Material topics	Contribution to the UN SDGs
To accelerate the journey of business excellence with a focus on continuous improvement, including digital transformation	<ul style="list-style-type: none">Process improvement through Shikhar for cost savingsBenchmarking, knowledge management and improvement, including TPM initiativesDigital transformation	<div><div>Financial</div><div>Intellectual</div><div>Human</div><div>Manufactured</div></div>	<ul style="list-style-type: none">Digitalisation and automationProduct stewardship	

We are developing a culture of continuous improvement and bringing about process innovations by promoting new ideas and unique solutions in our industry. We are institutionalising innovation management to nurture concepts for breakthrough improvements and create long-term value. In order to improve workforce digital capability, 80% of our officers have undergone digital mindset change training, 'Go & See' visits and more.

Product innovation

We have an established process to discuss new product or product features and identify new product development opportunities based on market needs and technological capabilities of the Company.

Process advancement

We are driving process innovation programmes under Shikhar, aimed at improving the EBITDA margin. The Total Productive Maintenance (TPM) process involves workforce on the shop floor in improvement projects. Digitalisation and automation, along with adherence to the Tata Business Excellence Model (TBEM) play a crucial role in this excellence journey.

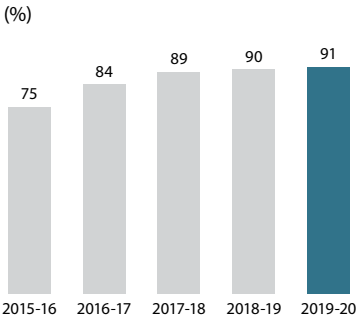
Service enhancement

We are on the constant lookout to identify opportunities that will enable us to improve our service offerings. We use customer meets, market research and benchmarking exercises to understand the service needs of customers. Some highlights of our service offerings include Tata eFee energy efficiency trials in foundries and on-site technical assistance to DIP customers for pipe handling and laying.

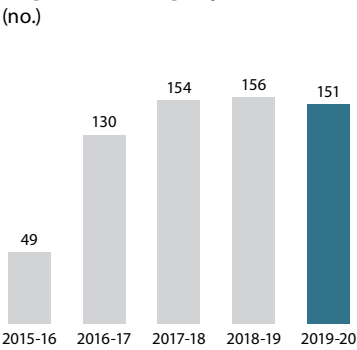
Business model improvement

Over the years, we have created an asset-light business model for non-core processes. Our coke plant (Build Own Operate Transfer or BOOT) and oxygen plant (Build Own Operate), among other examples, are operating efficiently under this model.

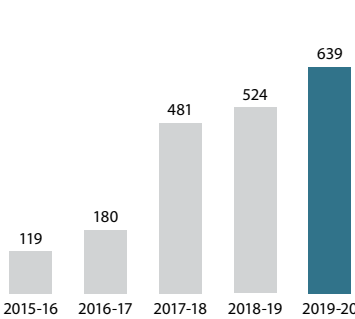
Employees involved in improvement initiatives



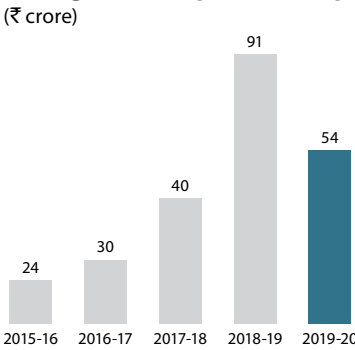
Improvement projects



Kaizens



Savings from improvement projects



Making waves in digital growth

We are building our digital capability with various programmes across the organisation. We have deployed robotics in several operations. In our upcoming DIP expansion project, apart from robots at several operating stations, the core shop will also be fully automated.

In addition, we have fully digitised our procurement and HR processes and are implementing Manufacturing Execution System (MES) and digitising the third-party inspection process as well. We are also implementing a comprehensive CRM process.

Developing analytics model for deriving better options

We created a pricing analytics model for multiple markets to forecast product prices. Similarly, the output from product mix optimiser model is used to plan monthly volume distribution, market-wise and grade-wise.

Way forward

In line with our focus on digitalisation and allied cultural transformation and our culture of innovation, we are moving ahead on the second wave of digital projects on themes like Real-time data & analytics, Smart machines and Business on mobile. Numerous automation projects are also under implementation across manufacturing and support processes, with the objective of reducing human-machine interface and improving workforce productivity.

Cost Leadership



Leveraging technology for cost optimisation

With a clear objective to be the lowest cost producer of PI and DIP, we optimise our processes and functions to deliver operational excellence. Digitalisation and automation play a key role in our cost optimisation strategy and enable us to be more responsive to our customers and other stakeholders.

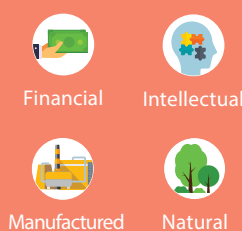
Strategic priority

To be the lowest cost producer of PI and DIP, while being the best in terms of quality of products and services

Focus areas

- Operational excellence
- Strategic raw material sourcing
- Optimising fuel and resource efficiency
- Digitalisation and automation

Capitals impacted



Material topics

- Digitalisation and automation
- Supplier engagement

Contribution to the UN SDGs



PI business

5.44 LT

Hot metal production

1.96 T/m²/hr

Sinter plant productivity

3%

Reduction in net fuel rate year-on-year

DIP business

2.24 LT

Finished pipe production

27%

Reduction in specific power consumption since FY 2015-16

65%

Reduction in conversion cost since FY 2015-16

We undertake initiatives that help upgrade operational and maintenance procedures, bolstering our cost competitiveness. Our Shikhar framework spearheads cost efficiency projects, which are periodically reviewed by our senior management.

Operational excellence

At Tata Metaliks, we follow a structured process to achieve operational excellence that encompasses an integrated improvement framework involving Shikhar, TPM and digitalisation.

Stable and consistent blast furnace operations have led to lower fuel rate and higher productivity, which ultimately helped in achieving higher PI margins.

We have gainfully improved our operation and maintenance practices in the blast furnaces through a seven-month performance improvement programme conducted by a reputed international consulting organisation.

Digitalisation and automation to improve productivity

For us, digitalisation and automation are critical enablers for problem-solving and measurement and monitoring of performance. We are riding the wave of Industry 4.0 to become a 'Digital Factory' in line with our vision of 'Reaching Tomorrow First'. We expanded our focus on safety and customer centricity by adding digitalisation and automation to our processes and rolled out several projects under the umbrella of DigiTML.

Strategic raw material sourcing

The availability of quality raw material is crucial for our business, making it an essential part of our overall procurement. We ensure supply chain security through a global supply network and strategic contracting, which facilitate flexibility in commercial operations to meet changes in the external and internal environment. We use strategic contracts management initiatives to improve our supplier interactions through structured supplier review of contract performance, supplier feedback, improvement plans and cost reduction projects.

Shikhar

Shikhar improvement framework drives all EBITDA-impacting projects. The framework aspires to positively impact the bottom-line by focusing on growth and cost savings.

Optimising fuel, energy and resource efficiency

We have stabilised and increased Pulverised Coal Injection (PCI) in the Mini Blast Furnaces (MBFs) to reduce coke consumption and enhance productivity. Several initiatives taken in the DIP plant have reduced energy and fuel consumption in induction furnaces and annealing furnace, respectively. These interventions have not only improved production efficiency but also helped us reduce net fuel rate.

Key cost optimisation initiatives FY 2019-20

- Initiated coke plant expansion to reduce dependency on purchased coke
- Stabilised PCI process with higher injection
- Commissioned oxygen plant to enable increased level of coal injection and improve productivity
- Improved process parameters and made operational changes for higher availability of critical DIP equipment
- Commissioned fourth line at in-house railway siding

Way forward

We remain focused on fuel rate reduction, productivity enhancement and improvement in supply chain to ensure availability of raw material. Several cost optimisation interventions, such as enhancing captive power generation capacity, increased captive coke generation (BOOT) and higher coal injection and oxygen enrichment in blast furnaces, will help us progress steadily towards our objective to be the lowest cost producer of PI and DIP.

Supplier of Choice



Enhancing customer experience every day

Our products are known for their quality consistency. We constantly engage with our customers to understand their needs, transfer knowledge to them on industry best practices and, the process, become a partner in their growth story.

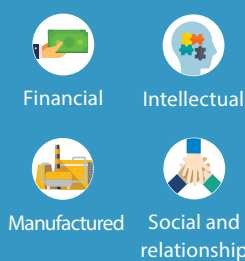
Strategic priority

To be supplier of choice in chosen segments and delighting customers

Focus areas

- Create and sustain mutually rewarding relationship with customers through differentiated product & service offerings and deeper customer engagement; and by leveraging digital
- Innovative financial instruments to support customers

Capitals impacted



Material topics

- Customer focus
- Product stewardship

Contribution to the UN SDGs



Sharpening customer centricity

The customer-centric culture at Tata Metaliks is driven by processes like customer insight management, annual business planning, dedicated customer account management, order generation and fulfilment, working capital management, complaint management, and new product and service offerings.

We have customised and deployed an app, to enable our Customer Account Managers to plan, execute and capture customer visits and interactions effectively.

We continue to focus on our customer centricity initiatives. Accordingly, we have redesigned several customer-facing processes in line with changing business realities and are in the process of implementing them on the CRM solution, Salesforce. This will improve our customer engagement.

We utilise various social media platforms to provide information about our outreach programmes, unique practices and updates.

We have a Customer Satisfaction Management programme, under which we carry out a structured survey to determine customer satisfaction and plan actions for improvement.

Customer satisfaction index

95

PI business

91

DIP business

Carbon footprint reduction for customers

- **PI:** Tata eFee melts faster and results in energy savings for users. This was established through 22 trials conducted across almost all major foundry clusters in India.
- **DIP:** Superior internal cement lining result in energy savings for users.

Innovative customer financing

As part of our customer engagement, we also support them in availing easy financing options through credit insurance, channel financing and receivable purchase agreements.

Solutionising portfolio

We offer customised end-to-end solutions to our customers. During the year, we:

- Extended technical service for PI customers in northern India, where trials were conducted to establish the advantages of Tata eFee in terms of lower energy consumption and higher melt rate
- Provided assistance to DIP customers in pipe unloading, cutting, grinding, chamfering, laying, jointing, hydro pressure testing, cement lining repairing and classroom training
- Provided awareness training to business partners

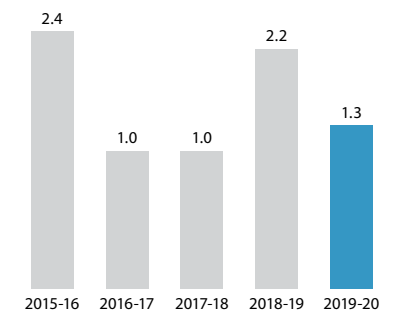
Enhancing product and service portfolio

Our products and service offerings are customised to suit the diverse requirements of our customers spread across the world. Some of the key interventions include expanding DIP size portfolio and providing digital solutions and technical services. A key development in the year was the extending of technical services to our DIP customers. This has helped us immensely in gaining valuable customer insight. Additionally, we continue to focus on bringing down the turnaround time and resolving customer concerns with agility and precision.

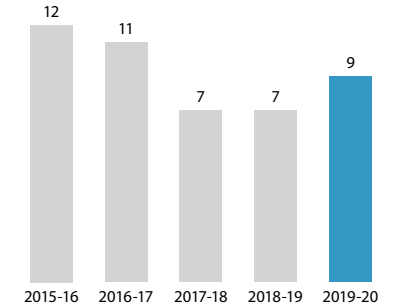
Going the extra mile for health and safety

During the year, we continued our initiative to safeguard the health and safety of foundry customers' workers in the Howrah area. The programme covered 13 foundries and 1,692 foundry workers.

PI complaints per LT (no.)



DIP complaints per LT (no.)



Way forward

We will continue on our journey to strengthen our relationships with existing customers, by providing high-quality products and services and improving our engagement with them. With constant focus on the strategic priority of 'Innovate and Excel', we are expanding our existing product and service portfolio, which will further aid Tata Ductura to consolidate its position as the preferred brand in chosen product segments.

Robust People Practices



Catalysing growth by nurturing talent

Building a robust team with the right skills is a critical element in driving sustainable growth. We are empowering our people by offering various learning and development programmes with a sharper focus on occupational health and safety. And we remain committed to providing a collaborative and inclusive work environment.



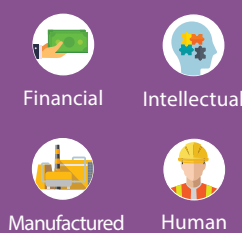
Strategic priority

To attract, nurture and develop talent with particular focus on high-potential talent

Focus areas

- Be an industry benchmark in safety, health and environment
- Talent management and capability development
- Improve employee productivity
- Enhance employee engagement
- Leverage digital across HR processes to improve employee experience

Capitals impacted



Material topics

- Safety
- Harmonious industrial relations
- Emergency preparedness
- Employee welfare and engagement
- Human resources
- Diversity

Contribution to the UN SDGs



Safety-first mindset

A safe and healthy workplace is a fundamental right of every employee and also a business imperative. Adopting best practices in occupational health and safety bears a direct impact on the Company's overall performance.

Tata Metaliks strives to ensure that the health and safety standards at its plant are ahead of statutory norms and are benchmarked with best practices. It is based on a health and safety management system, which emphasises continuous improvement supported by ongoing investments through digitalisation and automation in the process. We seek to embed and improve health and safety across all aspects of our business with six robust safety strategies, from design to execution at the project stage as well as during the operations stage.

- **Build safety leadership capability**
The leadership demonstrate their personal commitment to safety by actively engaging in various safety interventions. Felt Leadership Training has been extended from senior leadership team to supervisors and now to workers.
- **Improve competency and capability for Hazard identification and Risk Management (HIRA)**
Risk management is the core element of the health and safety management system. A framework for risk assessment of various identified hazards using a risk heat map helps in prioritising workplace risks and action plans.

• **Excellence in process safety management**

A task force has been formed to study and understand the process safety requirements in identified high risk processes, which is a blend of engineering (design and maintenance), operations and management skills focused on preventing catastrophic incidents. Different tools and methodologies are carried out like Management of Change, Pre-Start-up Safety Review before resuming the operation after long shut down, and HAZOP study, to name a few.

• **Contractor Safety Management System (CSMS)**

Deploying a large contractor workforce makes it extremely important to ensure their safety competence. The CSMS process starts from procurement, where trained and qualified vendors are awarded orders. A six-step contractor selection procedure is employed to select vendors for site work at plant. This strategy helps the organisation to find competent vendors for its various activities.

• **Behavioural change**

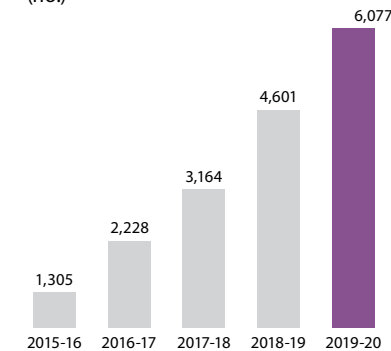
The organisational journey in safety has evolved from 'compliance-driven' standards and guidelines to a 'behaviour-centric' safety culture. We believe that the positive transformation of employees' attitude and perception towards safety, backed by individual accountability will help us achieve the 'zero harm' goal. Various initiatives like safety R&R programme help the organisation transform into 'role models' in their respective areas. As a result, increase in near-miss reporting and safety visits are now visible on the shop floor.

• **Improve employee health and industrial hygiene**

A full-fledged department for occupational health services at the plant provides preventive care to employees with an emphasis on proactive measures like health surveillance and awareness programmes for prevention and control of occupational and lifestyle-related diseases.

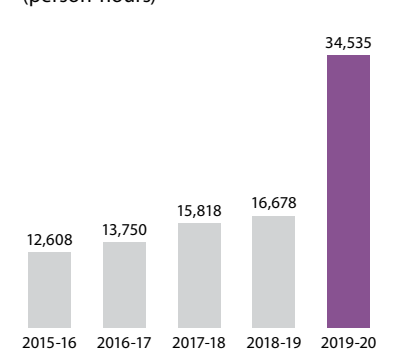
Safety visits

(no.)

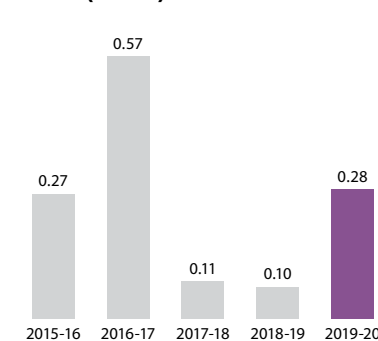


Safety training

(person-hours)

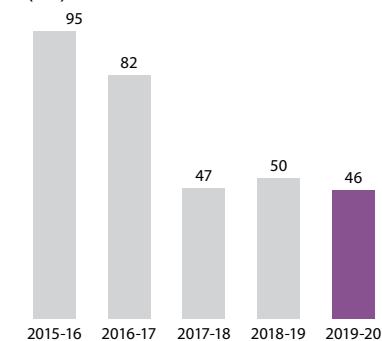


Lost-Time Injury Frequency Rate (LTIFR) trend



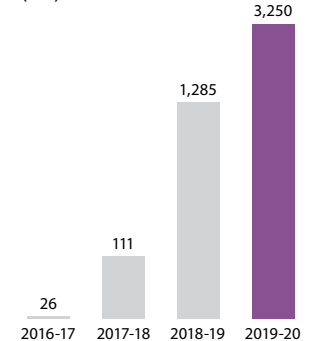
First aid cases

(no.)



Near-miss cases

(no.)



Robust People Practices

Organisational culture

We are committed to grow as an 'employer of choice' and consistently strive to enhance the capability and productivity of our people. Our 'Robust People Practices' strategic pillar focuses on four priorities: Organisational engagement, Talent management, Capability development and Productivity improvement.

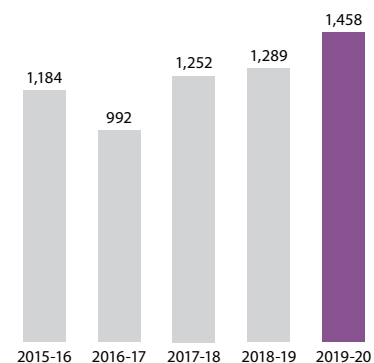
We are fostering a value-based culture that promotes meritocracy, design thinking

and diversity. We hire talent from different geographies, culture and industry, and make focused interventions for cultural assimilation of the new hires.

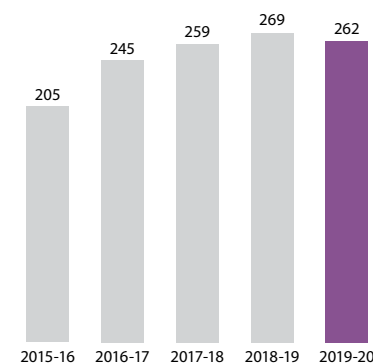
We encourage work-life balance through our flexible work policies and experiential R&R for self and family. We also focus on enhancing teamwork, coaching and mentoring and performance excellence across the organisation.



Employee productivity in PI (THM/employee/year)



Employee productivity in DIP (TFP/employee/year)



Recruitment

We have a robust hiring process that leverages an AI-based system and tries to identify job-fit candidates based on their educational qualifications, business acumen, relevant experience and cultural fitness. Our e-onboarding initiative, coupled with gamification provides a unique joining experience for all recruits. Our employee-friendly policies include additional privilege leave for our female employees, required enablers on the day of joining, relocation leave, convocation leave and so on.

Learning and development

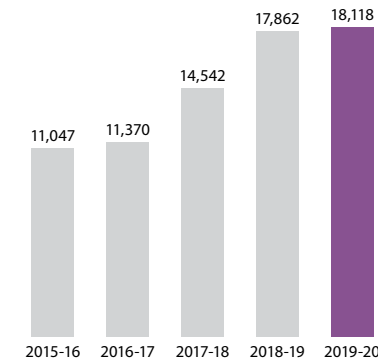
We offer learning and development opportunities through different modes like instructor-led e-learning sessions, industry visits, 'Go & See' visits, action learning projects, classroom training, exposures (conferences, seminars, visits and others), Buddy and Mentor allocation, and functional training to facilitate career progression. During the year, we finalised our Learning and Development framework for target employee segments and started a value-led leadership training for our shop-floor personnel.

4.6/5

Training effectiveness

We identify high-potential employees and train them to grow with the organisation. Digital capability is being built with dedicated programmes like Reverse mentoring, Digital Champions and digital mindset activation workshops. We are also leveraging digital in our learning journey by venturing into e-learning modules and strengthening our Learning Management System with improved content and usability. Technical competencies are being further enhanced through tie-ups with academic institutions, trainings by subject matter experts, industry visits and more. Our employees were also sent for industry visits, both in India and overseas, to learn and benchmark their operations, including level of automation.

Training (hours)



Career progression

Our promotion policy links eligibility to performance ratings of current as well as past year and potential to take higher responsibilities. Our job rotation policy allows employees to develop understanding and expertise of different functional areas and provides them with horizontal career progression opportunities.

Our focused efforts have enabled us to significantly reduce our attrition rates, much below industry standards. We have also been successful in retaining 100% of our high-potential employees.

100%

Coverage of Felt Leadership safety training programme

3.9/5

Employee engagement score

1,556

Total rewards given out (vs. 842 in FY 2018-19)

Engagement

Our people engagement initiatives, along with R&Rs, enhance the engagement level and help our employees deliver robust performances. During the year, we conducted the following engagement activities:

- In-house Felt Leadership Training for all officers and supervisors
- Recognised the efforts of our people with individual and team awards that include Kudos, Inspire, Sabashi, Samman and safety awards, among others
- Other programmes included Senior Leadership Team (SLT) Dialogue, Voice of Customers, Employee Connect Programme, Coffee with MD, Check-in with employees, Informal chat with SLT/HODs/Chiefs and others

Our employee engagement score was 3.9 out of 5 and the share of our actively engaged employees increased from 16% in FY 2017-18 to 38% in FY 2019-20.

Diversity at the core

We are an equal opportunity employer and offer growth opportunities to all irrespective of their race, gender, caste, creed religion and other such discriminatory factors.

13%

Affirmative Action workforce

7.5%

Diversity – % women in officer category

2.2%

Diversity – % women in permanent workforce

Way forward

In line with our objective, our focus will remain on enabling and empowering our people to enhance their performance through various HR initiatives. We will continue with our strategy to achieve zero LTIFR, attract and develop high-potential talent, build a mature safety culture and have a highly productive, digitally-savvy and future-ready workforce.

Responsible Corporate Citizenship



Creating shared value

Making responsible choices is at the core of our commitment to build a better society and a cleaner environment and drive sustainable growth for all. We believe businesses are vehicles of nation building, especially as partners in community development.

During the year, we received the SA 8000 certification for social accountability.

Strategic priority

To provide impact-based CSR, reduce carbon footprint, improve air quality and reduce water consumption

Focus areas

- Environmental sustainability
- 5-year Water Sustainability Project, Jal se Jeevan
- Expanding community outreach through CSR activities

Capitals impacted



Material topics

- Community engagement
- Air and GHG emissions
- Water conservation
- Waste management
- Community safety and environmental aspects
- Governance
- Compliance

Contribution to the UN SDGs



Addressing environmental concerns

We have identified the following focus areas to mitigate the environmental impact of our operations: improve air quality; reduce carbon footprint and energy consumption; reduce fresh water consumption by recycling and treating used/wastewater; waste management using the principles of 3R (Reduce, Recycle and Reuse). We have engaged with the National Environmental Engineering Research Institute to improve overall air quality at the plant.

Energy management

Our manufacturing process is energy intensive and we depend on different sources and forms of energy. Primary sources include coke, coal, liquid fuel, LPG and grid power. Secondary energy sources are process waste heat and Blast Furnace Gas (BFG). Over the last five years, though the energy intensity in the PI division has dropped nominally, the same has reduced significantly in the DIP division. During this five-year period, we have undertaken several projects to enhance energy saving like installation of variable frequency drives in different electrical utilities, energy efficient lighting, and solid and liquid fuel conservation through process improvements and fuel conservator installations.

Reducing carbon footprint

Our waste heat recovery-based as well as BFG-fired power plants cater to ~80% of our power requirement. We have adopted different solutions like PCI, oxygen enrichment (at the MBF and sinter plant), Air Pre-Heater and better cooling systems, to reduce process-related GHG emissions. Under renewable energy initiatives, in addition to solar street lights, a 10 KWp rooftop solar power system has been installed. A solar power system at truck parking area and a rooftop solar hot water system are under implementation. A 1 MWp grid-connected battery-less rooftop solar power plant is also under finalisation for implementation.

Towards water conservation

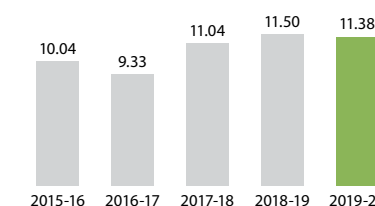
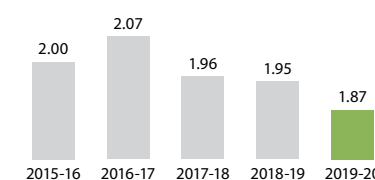
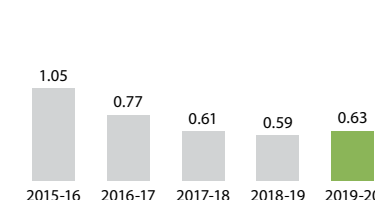
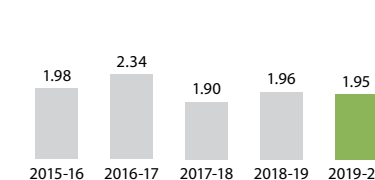
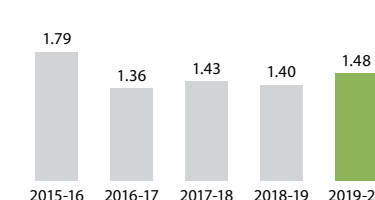
Across our existing Effluent Treatment Plants in both divisions, we are treating process wastewater and recycling it back into the plant processes (like tower feed, pig

quenching, slag granulation and cement lining) as well as for low-end uses (like dust suppression). Installing tap aerators, nozzles and sprinklers, level controllers for water tanks, as well as bio-toilets, have contributed significantly to reducing our water consumption. Additionally, we have also planned outside-fence activities, where a detailed study for the same has been executed, framing a five-year plan for implementation of water sustainability structures in 25 villages. This will enable us to achieve our target of becoming water positive in the coming years.

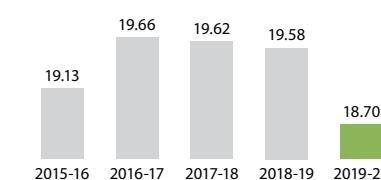
Recycling of various process and other waste

Through Shikhar, we commissioned a thickener followed by an agitator system, which recycle and use 100% of gas cleaning plant sludge in the sintering process. This will not only reduce natural resource consumption but also enhance utilisation of process waste. For bio-degradable solid waste generated from canteens, a bio-gas plant has been installed, which is under commissioning.

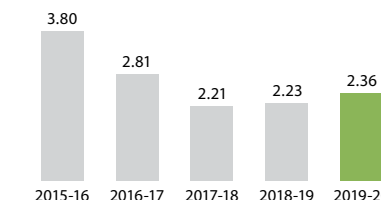
- 97% material recycled into process
- 2,380 m³ water recycled every day
- 100% coke fines and iron ore fines recycled into process
- 92% sludge recycled into process

Total carbon emissions (LtCO₂e)Carbon emissions intensity in PI division (tCO₂e/THM)Carbon emissions intensity in the DIP division (tCO₂e/TFP)Water consumption in PI division (m³/THM)Water consumption in the DIP division (m³/TFP)

Energy consumption intensity in PI division (GJ/THM)



Energy consumption intensity in the DIP division (GJ/TFP)



Responsible Corporate Citizenship

Education



Aims to improve access to education through

- Infrastructure development in government primary and high schools
- Tata Metaliks Scholarship for meritorious students from Dalit, tribal and below-poverty-line families in high schools and colleges

Improving quality of education

- Learning enhancement of students in primary schools
- Pre-matriculate coaching for high school students
- Project Abhigyan for high school student for improved skills in communication, collaboration and creativity
- Partnering with Science Technology Engineering Mathematics (STEM) learning to initiate Mini Science Centres
- Bridge learning for dropout youth and life skill development
- Capacity building of government school teachers and members of school management committee
- Under-12 football coaching primary schools
- Adult literacy classes for women

10,800+
Beneficiaries

Essential Enablers



Aims to ensure wellbeing of people through providing safe drinking water, basic hygiene, sanitation and healthcare

- Providing potable drinking water in villages through deep bore wells, overhead water tanks, network of pipelines and water taps in convenient locations
- Construction of toilet blocks and drainage systems
- Construction of bathrooms for women
- Wastewater management system
- Health camps in local communities
- Health camps for workers at foundries in Howrah
- Ambulance service in Kolkata

Jal se Jeevan

As part of our water sustainability journey towards becoming water positive, we launched a Water Sustainability Project, Jal se Jeevan. The project is in line with a holistic water sustainability strategy to:

- Create water conservation structures and allied initiatives
- Ensure piped water and sanitation/ wastewater management as supporting initiatives to target 25 model villages
- Become water positive by FY 2024-25

7,300+
Beneficiaries

Employability



Aims to develop a pool of skilled and employable youth to be gainfully employed

- Skill development training in employable trades at the Tata Metaliks Skill Development Centre (TMSDC)
- Sponsoring three-year Diploma Engineering at NTTF-Tata Steel Technical Institute for intermediate youth
- Sponsoring three-year General Nursery and Midwifery course
- Sponsoring two-year Fitter and Electrician course at Industrial Training Institute (ITI)

300+
Beneficiaries

Entrepreneurship



Aims to provide additional income in the hands of women through farm/off-farm activities as well as developing/supporting Dalit and tribal entrepreneurs within our value chain

- Livestock-based livelihood model project on goat rearing, poultry farming, duck rearing and fish rearing
- Vegetable cultivation
- Capacity building and handholding of Dalit and tribal entrepreneurs
- System of rice intensification

Tata Metaliks-NABARD tank-based model for additional income through fisheries, duck rearing and vegetable cultivation

Training for Self-Help Group members on mushroom cultivation and improved goat rearing practices

Training on improved agricultural practices for farmers

Training for Dalit and tribal vendors in our value chain

700+
Beneficiaries

Empowerment



Aims to create avenues for Dalit and tribal communities for their cultural and institutional awakening

- Empowering Dalit and tribal communities
- Promotion of tribal culture and language
- Effective living and leadership training for community members

Participation by five tribes representing Munda, Santhal, Kora, Lodha and Oraon in an international tribal conclave organised by Tata Steel

700+
Beneficiaries

Emphasising wellbeing of communities near us

We undertake need assessment surveys at periodic intervals to analyse community requirements vis-à-vis our capability to provide them support. These steps help us identify our CSR and Affirmative Action priorities. CSR at Tata Metaliks primarily focuses on wellbeing of the people in No. 4 Kalaikunda Gram Panchayat of Kharagpur 1 Block in Paschim Medinipur district of West Bengal.

₹4.31 crore Contribution for CSR
19,000+ CSR beneficiaries

8,500+ CSR beneficiaries – Affirmative Action
23 Vendor partners – Affirmative Action

Employee volunteerism

Employee volunteerism is a means to create stronger employee bonds and helps instil a sense of purpose. Our employee volunteers contribute towards the community by associating themselves with different CSR activities.

4,983
Employee volunteering hours

Way forward

In line with our values, our focus will continue on enhancing our environmental performance by improving air quality beyond statutory limits, reducing carbon intensity by 15-20% by FY 2024-25, and realising our aspiration to become water positive by FY 2024-25.

We will also continue to strengthen our bonds with our communities by aligning the community aspirations and expectations with our objectives, increasing our CSR coverage by 5 villages every year, and conserving and harvesting water in nearby villages and supplying 100% safe water to the community.

Focus on Downstream/Value-add



Continuing value-led growth

We see significant opportunities for expanding our DIP business, especially in the fast-evolving water infrastructure space of the country. With our brownfield expansion project currently under implementation, we should be able to double our DIP capacity within two years.

Strategic priority

To grow in the value-added downstream business to serve the water infrastructure sector of India

Focus areas

- Capacity expansion for DIP to 4 LTPA
- Extend domestic footprint
- Enhance international presence in different geographies

Capitals impacted



Material topics

- Customer focus
- Product stewardship
- Market presence

Contribution to the UN SDGs



Rising focus on DIP

Manufacturing of DIP is a value-added process, where hot metal is taken through a series of processes (metal treatment, casting, annealing and finishing) to manufacture DIP, which is used mainly for transporting water.

Diverse applications

By virtue of its unique physical properties, DIP finds use across various applications in water and sanitation sectors.

Its flexible push-on joints do not leak at high pressure, even when deflected, thus making them easy to join. DIP is highly anti-corrosive with high tensile strength owing to its spheroidal graphite micro-structure, enabling it to handle much higher pressure and stress compared to cast iron. DIP also offers higher beam strength, resistance and traffic load, making it far superior, technically and environmentally, to HDPE pipes.

Tata Metaliks is focused on manufacturing DIP of varying thicknesses and linings, helping expand the product's use-cases (such as impact-resistant and K12 class pipes).

Our strategy, finance and projects teams are primarily responsible for meeting the priority of 'Downstream/Value-add'. The initiatives undertaken are also supported by functions like Sales & Marketing and Operations.

Achieving growth through geographic expansion

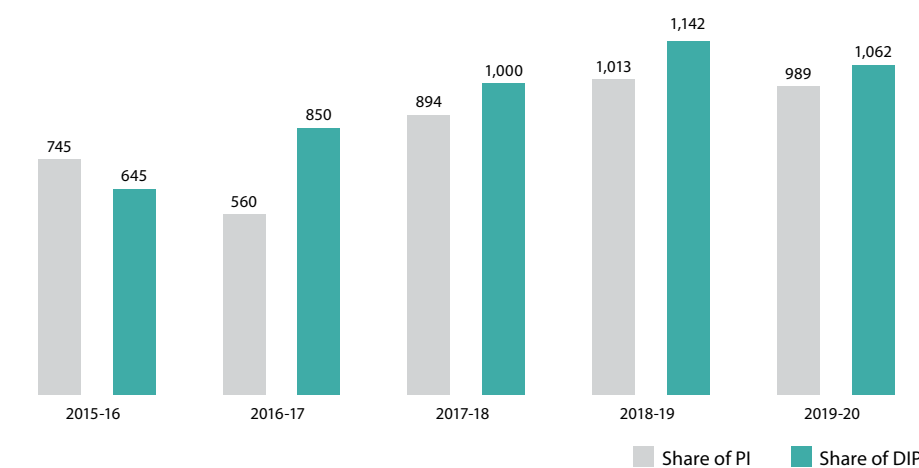
The DIP business of Tata Metaliks has a wide geographic reach and is well positioned to expand further. The enhanced DIP manufacturing capacity, together with a pipe diameter range of up-to 1,200mm, will enable us to enter newer geographies and customers. We are using our digital platforms for engineering, procurement and project monitoring to implement the project as per plan.

Key action plans

- Achieving growth through geographic expansion
- Application diversification
- Solutionising portfolio

Division-wise turnover

(₹ crore)



DIP expansion

~66%
Of project cost committed financially

~14%
Of project cost spent

Way forward

The Government of India's sustained thrust on water and sanitation infrastructure development augurs well for our DIP business. We are on the path to de-commoditise our business through increased focus in the water infrastructure segment by augmenting our DIP capacity.

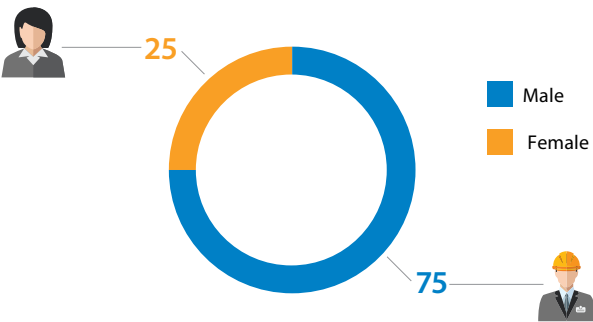
We are focused on digitalisation and automation, and customer centricity as core themes to drive sustainable value creation on all fronts. We are also actively trying to expand our export visibility where our DIP products will find use. We aim to scale up by building on synergies to be a leading player in all product segments and be a part of the solution to India's water challenges.

Governance

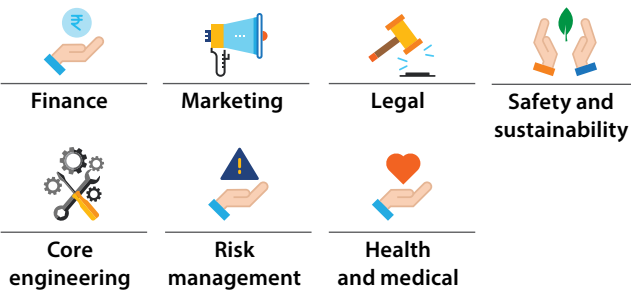
Transparency and accountability built in

We follow the best practices of good corporate governance that result in the highest levels of transparency, accountability, controls and efficiency. Our Board of Directors and Board committees coordinate with our senior management and actively collaborate in strategic decision-making. Our Board is adequately experienced and well-informed to discharge its fiduciary responsibility towards all our stakeholders.

Board diversity (%)

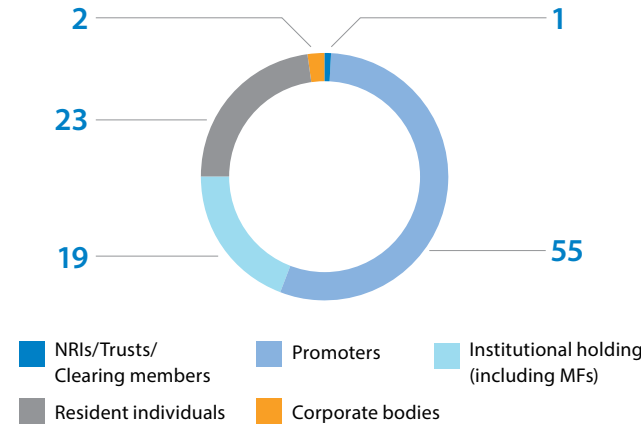


Board experience

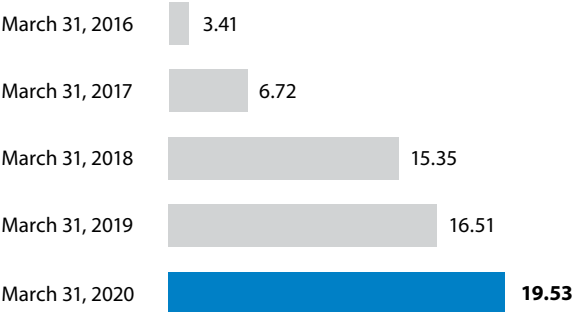


This blend has been the backbone of the turnaround story of Tata Metaliks and is effective and adequate to oversee the affairs of the Company.

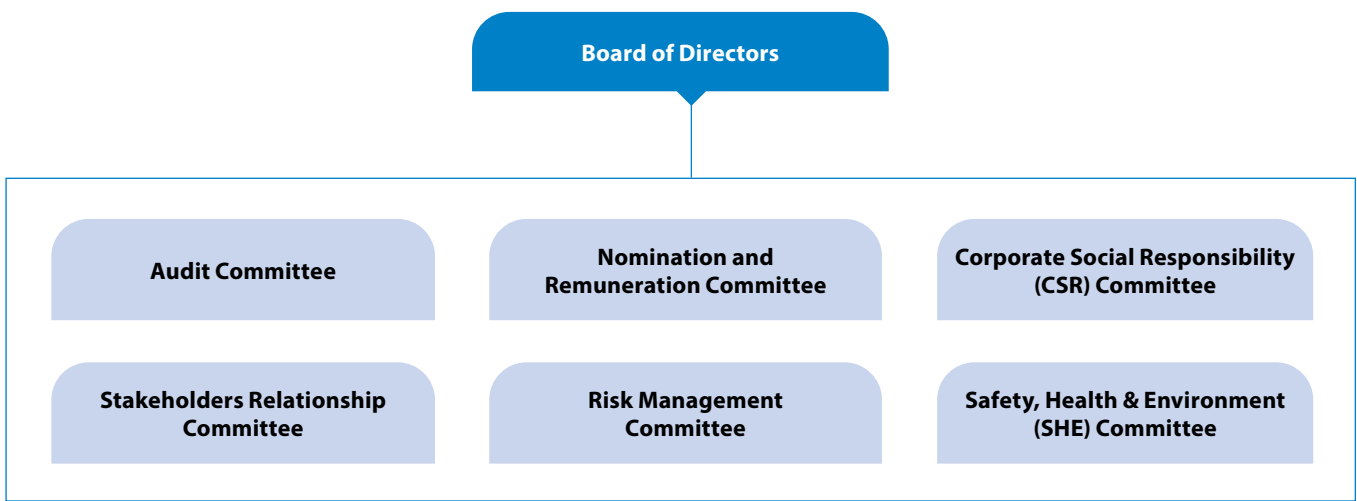
Shareholding pattern as on March 31, 2020 (%)



Steady increase in institutional shareholders' holding (%)



Board governance structure



Corporate governance and ethics

Corporate governance practices are deployed in the Company through the principles of transparency, accountability and sustainability. The Board of Directors are at the helm of governance structure to oversee the overall affairs of the Company and serve the interests of all stakeholders. The Board has various Committees to ensure governance of key business elements of safety, health and environment, management and fiscal accountability, selection and evaluation of Board members, and succession planning for senior leaders, management of societal responsibilities, protection of stakeholders' interests, and risk management. The Board approves the Annual Business Plan (ABP) each year in line with strategy of the Company. The ABP and allied plans are deployed following 'best practices' in corporate governance, both in letter and spirit, upholding the organisational Vision, Mission, Values. In line with our green initiative, all meetings of the Board and its Committees are held on a secure digital platform for security of information and real-time information sharing.

An important element in our governance process is the adoption of best practices by periodic benchmarking. Our process

includes scanning best practices deployed in various industries, exploring areas of improvement as far as practical, and taking appropriate actions thereon.

Our robust and comprehensive risk management framework is an integral part of our governance process. The details form part of this Integrated Report and the Statutory Reports.

Regulatory compliance also encompasses our business activities, and keeping a close watch on compliance continues to be a focus area. An enterprise-wide digital compliance management tool helps in monitoring real-time compliance across the organisation. Due systems and processes are in place to ensure effectiveness of this tool.

The Ethics Counsellor (EC), along with the team of Locational Ethics Coordinators reinforces the importance of ethical behavior across the organisation/stakeholders. The EC reports to the Audit Committee quarterly on the initiatives and concerns related to ethics. The Internal Committee (IC) of the Company,

including an external member, oversees all issues pertaining to prevention of sexual harassment.

The guiding principles that uphold the highest standards of corporate governance and ethics in the Tata group are enshrined in the Tata Code of Conduct (TCOC). All employees and business partners confirm and are familiarised with the TCOC at regular intervals. The Code is a bedrock on which every individual in the Tata group and its leadership base their commitments to core Tata values. It outlines the group's commitment to each of its stakeholders, including the communities alongside which it operates and ethical directions.

For more information on the Code, please visit: www.tatametaliks.com/static-files/pdf/TCOC.pdf



Governance

Board of Directors

N



Mr. Koushik Chatterjee
Non-executive Chairman

HCSR



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

NACS



Dr. Pingali Venugopal
Independent Director

CSH



Dr. Rupali Basu
Independent Director

- Chairperson

Audit Committee

Nomination and Remuneration Committee

Corporate Social Responsibility (CSR) Committee

Stakeholders Relationship Committee

Risk Management Committee

Safety, Health & Environment (SHE) Committee

Note: Mr. Subhra Sengupta, Chief Financial Officer, is a member of the Risk Management Committee as well.

HCSR



Mr. Sandeep Kumar
Managing Director

ARN



Mr. Krishnava Satyaki Dutt
Independent Director

ACR



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

SAR



Mr. Amit Ghosh
Independent Director

Mr. Koushik Chatterjee
Non-executive Chairman

Born in 1968, Mr. Chatterjee is an Honours Graduate in Commerce from Calcutta University and a Fellow Member of the Institute of Chartered Accountants of India. He joined Tata Steel in 1995 in Jamshedpur. He was then transferred to Tata Sons in 1999 in the Group Executive Office. He re-joined Tata Steel on August 1, 2003 and was appointed as the Group CFO in 2008. He was inducted into the Board of Tata Steel effective November 9, 2012. Further, he was appointed as Group Executive Director (Finance & Corporate), Tata Steel in 2013. and re-appointed as Whole-time Director effective November 9, 2017, designated as Executive Director and Chief Financial Officer.

During the last 15 years in the Company, he has been part of the top leadership team and has led the Company's Finance function and provided stewardship in the areas of financial strategy, performance management, large and complex financing in India and overseas of more than US\$70 billion, mergers, acquisitions and divestments, risk management, reporting and control, investor relations and taxation. He has also been deeply involved in the portfolio restructuring and turnaround of various subsidiary companies.

He has been a member of the Primary Market Advisory Committee of the SEBI and was member of the task force set up by SEBI that drafted the Takeover Code. He was also the member of the Global Preparers Forum, the advisory body to the International Accounting Standards Board, London. He is currently a member of the IIRC, UK; the Working Group on Group Insolvency set up by the Insolvency and Bankruptcy Board of India; the Global Task Force on Climate Related Financial Disclosures set up by the Financial Stability Board, Basel Switzerland; the Advisory Council to CII-ITC Centre of Excellence for Sustainable Development; and the British Academy project on Future of the Corporation.

He is also a frequent speaker in various conferences in India and abroad and has been recognised as one of India's best CFOs by several organisations like Business Today Magazine, CNBC, Asiamoney and Chartered Institute of Management Accountants UK. In March 2019, he was awarded the CFO Lifetime Achievement Award by the Financial Express.

Mr. Sandeep Kumar
Managing Director

Mr. Kumar has over 27 years of work experience with the Tata group. He is currently the Managing Director of Tata Metaliks. He has also been the Managing Director of S&T Mining Pvt. Ltd. from 2008 to 2012. His core experience revolves around commercial and general management responsibilities in the business of steel and steel raw material.

Mr. Kumar is a Mining Engineer from Indian Institute of Technology (Indian School of Mines),

Dhanbad and a postgraduate in International Trade from Indian Institute of Foreign Trade (IIFT), New Delhi.

He is an elected member of the CII Eastern Regional Council. He is also a Managing Committee member of Bengal Chamber of Commerce & Industry and Executive Committee member of Indian Chamber of Commerce.

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

Mr. Paul, graduated in Metallurgical Engg. and joined Tata Steel in 1986 as a 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 at Tata Steel. In the past, he has been the Managing Director, Jamshedpur Utilities & Services Company Limited (JUSCO), VP (Corporate Services), Tata Steel, and Managing Director, Tata Metaliks. He is currently VP, Safety Health & Sustainability at Tata Steel.

He is an avid reader, keen cricketer and a golfer.

Mr. Krishnava Satyaki Dutt
Independent Director

Mr. Dutt started his legal career at the Calcutta High Court. After a short stint at the High Court, he joined ICICI Bank in Mumbai, where he gained several years of experience in handling transactions involving stressed assets and the international banking sector. He joined Amarchand Mangaldas in 2005 and was made partner in 2007. He retired from Amarchand Mangaldas in June 2009, after which he founded Argus Partners.

He has been recognised as 'Highly Regarded' in M&A by IFLR1000 2020 rankings. He has been identified by India Business Law Journal as one of India's top 100 lawyers and is mentioned among the India A-List lawyers of 2019, 2018 and 2017. Describing him as 'a sharp, distinctive individual who has made the most of the booming Indian infrastructure market', RSG Consulting (London) has identified him as one of the leading second generation of Indian corporate lawyers. Chambers and Partners has identified him as a leading lawyer in India. He is currently the Managing Partner of Argus Partners.

Dr. Pingali Venugopal
Independent Director

Dr. Venugopal has teaching, industry, consulting and research experience in the marketing function for over 40 years. He has been a faculty at XLRI, Jamshedpur since 1994 and the Dean of the institute from 2004 to 2010. He has also been a visiting faculty to leading institutes in India including the Indian Institutes of Management in Ahmedabad, Lucknow, Kolkata, Ranchi, Kashipur, Visakhapatnam and Indore as well as international

institutes including American University of Armenia and Educatis University Switzerland. He has also been inducted as a co-trainer for programmes done by Indo-US-Africa Trilateral co-operation on food security for functionaries from Kenya, Malawi and Liberia.

Prior to joining academics, he worked in the marketing department of Coromandel Fertilisers and Nagarjuna Fertilisers and Chemicals Ltd. for a period of 10 years. He has published eight books and several articles in leading international journals.

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

Ms. Shah has over 20 years of experience in financial services. She joined Tata Steel in 2012 and is currently Group Head, Corporate Finance and Risk Management. She looks after the financing requirements of the Tata Steel group and is responsible for raising debt and equity capital from local and international banks and capital markets. She is also the Chief Risk Officer of Tata Steel and has spearheaded the implementation of an enterprise wide risk management practice across the Tata Steel group.

Dr. Rupali Basu
Independent Director

Dr. Basu, a veteran in healthcare sector in India, is currently the Director and CEO, Woodlands Multispecialty Hospital Ltd., Kolkata. She held the positions of Non-executive Director, IQ City Medical College and Hospital, Durgapur; President and CEO, Eastern Region of Apollo Hospitals Group, India, and General Manager, Kolkata for Wockhardt Hospitals Ltd., Mumbai before, among many others.

She is a medical graduate from R. G. Kar Medical College, Kolkata and has postgraduate training in Health and Hospital Management from Harvard and Delhi Universities. She is known for her pioneering work in bringing quality systems and accreditation in healthcare in India. Her contribution in developing superspeciality tertiary care hospital services in eastern India, specifically cancer, cardiac and emergency care is instrumental in bringing back the confidence of people in healthcare in the region.

Mr. Amit Ghosh
Independent Director

Mr. Ghosh has over 37 years of experience in various greenfield ventures, brownfield expansion/diversification and acquired ongoing concerns. His areas of expertise include corporate financial restructuring, strategic planning exercises, acquisition integration and implementation of turnaround plans, among others. He has served in Tata Steel and its group companies, and is a member of The Institute of Directors. As a Rotarian with Rotary Club of Calcutta, he engages in various community welfare services.





Risk Management

Evaluating preparedness for the future

We have a robust system of identifying, monitoring and mitigating risks. Scanning of external environment, including input from key stakeholders and SWOT analysis form the basis of risk identification. The risk identification and mitigation process is two pronged, namely, bottom-up and top-down.

In the bottom-up process, during the annual business plan exercise, process-level critical risks are identified for mitigation by each process. The risks impacting more than one key processes and/or having high impact on profitability/continuity are recognised as enterprise-level risk in the top-down or Enterprise Risk Management (ERM) process.

Risks are prioritised based on severity of impact and likelihood of occurrence using a rating scale customised for the Company's business operations, volume and complexity. Risk treatment plans are adopted for all critical (class A) and moderate (class B) risks, whereas contingency plans are put in place for low (class C) risks. These treatment plans are based on cost-benefit analysis and follow the principles of acceptance, avoidance, transfer and mitigation. Acceptance involves intelligent risk taking to leverage upon the emerging opportunities. Monitoring of movement of risks, compliance to mitigation strategies and need-based course correction are part of performance reviews at various levels starting from Risk Management Committee of the Board, to respective process owners.

 RISK	 IMPACT	 EMERGING OPPORTUNITY	 TREATMENT
A. Strategic risk			
Over-supply situation in PI and DIP markets	Price war may create pressure on margin	Inorganic growth	<ul style="list-style-type: none"> • Cost reduction through structural change and operational effectiveness • Evaluating inorganic additions
Substitution of smaller diameter DIP with non-metallic pipes	Price war in smaller diameter and lower capacity utilisation may create pressure on margin	Diversification	<ul style="list-style-type: none"> • Maintaining superior quality and continuous engagement with customers • Improving cost of production • Spreading risk on multi-product portfolio through product diversification
B. Operational risk			
Dependency on single/limited source of supply, such as a country (China) and/or supplier for few critical raw material, consumables and spares	Disruption in operation due to country/ supplier specific issues; pressure on margin for higher cost alternative sourcing	Indigenisation; broad-basing supply source; local development	Specific and time-bound actions for indigenisation and improvement of supplier base
Unavailability of additional land and water for brownfield expansion at existing location	Delay in long-term expansion plan; higher cost of green field expansion	Organic growth	Optimisation of existing land; identification of adjacent/nearby additional land jointly with the government; sourcing of surface water; exploring various opportunities
Safety violations at the workplace	Loss of productive hour due to accident and/or injury	Use of automation to reduce human-machine interface	Stricter compliance to safety policy; continuous training of own and contractors' employees; contractor safety rating and consequence management; increased level of automation
Project delay	Time and cost overrun resulting in lower internal rate of return than planned	Asset-light model for utilities and facilities	Effective planning; monitoring; equipment supplier/contractor management
C. Reporting risk			
Nil and/or insignificant			
D. Compliance risk			
Stricter environment compliance norm in future	Fines; temporary shutdown; negative impact on brand image even for inadvertent and insignificant gap	Going beyond compliance – stricter internal norms and measures than statutory mandate	Specific and time-bound action plans for (i) reduction of carbon emissions; enhancing use of renewable energy; (ii) air quality improvement; (iii) zero discharge; (iv) water recycling and use of surface water; (v) waste management; (vi) green cover; (vii) improved monitoring and reporting
E. Financial risk			
Volatility in (i) commodity price such as coal; and (ii) exchange rate	Negative impact on margin	Natural hedging through increased export; spreading risk over multiple sources of supply (coal); use of analytics for predicting price	Currency and commodity hedging as per hedging policy; implementation of analytics projects under DigiTML
F. Business continuity risk			
Outbreak of COVID-19	Continuous and uninterrupted operation may be hampered during FY 2020-21	Continuing some of the support functions in remote mode, such as work-from-home options, thereby reducing establishment cost	<ul style="list-style-type: none"> • Continuous monitoring of situation • Strict compliance to SOP (in line with government SOP) for social distancing, sanitisation and monitoring the cases of infection (if any) applicable to employees and visitors • Gradual ramp-up of production, dispatch and project work as per government norms/circulars • Extensive use of digital technologies for running day-to-day interactions/meetings and trainings

Statutory Reports and Financial Statements

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Corporate Information

Board of Directors

(as on June 10, 2020)

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 June 10, 2020)

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

Auditors

Price Waterhouse &
Co Chartered Accountants LLP, Kolkata

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

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

Registrar & Share Transfer Agent

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



Board’s Report

To the Members,

Your Directors take pleasure in presenting the 3rd Integrated Report (prepared as per the framework laid down by the International Integrated Reporting Council) and the 30th Annual Accounts on the business and operations of Tata Metaliks Limited (‘the Company’) for the Financial Year (FY) ended March 31, 2020.

Financial Results

Particulars	(₹ crore)	
	Financial Year 2019-20	Financial Year 2018-19
Gross Income from Sales & other operations (including other income)	2066.44	2161.76
Profit before interest, depreciation and taxes	300.42	313.87
Less: Interest	33.14	43.25
Profit before depreciation and taxes	267.28	270.62
Less: Depreciation	65.06	57.64
Profit before taxes	202.22	212.98
Less: Provision for taxes including deferred taxes	35.42	30.17
Profit from continuing operations	166.80	182.81
Loss from discontinued operations	(0.84)	(0.92)
Profit for the Year	165.96	181.89
Profit / (Loss) and credit balance brought forward	335.20	162.42
Other comprehensive income net of tax	(1.78)	0.03
Amount available for appropriation	499.37	344.34
Appropriation:		
Equity Dividend	9.83	7.58
Tax on Dividend	2.02	1.56
Transfer to General Reserve	-	-
Balance carried forward	487.52	335.20

The Novel Coronavirus (COVID-19) has been declared a global pandemic by the World Health Organisation (WHO) and its rapid spread has caused severe health concern and economic disruption in the country. Various notifications and advisories were issued by both the Central and State Government to contain this virus. Keeping in view the same and after reviewing the practical constraints of continuing operations and the safety & health of the employees and other stakeholders, your company suspended the production of Pig Iron and Ductile Iron Pipes at the plant in Kharagpur, West Bengal on March 28, 2020 until the production commenced in phases from May 12, 2020.

In view of the above, the operational and financial performance of the Company has been adversely impacted during Q4 of FY 2019-20.

Financial & Operational Performance

The Company has recorded a revenue of ₹2,051 crore and EBITDA of ₹300 crore in FY 2019-20 as compared to ₹2,155 crore and ₹313 crore respectively in FY 2018-19. The Company achieved a Profit Before Tax (PBT) of ₹202 crore as compared to ₹213 crore in FY 2018-19.

The decline in revenue and profit is primarily due to suspension of manufacturing operations and sales during the latter part of March, 2020 when lockdown 1.0 was announced by the Government to combat the threat posed by COVID-19 pandemic and also the impact of depressed pig iron market during H1 FY 2019-20. The sales volume in the business of ductile iron pipes stood at 218 kilo tonnes (kt) as against 236 kt in the previous year. The sales volume of pig iron grew by 10% despite the reasons mention above.

State of Company’s affairs

Pig Iron (PI)

During the year under review, the Company has recorded its highest ever production of hot metal at 5.44 lakh tonnes (Lt), representing a 5% increase over last year. The increase in hot metal production along with reduction in coke rate was achieved on account of several initiatives like increased injection of oxygen, use of sponge iron and various process improvements in operational and maintenance practices brought in.

The Pulverised Coal Injection plant (PCI), which was commissioned in FY 2018-19, stabilised during FY 2019-20 and coal injection increased gradually along with oxygen injection from newly commissioned plant made a significant impact on reduction of hot metal cost. The Marketing and Sales (M&S) team continued taking initiatives

for customer centricity including increasing customer intimacy, organising several customer meets, offering technical services, etc. which helped the Company achieve steady results in the market place including sustained price premiums despite a depressed market in H1 FY 2019-20.

Ductile Iron Pipe (DIP)

The DIP business of the Company recorded a decline of 8% in finished pipe production at 224 kt compared to FY 2018-19. This drop was primarily due to adverse impact on account of COVID-19 resulting in suspension of plant operations during the latter part of March 2020, which is normally the peak despatch month for the DI pipes. Although the production of DI pipe was lower than last year, on other operational parameters, the DI pipe business performed well. Further, several initiatives were taken by M&S Team in areas of customer centricity, including launch of Technical Services, higher levels of customer engagement and continuing focus on digital projects that is helping the Company establish Tata Ductura as a premium brand in the market place.

Dividend

Your Board has recommended a dividend of ₹2.50/- per Equity Share on 2,80,85,000 Equity Shares of ₹10/- each for FY 2019-20 (previous year ₹3.50 per equity share on 2,80,85,000 Equity 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**) scheduled to be held on Monday, September 07, 2020.

The dividend, once approved by the Shareholders, will be paid to the eligible Members on and from September 11, 2020. If approved, the dividend would result in a cash outflow of ₹7.02 crore. The total equity dividend outgo works out to 4.23% (FY 2018-19: 6.52%) of the 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.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 22, 2020 to Monday, September 07, 2020 (both days inclusive) for the purpose of AGM and payment of dividend for FY 2019-20.

Material Changes and Commitments, if any, affecting the Financial Position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report.

The sudden outbreak of novel Coronavirus (COVID-19) and its rapid spread across the world has had its impact on the business operations of the Company, beginning with the latter part of March ‘20 and continuing into the 1st quarter of FY 2020-21.

Immediately after imposition of the lockdown, keeping in mind the practical constraints of continuing operations and dispatches and the

safety & health of our employees & other stakeholders, the Company suspended its production at its plant in Kharagpur, West Bengal in the later part of March ‘20.

The overall adverse impact on the operations of the Company due to suspension and financial impact is not expected to be very significant as the operations commenced in phases from May 12, 2020. The Company closely monitored the situation and took appropriate actions as per the directions issued by the regulatory authorities from time to time keeping in view the interests of the Company, health and safety of employees and other stakeholders. Your Company remained focused on conserving cash and ensuring adequate liquidity. The Company resumed its operations as soon as it received Govt. approval to operate the plant, with reduced manpower and with all prescribed health & safety guidelines.

The Company has assessed the impact of COVID-19 related lockdown on the carrying value of fixed assets, receivable, inventory, the current liquidity position, future business condition and cash flow as at the balance sheet date and has concluded that no material adjustments are required in the financial statements. However, the Company will continue to monitor any material changes to future economic conditions.

Transfer to Reserves

The Board of Directors has decided to retain the entire amount of profit for Financial Year 2019-20 in the statement of profit and loss and no amount is proposed to be transferred to the general reserves.

Capex and Liquidity

During the year under review, the Company incurred capital expenditure of ₹139 crore, which has been funded through internal accruals. The liquidity position got affected at the end of FY 2019-20 due to outbreak of COVID-19. However, the Company took all possible efforts to maintain the liquidity with undrawn lines of both fund-based and non-fund based limits sanctioned by banks.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report, in compliance with Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as ‘**SEBI Listing Regulations**’), forms an integral part of this report and is annexed herewith as **Annexure A**.

Change in Share Capital

During the year under review, there was no change in the capital structure of the Company.

Credit Ratings

The 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+. Details are provided in Corporate Governance Report.

Integrated Report

In continuation with our commitment to stakeholders, the 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 3rd Integrated Report of the Company for the financial year ended March 31, 2020.

Business Responsibility Report

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the top 1,000 listed companies (based on market capitalisation calculated as on March 31 of every financial year) is required to prepare a Business Responsibility Report ('BRR'), describing the initiatives taken by the Company from an environmental, social and governance perspective, in the format as prescribed by SEBI.

As stated earlier in this Report, the Company has followed the <IR> framework of the IIRC to report on all the six capitals that are used to create long-term stakeholder value. Our Integrated Report has also undergone an independent assurance. The Company has also provided BRR in the prescribed format as **Annexure B** to this Report. The same is also available on the Company's website at www.tatametaliks.com.

Subsidiaries, Joint Ventures and Associates

The Company does not have any subsidiary, associate or joint venture company as on March 31, 2020. Accordingly, the requisite disclosure as per Section 129(3) of the Companies Act, 2013 (Act) in Form AOC-1 is not applicable.

Sustainability

The core values of the Tata Group are integral to the Company's sustainability initiatives to achieve triple bottom-line growth. The Company continues to create positive influence across all stakeholders through a broad spectrum of focussed initiatives in the areas of environment management, water sustainability, carbon emission, use of alternate fuel and community development. Some of the major initiatives taken in last few years have had significant positive impact on the environment as well as the communities. These initiatives included launching of sustainability project on water conservation by creating water harvesting structures like ponds and nullahs in the neighbouring community to ultimately make the Company 'water positive' by FY 2024-25, working for the development of the local communities specifically in the areas of education and essential amenities, operating a Skill Development Centre, assisting the local community during COVID-19 pandemic, etc. Additionally, the 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

Over the last few years the Company has worked relentlessly on changing the mindset of employees to enhance behavioural safety, increase awareness on safety standards & safe working practices through several training programmes across all workforce segments (officers, supervisors, workmen and contract labour) and extended it to all service providers too. The Felt Leadership safety training for the employees continues to progress steadily to sensitise and build leadership competence on safety. Additionally, demonstration of Leadership on the shop-floor through safety 'Line Walks' by Senior Leadership team, improving competence of the contractors and service providers, focussed efforts towards Hazard Identification and Risk Assessment (HIRA) and reducing man machine interface through kaizens and automation are all helping to enhance the safety standards at work place. To improve the safety culture and practices in our plant, cross-company safety audits are conducted by teams from other Tata companies. Further, our safety team members and people in line functions also visit other Tata companies for conducting audits which helps in building safety competency.

In order to reduce man machine interface and improve safety in operations, robots have been tried and introduced for operations in the existing DI pipe plant. The new DI pipe plant is coming up with high degree of automation and several robots. This will not only improve safety but also the productivity and quality of operations.

Environment

The 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, concern for environment under our strategic business pillar of 'Responsible Corporate Citizenship' is deeply integrated with the Company's vision. The manufacturing plant at Kharagpur which is ISO 14001 and OHSAS 18001 certified continues its journey of operational excellence coupled with resource and energy efficiency, along with recovery, reuse and recycling of waste. During FY 2019-20, your Company was successful in obtaining accreditation for SA 8000 (Social Accountability) standard. The Company strives to create benchmarks in the industry for sustainable business practices. A comprehensive 18 months air pollution study is being carried out in the plant through National Environment Engineering & Research Institute (NEERI) for further improving the air quality index in and around the plant. Action on NEERI's interim recommendations are under implementation and the final report is awaited.

Customer Relationship

The Company's focus on 'Customer Centricity' and 'Customer Intimacy' to become 'Supplier of Choice' through well-structured marketing & sales (M&S) initiatives and improvement programmes including digital interventions like pricing analytics, sales & operations planning, etc. Pig iron distribution channel has been restructured for improved customer understanding and intimacy.

Entire M&S process is being taken on a Customer Relationship Management (CRM) platform which along with its integration with the Enterprise Resource Planning platform, SAP HANA will take our customer relationship to a significantly enhanced level.

The Company's customised offerings, tailored to cater to the specific needs of customers, create value propositions which improve competitiveness in the businesses in which it operates. The M&S 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 focus on Technical Services (for DI pipe customers also) helps capture and address customer complaints in real-time and also provide technical services to customers at site which covers assistance and training in pipe handling, laying & jointing, on-site pipe repair, etc.

Human Resource Management & Industrial Relations

The Company acknowledges that the employees are the most important stakeholder for its success and it is therefore imperative to ensure a strategic alignment of human resource (HR) practices to its business priorities and objectives of 'Robust People Practices'. In order to build a 'Smart Future', the entire HRM process from 'Hire to Retire' has been brought on a digital platform. This platform along with focussed improvement initiatives in the areas of (a) Talent management, (b) Capability development, (c) Productivity improvement and (d) Organisational engagement helps 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 several HR improvement initiatives. Some of these included focussed learning & development approach for high potential employees, e-learning, reverse mentoring in digital for senior leadership, digital champions assisting the organisation in digital mind-set workshops, digital HRM platform, HR analytics, use of Artificial Intelligence (AI) in campus hiring, automation and friendly HR policies. The Company continued to deepen the talent base & 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 for critical positions. As an equal opportunity employer, initiatives continued to recruit from socially disadvantaged sections which demonstrate 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.

The Company continues to invest in various avenues to deploy innovative practices that foster workforce engagement and satisfaction to enhance competence through training, e-learning and development and lateral movements across functions / divisions. Employee engagement and satisfaction results continue to show an improving trend with significant reduction in 'actively disengaged' employees and exposure to new opportunities.

The Company has enjoyed cordial relations with its employees and the 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.

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 C**. 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 employees drawing remuneration in excess of the limits set out in the said Rules forms part of this report.

Corporate Social Responsibility

The Corporate Social Responsibility ('CSR') initiatives of the Company is embodied in its value chain and aligned with the core purpose of the Tata Group. 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.

The Company continues to remain focused on improving the quality of life and engage with various communities through focussed interventions in areas of education and essential amenities along with other projects in the areas of health, sanitation, water conservation & sustainability, employability and entrepreneurship. The CSR activities are carried out through 'Sadbhavna 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 D**. The CSR Policy adopted by the Company can be viewed at <https://www.tatametaliks.com/static-files/pdf/policies/Corporate-Social-Responsibility-Accountability-Policy.pdf>. For other details, please refer to the Corporate Governance Report, which forms part of this report.

The Company had extended the CSR activities in the area of health to the workers of foundry customers through several health camps throughout the year.

A unique initiative which the Company launched this year is a project on water sustainability in the nearby community of 25 villages by building ponds, nullahs and other water conservation and recharging structures. This is being done with the objective of making water available to the community as also ensuring that the Company becomes 'water positive' by FY 2024-25. This project is being implemented in addition to the usual CSR budget to be spent over the next five years.

During the year under review, a sum of ₹431 lakh was contributed to the Sadbhavna Trust for CSR and Affirmative Action initiatives against the minimum statutory requirement of ₹388.47 lakh for the year under review. The Annual Report on CSR activities, in terms of Section 135 of the Act and the Rules framed thereunder is also annexed herewith.

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. We consider it our inherent responsibility to disclose timely and accurate information regarding the operations and performance, leadership, and governance of the Company.

Pursuant to the SEBI Listing Regulations, the Corporate Governance Report along with the Certificate from a Practicing Company Secretary, certifying compliance with conditions of Corporate Governance, is annexed to this report (**Annexure E**).

Meetings of the Board and Committees of the Board

The Board of Directors met 8 (eight) times during the year. The details of the composition of the Board, meetings held and attendance of your 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 SEBI Listing Regulations. The Committees of the Board usually meet prior to the Board meeting, or whenever the need arises for transacting business. Details of composition of the Board and its Committees as well as details of Board and Committee meetings held during the year under review are given in the Corporate Governance Report.

Selection of New Directors and Board Membership Criteria and 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 include 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 your 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 <https://www.tatametaliks.com/static-files/pdf/policies/TML-NRC-policy.pdf>

Familiarisation Programme for Independent Directors

In compliance with the provisions of the SEBI 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 your Company, the roles, rights and responsibilities of Independent Directors etc. During the year, as part of this programme, Independent Directors visited the manufacturing unit at 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 nearby villages to get a first-hand review of your Company's CSR interventions and its impact on the community. The Chairperson of the CSR Committee along with two other Independent Directors inaugurated a drinking water and sanitation project through solar power system under the essential enablers interventions in a nearby village.

During the year under review, no new Independent Directors were inducted to the Board. Details of the familiarisation programmes given to the Independent Directors are provided in the Corporate Governance Report, annexed herewith, and the policy as adopted by your Company is also available on our website at <https://www.tatametaliks.com/static-files/pdf/policies/policy-prog-director.pdf>

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. 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. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

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 had their meeting on March 31, 2020 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 Nomination and Remuneration Committee reviewed the performance of the individual directors and the Board as a whole. In the Board meeting that followed the meeting of the independent directors and the meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was discussed.

The evaluation process found the overall performance of the Board satisfactory in working cohesively as a team and guiding 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.

Remuneration Policy for the Board and other Employees

The policy on remuneration of your 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 your Company.

The salient features of the Policy are:

- It lays down the parameters based on which payment of remuneration (including sitting fees and remuneration) should be made to Independent Directors and Non-Executive Directors.
- It lays down the parameters based on which remuneration (including fixed salary, benefits and perquisites, bonus / performance linked incentive, commission, retirement benefits) should be given to whole-time directors, KMPs, and rest of the employees.
- It lays down the parameters for remuneration payable to Director for services rendered in other capacity

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

Independent Directors' Declaration

Your Company has received the necessary declarations from each Independent Director in accordance with Section 149(7) of the Act, read with Regulations 16(1)(b) and 25(8) of the SEBI 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 SEBI Listing Regulations.

In terms of Regulation 25(8) of the SEBI Listing Regulations, IDs have confirmed that they are not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact their ability to discharge their duties.

Further, the IDs have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as independent directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Companies Act, 2013) of all Independent Directors on the Board.

Directors

Re-appointment of Directors retiring by rotation

In terms of the provisions of Section 152 of the Act read with Article 110 of the Articles of Association of the Company Mr. Koushik Chatterjee (DIN: 00004989) will retire by rotation at the ensuing AGM and is eligible for re-appointment.

The Board of Directors, based on the recommendations of the NRC, have re-appointed Mr. Sandeep Kumar as Managing Director for a period of 3 years effective July 01, 2020. The Board approved the re-appointment of Mr. Kumar based on his significant contributions to the overall management and in view of the key role he continues to play in the sustainable transformation of your Company.

The necessary resolutions for re-appointments of Mr. Chatterjee and Mr. Kumar, form part of the Notice convening the AGM. The Board recommends and seeks your support in confirming re-appointments of Mr. Koushik Chatterjee and Mr. Sandeep Kumar. The profiles and particulars of experience, attributes and that qualify them for Board Membership are disclosed in the Notice convening the AGM.

During the year under review, the non-executive directors of your Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committee of the Company.

Key Managerial Personnel

Pursuant to Section 203 of the Act, 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 as on March 31, 2020. There has been no change in the office of KMPs during the year under review.

The remuneration and other details of KMPs for FY 2019-20 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 SEBI 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 comprises of Mr. Krishnavi Satyaki Dutt (Chairman), Dr. Pingali Venugopal, Ms. Samita Shah and Mr. Amit Ghosh. The Committee met 6 (six) times during the year under review. 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.

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 line with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy on Related Party Transactions (RPTs) and manner of dealing with RPTs which is available on the Company's website at the link: <https://www.tatametaliks.com/static-files/pdf/policies/rpt-policy.pdf>

All transactions with related parties (including material transactions) during FY 2019-20 were reviewed and approved by the Audit Committee and were at arm's length and in the ordinary course of business. Prior omnibus approval was obtained for RPTs which were of repetitive nature and entered in the ordinary course of business and on an arm's length basis. The transactions entered into pursuant to the omnibus approval so granted were reviewed by Audit Committee on quarterly basis.

Pursuant to the third proviso of Section 188(1) of the Act, the compliance with the provisions of Section 188(1) is not applicable, where all RPTs are carried out in the ordinary course of business and under arm's length basis. Accordingly, the disclosure of RPTs as required under Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to the Company for FY 2019-20. However, since there were three material RPTs in FY 2019-20 under SEBI Listing Regulations, the said disclosure is enclosed in **Annexure F**.

Details of RPTs entered into by the Company, in terms of Ind AS-24 are disclosed in notes to the standalone/consolidated financial statements forming part of this Integrated Report. There was no other material RPTs entered into by the Company with its Promoters, Directors, KMPs or other designated persons during FY 2019-20, except those reported in the financial statements. None of your Directors or KMPs had any pecuniary relationships or transactions with the Company during FY 2019-20.

Approval of Members is being sought for 3 (three) material RPTs for FY 2020-21 at the ensuing AGM.

Vigil Mechanism / Whistle Blower Policy

Your Company has a well-defined Vigil Mechanism policy in place that provides 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). During the year under review, no person has been denied access to the Chairman of the Audit Committee. In addition, Directors, employees, and vendors, may approach the Ethics Counsellor to make any such protected disclosure.

During the year, the Company did not receive any whistle blower complaints.

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.

The said policy is available on the Company's website at www.tatametaliks.com/static-files/pdf/policies/whistleblower-policy.pdf.

Risk Management

The Company continuously works on making its risk management framework more robust 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, sustainability and business continuity 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.

The Company has identified 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, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2019-20.

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:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they 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;

- they 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;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls in the Company and that such internal financial controls are adequate and were operating effectively; and
- they 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

Members of the Company at their 27th Annual General Meeting held on July 26, 2017, approved the appointment of Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants (Registration No.304026E / E300009), as the Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of 27th AGM until the conclusion of 32nd AGM of the Company to be held in the year 2022

In line with the SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019, due modifications in the engagement letter have been made.

In terms of the provisions relating to statutory auditors forming part of the Companies Amendment Act, 2017, notified on May 7, 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement. Accordingly, the Notice convening the ensuing AGM does not carry any resolution on ratification of appointment of Statutory Auditors.

The report of the Statutory Auditor forms part of the Integrated Report and Annual Accounts 2019-20. During the year under review, the Auditors did not report any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

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, 2020. The Secretarial Audit Report for the financial year ended March 31, 2020,

in Form MR-3, forms an integral part of this report and is annexed herewith as **Annexure G**.

Cost Auditors

Pursuant to the provisions of Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain its cost records and get the same audited by a Cost Accountant in practice. Accordingly, the cost records are made and maintained by the Company as required under Section 148(1) of the Act. The Board of Directors of the Company has, based on the recommendation of the Audit Committee, approved appointment of Messrs. Shome & Banerjee, Cost Accountants (Firm Registration No: 000001) as the Cost Auditors of the Company for the Financial Year ending March 31, 2021. Messrs. Shome & Banerjee have vast experience in the field of cost audit and have been conducting the audit of the cost records of the Company for the past several years. The Cost Audit Report of the Company for the Financial Year ended March 31, 2019 was filed by the Company in XBRL mode. Pursuant to Section 148 of the Act, read with Rule 14(a)(ii) of Companies (Audit and Auditors) Rules, 2014, ratification of the remuneration payable to the Cost Auditors (as recommended by the Audit Committee and approved by the Board) 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. We seek your support in ratifying the proposed remuneration of ₹3 lakh plus applicable taxes and reimbursement of out-of-pocket expenses payable to the Cost Auditors for the Financial Year ending March 31, 2021.

Auditors' qualification

No qualifications, reservations, adverse remarks or disclaimers are provided in the reports by the Statutory Auditors, Secretarial Auditor and Cost Auditors respectively.

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 2019-20 is given in **Annexure H** in the prescribed Form No. MGT-9 which forms part of this Report. The same is available on our website: www.tatametaliks.com/investors/other-disclosures.aspx

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

The 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 2019-20.

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

The 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 and short 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

The 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 I**.

Awards and Accolades

Your Directors are happy to report that during the year under review, your Company was conferred Economic Times Corporate Award for Excellence in Business Performance in FY 2019-20, 3rd prize in Confederation of Indian Industry (CII) National- Level Environmental

Kaizen competition, and Energy Conservation Award at the CII ENCON Awards 2019 with '4 Star Rating' in the Large-Scale Category.

Other Disclosures

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by The Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

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

- 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 Government of India, Governments of various states in India, concerned Government departments & agencies and regulatory authorities for their continued support and we look forward to their guidance in the future.

On behalf of the Board of Directors

Place: Kolkata
Date: June 10, 2020

Sd/-
Koushik Chatterjee
Chairman
DIN: 00004989

Annexure A

Management Discussion and Analysis Report

A. Overview

The following operating and financial review is intended to convey the Management's perspective on the financial and operating performance of the Company at the end of the Financial Year 2019-20. This Report should be read in conjunction with the Company's financial statements, the schedules and notes thereto and the other information included elsewhere in the Integrated Report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013 ('Act'), as amended and regulations issued by the Securities and Exchange Board of India ('SEBI') from time to time.

B. Industry Structure and Development

The entire global population and the economy are in shambles due to the outbreak of COVID-19 pandemic. The speed at which the mankind has been impacted is unimaginable and whatever achievements and progress were made in FY 2019-20 until the outbreak of pandemic (in December '19 in China, February '20 in Europe & United States and March '20 in India), have got overshadowed by the impact of the pandemic on the economy. Most of the economies around the world may contract in FY 2020-21 and it may take at least 18-24 months for them to recover from this devastation – some economies like India with younger population may take less time compared to others in the West.

While our businesses of Pig Iron and DI pipe are driven by the GDP growth at the macro-level, global and domestic iron & steel production has impact on the Pig Iron business while investment in water, sanitation & irrigation infrastructure has impact on the DI pipe business.

Global crude steel production stood at 1,870 million tonnes (Mt) for the year 2019, up by 3.4% compared to 2018. Crude steel production contracted in all regions in 2019 except in Asia and the Middle East.

Asia produced 1,341 Mt of crude steel in 2019, an increase of 5.7% compared to 2018. China's crude steel production in 2019 reached 996 Mt, up by 8.3% since 2018. India's crude steel production for 2019 was 111 Mt, up by 1.8% since 2018. India's share of global crude steel production decreased marginally from 6% in 2018 to 5.9% in 2019. China remained world's largest crude steel producer in 2019 at 996 Mt followed by India (111 Mt), Japan (99 Mt) and the USA (88 Mt).

After a slower than expected growth in 2019, mainly due to the deep manufacturing recession in the developed economies, a further decline in global steel demand was observed in 2020. According to World Steel Association, there are seven key

end-user industries on which steel outlook can be based. The first, accounting for 51% of usage, is construction, by far and away the significant user of steel. Mechanical engineering at 15% - leads the remaining sectors, which include automotive (12%), metal goods (11%), transport (5%), electrical equipment (3%) and domestic appliances (3%). If we track the trend of economic value of these sectors, we can get correlation with steel consumption. These sectors have grown only at 1% in 2019 compared to 2.8% in 2018 and this growth rate is slowest since 2009. However, it was projected that the sectors would grow by 2.1% in 2020 before the COVID-19 struck. This projection needs a revisit post pandemic period.

Due to outbreak of the COVID-19, the global steel industry had deep impact with closure of production units, customers being hit by shutdowns, disrupted supply chains, declining stakeholder confidence and delayed investment / projects, which also led to decline in consumption activity. Financial market volatility and collapsing oil prices further undermined investments.

World Steel Association estimates that it is possible that the impact on steel demand in relation to the expected contraction in GDP may turn out to be less severe than that seen during the global financial crisis. The 2008 financial crisis was prompted by a severe reduction in industrial and investment activities because of the collapse of the financial system. The current economic crisis for all service and direct consumer sectors may prove to be less steel intensive.

The recovery path from the current crisis will critically depend on the duration of the lockdown and the timing of exit plans. This, of course, will vary widely around the world. The manufacturing sector is expected to be quicker to rebound compared to other sectors, but supply chain disruptions are expected to continue for some time. The prolonged lockdown(s) have severely impacted to supply chains; posing a serious challenge to a quick recovery.

The Indian economy started FY 2019-20 with a healthy growth in the first quarter on the back of domestic resilience. Growth declined in subsequent quarters due to slow global growth prospects, muted demand, externalities from trade disputes, and reduced investments. The steady decline of Indian rupee on the back of crude price fluctuations adversely impacted investment flows.

The Indian steel industry, on the path of a hopeful consolidation and recovery, continues to remain among the bright spots for the world's steel industry with a modest 5.9% share of global crude steel production.

India, as a major Pig Iron (PI) manufacturer and exporter in the world, registered a marginal drop in PI output during FY 2019-

20. The drop in total pig iron production in India was primarily due to lower production by integrated steel producers who produce steel grade pig iron for steel making. Tata Metaliks, on the other hand manufactures foundry grade pig iron used as raw material for manufacturing iron castings. For this variety of pig iron, the demand in the country was stable and your Company did well to increase its sales to 313,992 tonnes (t) in FY 2019-20 from 283,454 t in the previous year. Prices of foundry grade pig iron were strong in Q1 FY 2019-20 but remained depressed in Q2 and Q3 and then recovered in Q4 until COVID-19 struck. Pig iron export stood at about 9309t.

The Ductile Iron (DI) pipe demand and prices in the country were stable in view of Government’s focussed investments in water and sanitation infrastructure.

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. Further, Government’s focus on projects like ‘AMRUT’ (Atal Mission for Rejuvenation & Urban Transformation) and Lift irrigation projects is also promising for the Industry. However, it is likely that some projects may face delays due to Govt.’s priority of resource allocation to fighting the COVID-19.

Coal and coke, a key raw material for production of hot metal, continued to experience volatility in prices throughout the year impacting our input costs. The Company mitigates the price volatility through its in-house coke manufacturing at the BOOT partner’s plant and long-term sourcing contract with its holding company i.e. Tata Steel Limited.

The international iron ore fines price also continued to remain volatile during FY 2019-20. The price moved between \$ 88/t and \$ 120/t CFR China while the domestic market price of iron ore fines in eastern India ranged between ₹1028/t and ₹1250/t ex-mines ₹/t (OMC price).

Foundry grade pig iron market remained buoyant in Q1 but got depressed in Q2 and Q3 due to low industrial activities in the engineering & auto sectors which are the drivers of the casting industry. However, the markets recovered significantly in the last quarter of the year with demand and prices firming up.

DI pipe, being a value added product and driven by investments in water, sanitation and irrigation infrastructure projects of the Govt. generally for past several years has seen a robust demand and stable prices. The year FY 2019-20 was no different with more or less same volume of sales as last year (marginal drop was due to adverse size-mix and loss in sales during last week of March ’20 due to lockdown) and improved price realisation.

C. Opportunities and Threats

India is the second largest castings producer in the world. Its castings industry is driven by robust demand in engineering through Make-in-India scheme, auto & auto-components, railways, defence and sanitary castings, Therefore, opportunity for foundry grade pig iron business of the Company exists

which can leverage various strengths and competitive advantage by offering differentiated products & services like consistency in chemistry, customised pig iron offerings (with various specification for silicon, manganese, sulphur & phosphorous), technical service, lower energy consumption by use of our pig iron brand, Tata eFee and customer-centric distribution channel.

During FY 2019-20, almost full availability of blast furnaces (except last one week of FY 2019-20 due to suspension of production) with the benefits of its cost optimising facilities like increased coal injection and oxygen enrichment along with raw material cost optimising measures provided opportunity for our pig iron business.

However, pig iron being a commodity and its significant cost of production is on account of coke, there are always threats from coal / coke price volatility. Besides the raw material threat, recession in some of its demand driving the sectors like automobile and over supply due to large scale production of pig iron by integrated steel producers could adversely impact the foundry grade pig iron industry too. Some part of this threat has been mitigated by the Company as its exposure to coke volatility is minimised in view of in-house coke manufacturing and long-term purchase agreement with Tata Steel based on coal price.

While there may not be any growth in DI pipe demand in the short term due to impact of COVID-19, the long-term growth projections are robust due to Government’s continued focus on water, sanitation and irrigation schemes in all the states and ‘Har ghar jal’ (tap water to every household) scheme initiated by the Government of India in 2019 with the aim to provide tap water to every rural household by 2024.

There are however, threats to DI pipe business too as it is substantially dependent on infrastructure development projects undertaken by Government entities or agencies. Delays in finalising, implementation or funding of such projects could lead to insufficient funds for DI pipe demand driving projects.

D. Operational and Financial Performance

The product-wise performance is provided herein below:

Hot metal production in FY 2019-20 was 5.44 lakh tonnes (Lt), an increase of ~ 5% over FY 2018-19. 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 like higher coal injection and oxygen enrichment. Finished DI pipe production stood at 2.24 Lt. lower by ~4% over FY 2018-19 primarily due to adverse size mix and loss of production due to COVID-19 lockdown. The Company recorded a turnover of ₹2,051 Crore in FY 2019-20, ~5% decrease over previous year. The performance on the top line was lower primarily due to ~8% decline in DI pipe sales and low price realization of Pig Iron. The impact of lower sales volume and several cost optimization initiatives

ascended down to the Company’s earnings. The Company registered a PBT of ₹201 crore in 2019-20, ~5% decrease 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.	Debt Equity Ratio	318%	Due to increase in borrowings for funding higher working capital

Change in Return on Net Worth: 39%. The reason for change is primarily due to lower PAT and higher dividend in FY-20

E. Outlook

Outbreak of COVID-19 will totally change the way we do business and its impact may be high in the short term. Outlook of both PI and DI businesses will largely depend on India’s GDP growth in FY 2020-21 and FY 2021-22. Even if there is no contraction in India’s GDP in FY 2020-21, the growth may be very nominal. Considering that, it is expected that DI pipe demand in FY 2020-21 may be at the same level as the last year. However, there could be some delays in implementation of water, sanitation and irrigation projects. DI pipe business may have lower impact as the Company started operations in phases from May 12, 2020. PI business may be impacted as foundries are dependent on migrant workers and have drivers linked to automobile, engineering and allied sectors.

Liquidity crisis in short term may be another major issue impacting the businesses adversely. Large non-essential capital projects may get deferred due to the necessity to conserve cash for managing the business in difficult times, post COVID-19. Lower cost of raw materials, which is expected during this recovery period, may ease out some of the working capital requirements of the Company.

However, the country’s economy is likely to be expected to recover fast in FY 2021-22 with decent growth rate as projected by various organisations across the world. Therefore, the long term outlook of Company’s business especially the DI pipe business is quite encouraging especially if every household in India is to have piped water by 2024 under ‘Har ghar jal’ scheme. TML is in process to increase its DI pipe capacity and will be in better position when demand improves.

F. Risk and Concerns

Company’s Enterprise Risk Management (ERM) process has matured over the years and the ERM team is continuously working to make it more effective and robust to cover all areas of business including doing planning for different scenarios arising out of outbreak of Covid-19. 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, environment, 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.

Demand supply volatilities 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, though there may be pressure on sales margin, selling PI may not be difficult as Company’s PI is the preferred choice for the customers and also commands premium over the competition. Pick-up of demand for iron castings may take a while, post COVID-19, though the economic support by announced by the Govt. for MSMEs is expected to kick-start the foundry sector quicker than that anticipated earlier. Further, as commodity prices may be on the lower side, there could be relief in maintaining satisfactory profitability margin even at lower market prices of pig iron.

On the other hand, risks of DI Pipe demand going down significantly may not be there as availability of water is essential for maintaining hygiene and sanitation requirements in post COVID-19 scenario. However, liquidity issues could be a matter of concern in some states.

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.

G. Internal Control Systems and their Adequacy

The Company’s internal control systems and policies are in line with what is necessary for Company’s 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 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 2013 ('Act') 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.

H. Human Resources and Industrial Relations

The Company's strategic business pillar 'Robust people practices' forms the basis of human resource system for employing a set of capable, competent and engaged workforce for conducting its business effectively and efficiently. Focus HR areas for the Company are Talent management, Capability development, Productivity improvement and Organisational engagement. The Company is also focussed in maintaining cordial industrial relations which are vital for business success. Human Resource and Industrial Relations department have adopted systems and policies, which are now on a digital platform, for recruitment, performance management, learning & development, and employee engagement which support the Company's long-term growth 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, 2020 was 1254.

The Company and the Workers' Unions have continued to maintain healthy and cordial industrial relations and they continue to partner each other in implementing policies and achieving stretched operational targets, year on year.

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

Long-term sustainability initiatives of the Company are driven by the 'Responsible Corporate Citizenship' strategic business priority pillar and is focussed on safety, business operations, process management, business results, climate change, carbon footprint reduction, energy & water management, community development, customer promise & 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 and Affirmative Action initiatives in the areas of education & training, essential amenities, healthcare, employability and entrepreneurship. The Skill Development Centre (SDC) at ITI Midnapore continues to provide vocational training to ~800 – 1000 youths every year from the local community, primarily the socially underprivileged sections in trades like electrician, plumbing, beautician, retail, housekeeping, security guard, two-wheeler repairing and mobile repairing for gainful employment. Tata Strive has been engaged as a new partner for operating the SDC after completion of the 3-year contract with the earlier training provider.

During FY 2020-21, the Company has launched, through an additional CSR budget, a 5-year water sustainability and conservation community project, 'Jal se Jeevan' which will not only supply water for drinking and sanitation to 100% of the local community but also build ponds, nullahs and other water conservation & recharging structures to make the Company water positive by FY 2024-25. This means that we will be conserving and charging more water in our neighbouring community than what we will be consuming in our plant for manufacturing pig iron and DI pipes.

A CSR Advisory Council comprising of eminent personalities in the field of social service, education and water conservation guides the Management for its CSR activities and the CSR Committee of the Board provides the policy guidelines and budget approvals besides monitoring the progress of CSR projects of the Company.

Details of CSR interventions form part of this Report. The Company, its Directors, and its employees adhere to the Tata Code of Conduct in all their transactions.

J. 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.

An enterprise-wide digital compliance management tool has been implemented to help monitor compliance real-time across the organisation. Due systems and processes are in place to ensure effectiveness of this tool.

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

Sources: Reports of World Steel Association (WSA) and India Brand Equity Foundation (IBEF) and Team analysis.

Business Responsibility Report

[See Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Section A: General Information About the Company

- 1. Corporate Identity Number (CIN) of the Company: L27310WB1990PLC050000
- 2. Name of the Company: Tata Metaliks Limited
- 3. Registered address: Tata Centre, 10th Floor, 43, J.. L. Nehru Road, Kolkata - 700 071.
- 4. Website: www.tatametaliks.com
- 5. E-mail id: investors@tatametaliks.co.in
- 6. Financial Year reported: From April 01, 2019 to March 31, 2020
- 7. Sector(s) that the Company is engaged in (industrial activity code-wise):

NIC Code	Description
24101	Pig Iron
24311	Ductile Iron Pipes

- 8. List three key products/services that the Company manufactures/provides (as in balance sheet): Pig Iron and Ductile Iron Pipes
- 9. Total number of locations where business activity is undertaken by the Company
 - (a) Number of International Locations (Provide details of major 5) - Nil
 - (b) Number of National Locations – 1
- 10. Markets served by the Company – National, and international projects for exports

Section B: Financial Details of the Company

- 1. Paid up Capital (INR): ₹28.085 crore
- 2. Total Turnover (INR): ₹2,051 crore
- 3. Total profit after taxes (INR): ₹165.96 crore
- 4. Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): Kindly refer Annexure D to the Board's Report.
- 5. List of activities in which expenditure in 4 above has been incurred: Kindly refer Annexure D to the Board's Report.

Section C: Other Details

- 1. Does the Company have any Subsidiary Company / Companies? No
- 2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s): Not applicable, since the Company does not have any subsidiaries.
- 3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]: The Company conducts regular health camps for the foundry workers in collaboration with its customers. Kindly refer to the Integrated Report for more details.

Section D: BR Information

- 1. Details of Director / Directors responsible for BR
 - (a) Details of the Director/Director responsible for implementation of the BR policy/policies

SN	Particulars	Details
1.	DIN	02139274
2.	Name	Mr. Sandeep Kumar
3.	Designation	Managing Director
4.	Telephone	033 6613 4210
5.	E-mail id	md@tatametaliks.co.in
 - (b) Details of the BR head

SN	Particulars	Details
1	DIN Number (if applicable)	Not applicable
2	Name	Mr. Rajesh Mishra
3	Designation	Executive Vice President (Strategy & Corporate Services)
4	Telephone number	033 66134200
5	E-mail id	rajesh.mishra@tatametaliks.co.in

2. Principle-wise (as per NVGs) BR Policy / policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVG-SEE) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

P1	- Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	- Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	- Businesses should promote the well-being of all employees.
P4	- Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	- Businesses should respect and promote human rights.
P6	- Businesses should respect, protect, and make efforts to restore the environment.
P7	- Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	- Businesses should support inclusive growth and equitable development.
P9	- Businesses should engage with and provide value to their customers and consumers in a responsible manner.

a) Details of compliance (Reply in Y/N)

SN	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify?	N	N		Y			N		Y
				IMS policy covers all national, international standards, ILO, including ISO 9001, 14001, OHSAS 18001 and SA 8000:2014.					IMS policy covers all national, international standards, ILO, including ISO 9001, 14001, OHSAS 18001 and SA 8000:2014.	
4	Has the policy being approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director?	N*	N*	N*	N*	N*	N*	N*	N*	N*
5	Does the company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	TCOC: https://www.tatametaliks.com/static-files/pdf/TCOC.pdf Other policies: https://www.tatametaliks.com/corporate/policies.aspx								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address the stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Internal	Internal	Internal	Internal	Internal	Internal	Internal	Internal	Internal

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

SN	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles									
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)	* Internal Policies are signed by the Managing Director. The Tata Code of Conduct (TCOC) is applicable to all Tata Group Companies. TCOC is signed by the Tata Group Chairman. Hence, it cannot be signed by Chairman/ Director of individual operating Tata Group Companies, where Group Chairman is not on the Board of Directors. All Directors and employees confirm compliance to the TCOC.								

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:
All aspects of BR are reviewed by Board on quarterly basis. Further, MD reviews major aspects of BR at his fortnightly APEX meetings with all functional heads.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?
The Company had published its Sustainability Report for FY 2016-17. However, the Company has migrated to Integrated Reporting since FY 2017-18.

Sustainability Report for FY 2016-17 is available at <https://www.tatametaliks.com/static-files/pdf/sustainability/tml-sustainability-report-fy-2016-17.pdf>

Integrated Reports of the Company since FY 2017-18 is available at: <https://www.tatametaliks.com/investors/annual-reports.aspx>

Section E: Principle-Wise Performance

Principle 1

- Does the policy relating to ethics, bribery and corruption cover only the company? No**
- Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others? Yes**
- How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof.**

Stakeholders Complaint Received	131
Stakeholders Complaint Resolved	128
Percentage of Stakeholders Complaint Resolved	98%

Principle 2

- List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.**

- Tata Efee Pig Iron
- Tata Ductura Ductile Iron Pipe

- For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):**

- Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**
Details have been provided in the Integrated Report and **Annexure I** to the Board's Report
- Reduction during usage by consumers (energy, water) has been achieved since the previous year?**
Details are provided in the Integrated Report and **Annexure I** to the Board's Report

- Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof.**

Yes, the Company has due procedures in place for sustainable sourcing which extends to the entire value chain. The vendor registration process of the Company requires all vendors to submit due documentation relating to finance, business and management profile, standards followed etc. All such documents provided are audited before registration. Further, under SA-8000 process, the vendors have to follow due processes for registration, which are subsequently, assessed by the Procurement Department of the Company during vendor visit. For long term and large value contracts, enhanced due diligence are done by competent external party(ies) before contract finalization.

Additionally, the Company makes efforts in trying to maximise movement of in-bound raw materials and outbound finished product (PI) by rail to reduce the carbon footprint. The Company have also started multimodal (combination of road and sea movement) dispatch of finished goods for reduction of carbon footprint.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes. The Procurement team collaborates with the CSR team under Entrepreneurship pillar of AA activities. There is a constant endeavor of Procurement team to develop local vendors from local surroundings. Generally, the Company encourages them to supply non-critical, low value items. Some of them are doing business with the Company for the last 10 years. Additionally, the Company also promotes formation of cooperatives with local people for service contracts.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof.

The Company focuses on judicious utilization of wastes ensuring reduction of raw material consumption (fossil fuel) with a focus on minimizing environmental impact. The Company regularly explores various opportunities for recycling solid wastes generated.

- Utilization of waste is being practiced and promoted in every possible operation. Most of the solid waste is recycled in sinter plant.
- Major portion of the process generated solid waste generated (more than 90% of thickener sludge, dust from pollution control device) is being used in Sinter Plant.
- 100% of hazardous waste is disposed off through authorized disposal agency/recyclers.
- 3 Effluent Treatment Plant are installed for processing waste water recycling. Approximately 2300 cum/d waste water is being recycled back in the process.

Principle 3

(all figures as on March 31, 2020)

- 1. Total number of employees:** 1254
- 2. Total number of employees hired on temporary/contractual/casual basis:** 3
- 3. Number of permanent women employees:** 28
- 4. Number of permanent employees with disabilities:** 1
- 5. Presence of employee association that is recognized by management.** Yes
- 6. Percentage of permanent employees who are members of recognized employee association:** 60%

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year: Nil

8. Percentage of under mentioned employees who were given safety & skill up- gradation training in last year?

- (a) Permanent Employees:** 100%
- (b) Permanent Women Employees:** 100%
- (c) Casual/Temporary/Contractual Employees:** 100%
- (d) Employees with Disabilities:** 100%

Principle 4

- 1. Has the company mapped its internal and external stakeholders?** Yes. Materiality assessment
- 2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.** Yes
- 3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof.**

CSR initiatives are focused towards 36 villages located within a radius of 5 km. of the plant in Kharagpur. More than 20,000 inhabitants of these villages with 54% SC / ST population form the 'Core Beneficiaries' of the various CSR & Affirmative Action (AA) interventions. Please refer CSR Annual Report and section of the Integrated Report for more details.

Principle 5

- 1. Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?** Yes. It extends to all supply chain partners.
- 2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?** This has been mentioned above.

Principle 6

- 1. Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.**

Yes. The Company's practices continue to ensure that the regulatory compliances are exceedingly met. The Company continues to work with the philosophy on social license to operate covering a larger stakeholder base.

In addition to the above, as an SA 8000 compliant organization, social responsibility and accountability are also extended to the Company's partners, especially the suppliers which include environmental compliance. The Company also conduct periodic stakeholder engagements to assess improvement areas.

Further, association with premier institutes / bodies / agencies in the field of environment and sustainability helps the Company to re-align the practices to enhance value for its

stakeholders. The Integrated Reporting approach covers the sustainability practices of the Company at large.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

The environment initiatives of the Company are focused in line with the IMS Policy of the Company. The same can be accessed at <https://www.tatametaliks.com/static-files/pdf/policies/IMS-Policy.pdf>

Further, the Company's Integrated Report highlights the various initiatives under 'Responsible Corporate Citizenship' section. Additionally, details can also be found in the website under 'Environment initiatives' at: <https://www.tatametaliks.com/static-files/pdf/policies/IMS-Policy.pdf>.

3. Does the company identify and assess potential environmental risks? Y/N

The environmental risks and issues are identified as per ISO 14001:2015 requirements. Potential environmental risks are part of the risk registers and part of the Internal Audit scope which is review by the Risk Management Committee of the Board. Additionally, the integrated reporting framework covers review of material issues where environmental issues have also been identified.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Yes, there are projects related to CDM, although company hasn't filed for CER credits. Some of the initiatives under CDM include:

- 10 MW Waste Heat Recovery Power Plant; b) Installation of VFDs for different utilities; c) Coke rate reduction by process improvements; d) Installation of fuel conservator; e) 10 KWp rooftop solar power system; f) Energy Efficient product development Tata eFee & Tata Ductura. Environment compliance reports are available at: <https://www.tatametaliks.com/sustainability/environment-compliance.aspx>

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The initiatives are same as above. 'Environment initiatives' are available at <https://www.tatametaliks.com/sustainability/environment-initiatives.aspx>

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes

7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

One query was received from PCB. The same was complied with technical justification & supporting with necessary compliance.

Principle 7

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

The Company is a member of the following:

- The Institute of Indian Foundrymen (IIF)
- Bengal Chamber of Commerce and Industry (BCC&I)
- Indian Chamber of Commerce (ICC)
- Confederation of Indian Industry (CII)
- Federation of Indian Export Organisations (FIEO)
- Association of Indian Mini Blast Furnaces (AIM)
- Indian Water Works Association (IWWA)
- Indian Institute of Metals (IIM)
- Federation of Indian Mineral Industries (FIMI)

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good?

Yes. The Company participated / had access to consultations on various matters relating to Governance and Administration, Economic Reforms, Inclusive Development Policies, Water, Sustainable Business Principles. The Company also used the Tata Code of Conduct as a guide for its actions in influencing public and regulatory policy.

Principle 8

1. Does the company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8?

The Company is conscious and committed to create a positive impact towards social and economic development, and have in place holistic framework to minimize any adverse impact, aligned to the Vision, Mission and Values of the Company.

The Company's business pillar of 'Innovate and Excel' ensures that innovation is driven across all the product range, technologies and processes to enhance value to the stakeholders.

The CSR interventions by the Company are focused to support and respond to the needs / aspirations / priorities of local communities near Company's plant at Kharagpur.

2. Are the programmes / projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

The interventions by the Company are carried out in a structured manner. The numerous projects are collaborated on a case-to-case basis. For details, please refer CSR Annual Report.

3. Have you done any impact assessment of your initiative?

Yes. The Impact Assessment of CSR initiatives was conducted in 2018 by an external agency. The assessment covered

- projects conducted under four thematic areas i.e. Education, Essential Enablers, Employability and Entrepreneurship in 11 project villages.
4. **What is your company’s direct contribution to community development projects- Amount in INR and the details of the projects undertaken.**
- The Company contributes a sum, in line with the CSR obligation, to the corpus of Registered Trust named SADBHAVNA Trust for CSR activities to comply with the provisions of Companies Act, 2013. The activities mentioned in the CSR Annual Report, are undertaken by the Company through SADBHAVNA TRUST from balance available as on April 01, 2019 and out of the above-mentioned contribution, towards its corpus during reported financial year 2019-20.
5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**
- Yes. The CSR & AA interventions are based on the prevailing social and business challenges. The interventions are focused in areas of (a) Education; (b) Essential enablers (c) Employability; (d) Entrepreneurship; and (e) Empowerment.
- Multiple interventions have been implemented in collaboration of Government agencies, reputed NGOs and corporates to ensure the impactful implementation / replication of established best practices for betterment of the community. Positive involvement of community based institutions such as Self Help Groups, School Management committees and village level Jan Kalyan Samitis helps not only in implementation of the projects but also to ensure its sustainability. Thus, the

Company’s projects involve innovation and collaboration, as key ingredients for successful adoption of initiatives by the community.

Principle 9

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year?**
- Nil for Pig Iron customers and 16% (3 in numbers) for DIP customers.
2. **Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)**
- The Company is not a retail product company, which has product labels on packets. The Company is a B2B organization. The product information as needed by BIS (Bureau of Indian Standard) is displayed on the product itself, in case of DI Pipes, and on the Invoices for Pig Iron.
3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof.**
- Nil
4. **Did your company carry out any consumer survey/ consumer satisfaction trends?**
- Yes. The same is disclosed in the Integrated Report section under ‘Supplier of Choice’. The last survey provided the following results: PI=95 and DI=91.

Annexure C

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 2019-20. | ₹5,19,905 |
| The percentage increase in median remuneration of employees in FY 2019-20. | 3.37% |
| The number of permanent employees on rolls of Company as on March 31, 2020 | 1254 |
- Note:** The ratio of remuneration to median remuneration is based on remuneration paid during the period from April 01, 2019 to March 31, 2020.
- | Name of Directors | Remuneration for FY 2019-20 (₹ Lakh) | Ratio of remuneration to median remuneration of all employees | % increase in remuneration in the Financial Year 2019-20 |
|---------------------------------|--------------------------------------|---|--|
| Non- Executive Directors | | | |
| Mr. Koushik Chatterjee | - | - | N.A. |
| Ms. Samita Shah | - | - | N.A. |
| Mr. Sanjiv Paul | - | - | N.A. |
| Independent Directors | | | |
| Mr. Krishnava Satyaki Dutt | 11.25 | 2.16 | (6.05) |
| Dr. Pingali Venugopal | 15.60 | 3.00 | (7.26) |
| Mr. Amit Ghosh | 10.20 | 1.96 | (5.66) |
| Dr. Rupali Basu | 8.15 | 1.57 | (3.55) |
| Executive Director / KMP | | | |
| Mr. Sandeep Kumar | 158.48 | 30.48 | 6.67 |
| Mr. Subhra Sengupta | 87.88 | 16.90 | 13.75 |
| Mr. Sankar Bhattacharya | 39.48 | 7.59 | 18.11 |
- Notes:**
- The Commission to Non-Executive Directors was recommended by the Nomination and Remuneration Committee on June 10, 2020, subject to approval of the Members at the ensuing AGM to be held on September 07, 2020.
- 2) There has been no exceptional circumstance for increase in managerial remuneration.
- 3) Average percentage increase in remuneration, excluding KMPs, of the Company’s employees was 3.37%. The total managerial remuneration for the Financial Year 2019-20 was ₹1,92,48,598/- as against ₹1,85,03,026/- during the previous year.
- 4) Remuneration is as per the remuneration policy of the Company.

On behalf of the Board of Directors

Place: Kolkata
Date: June 10, 2020

Sd/-
Koushik Chatterjee
Chairman
DIN: 00004989

Information as per Rule 5(2) and Rule 5(3) 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	*1.58	Contractual	Mining Engineer from ISM, Dhanbad, Post Graduate from IIFT; Exp.: 27 years; Age: 52 years	July 01, 2017	Tata Steel Limited; EIC of Industrial By-Products Management Division Profit Centre	0.00%
2	Mr. Sharad Sharma**	EVP (Marketing & Sales)	1.37	Permanent	B.Tech, Mech. Eng.; Exp.: 32 years, Age: 54 years	February 01, 2017	TRL Krosaki Limited, EVP (Sales & Marketing, ICT)	0.00%
3	Mr. Rajesh Mishra	EVP (Strategy & Corporate Services)	1.22	Permanent	B. Tech, MBA; Exp.: 35 years; Age: 56 years	November 01, 2012	Tata Metaliks DI Pipes Ltd, Managing Director	0.00%
4	Mr. Subhra Sengupta	Chief Financial Officer	***0.88	Permanent	CA, Exec. Diploma in Management; Exp.: 25 years; Age: 50 years	June 06, 2008	Tata Technologies Limited; Manager - Enterprise solution	0.00%
5	Mr. Soumyajyoti Sarkar	VP (Operations) DI Division	0.87	Permanent	Metallurgical Engineer, Business Management Graduate from XIM, Bhubaneswar, Exp.: 29 years; Age: 53 years	October 24, 2017	Tata Consulting Engineers Ltd., Head of Delivery - Steel, Metals & Mining Business Unit	0.00%
6	Mr. Debasish Mishra	VP (Operations), PI Division	0.85	Permanent	BE (Mechanical); Exp.: 35 years; Age: 59 years	November 11, 1999	DLF Power Limited; Manager - Plant	0.00%
7	Dr. Bharat Bhushan	GM (Project & Digitization)	0.81	Permanent	M.E, PGDM, PhD Exp. : 21 years Age : 46 years	March 05, 2018	Vedanta Limited, Chief Digital Officer	0.00%
8	Dr. Ratna Sinha	VP(HRM)	0.75	Permanent	MBA, PhD (FPM); Exp.: 30 years; Age: 59 years	July 01, 2013	Tata Steel Limited, Head Management Development	0.00%
9	Mr. N. V. Ramanathan	VP (Projects)	0.72	Permanent	B.Tech (Electrical), MBA; Exp.: 33 years; Age: 57 years	February 02, 2006	Lanco Industries Limited; AGM - Projects	0.00%
10	Mr. Sakti Sankar Bandopadhyay	GM (Coke & SHE)	0.70	Permanent	M.Tech (Metallurgy) from NIT, JSR; Exp.: 35 years; Age: 55 years	June 01, 2016	Tata Steel Limited, Head Technical Services, Coke Oven	0.00%

Gross Remuneration comprises salary, allowances, monetary value of perquisites, commission to the Directors and the Company's contribution to Provident and Superannuation Funds but excludes contribution to Gratuity Fund on the basis of actuarial valuation as separate figures are not available.

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

* Higher provision of ₹33 lakhs, made in accounts, based on estimate

** On deputation from Tata Steel

*** Higher provision of ₹3 lakhs, made in accounts, based on estimate.

Place: Kolkata
Date: June 10, 2020

On behalf of the Board of Directors
Sd/-
Koushik Chatterjee
Chairman
DIN: 00004989

Annexure D

Annual Report on Corporate Social Responsibility Activities

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 on Corporate Social Responsibility (CSR) extends beyond philanthropy; it focuses on addressing the varied community needs with the objective of enhancing their quality of life. The CSR initiatives of the Company are governed by the CSR Policy ('Policy') adopted by the Board of Directors. The Policy is available on the Company's website <https://www.tatametaliks.com/static-files/pdf/policies/Corporate-Social-Responsibility-Accountability-Policy.pdf>.

Social Context

Your Company continues to fulfil its vision of 'Reaching Tomorrow First' by focusing on CSR interventions in 36 villages located within a radius of 5 km of the plant in Kharagpur. The 'Core Beneficiaries' of the CSR & Affirmative Action (AA) interventions are these village inhabitants with 54% SC / ST population.

The CSR & AA interventions focus in the areas of (a) Education; (b) Essential enablers (c) Employability; (d) Entrepreneurship; and (e) Empowerment, in line with prevailing social and business challenges.

Education

We continue to believe in the platitude that education is the ultimate leveler to change people's lives. Our interventions cover education from primary schooling to graduation. Few highlights of our interventions include Learning Enhancement through School Library, Remedial coaching covering class 5 to 10, Abhigyan – School Enrichment Programme, Integrated Learning Enhancement project for students with learning disability, Bridge learning for school dropout girls, adult Literacy Project, Teachers' Training and strengthening of School Management Committees, scholarship facilities, infrastructure development in schools, and under 10 Football Coaching.

Essential Enablers

During the year under review, drinking water projects were implemented at Jhatibandh village on 'Community–Corporate' partnership model. Under this intervention, the Company provided a one-time infrastructure of solar-powered pump with network of pipelines and associated facilities. This intervention has ensured access to drinking water among its beneficiaries. We also implemented a waste water management system to re-use the graywater generated in village households for agriculture. Additionally, 24 toilets and 6 ladies' washrooms were also constructed in Jhatibandh village.

Health

During the year under review:

- The Company conducted **13** Health Checkup camps for employees of various foundry customers in Howrah and covered **1692** workers.

- 11** Health camps were conducted, which have benefitted **1337** inhabitants of the Core beneficiaries.
- The Company continued to co-sponsor operation of 24x7 Ambulance Service in Kolkata run by Eastern India Healthcare Foundation. The facility aims to provide trauma care services to road accident victims and has covered 3083 patients.
- The Company organized an awareness program on menstrual hygiene for women in partnership with Child in Need Institute (CINI). Around 150 women attended the program.

Employability

The Company strives to develop manpower skills by extending learning interventions in marketable skills to local youth to help them lead a sustainable livelihood. Highlights of these interventions are as follows:

Skill Development Centre: Tata Metaliks Skill Development Centre (TMSDC), set up in 2016 in collaboration with Paschim Banga Society of Skill Development (PBSSD) at ITI, Medinipur campus, imparts short-term (3 months) courses to youths in trades of electrician, retail sales, beauty & wellness, F&B steward etc. The Company has now partnered with 'Tata Strive' for operation and management of TMSDC. 250 youths were trained in FY 2019-20.

Nursing Training for Youth: The Company is sponsoring 3 years' Nursing training for the youth, especially girls from underprivileged and backward communities, in reputed Nursing Schools in Vishakhapatnam. 30 youths are currently undergoing the training; they also received pre-admission coaching.

Diploma Engineering for Youth: The Company is sponsoring 3 years' Diploma in Engineering for intermediate pass youth from underprivileged and backward communities at Tata Steel Technical Institute, Jamshedpur. Currently 4 youths are undergoing the training.

Entrepreneurship

During the year under review, following initiatives were undertaken:

AA Vendor Development: The Company continues to engage with AA communities in the spirit of positive discrimination. The focus remains on developing entrepreneurs from AA communities in the Company's value chain. The company is pleased to report that 23 AA vendors are currently part of our value chain and growing every year.

TML - NABARD Livestock based livelihood project: The Company continues to partner with 200 households covered under this project through veterinary services. In addition,

it supported 30 new families from the underprivileged and backward communities. The company has covered 181 households under Goat rearing initiative and 50 households under Poultry farming initiative.

A new project in partnership with NABARD on livelihood promotion of poor and marginal farmers through small tanks in 10 selected villages has provided additional **income opportunity to 25 households by providing them facilities for pisciculture**. In addition, 50 households have been provided livestock for duck farming for additional income; these 50 households include the 25 households covered under pisciculture.

Training of Self Help Groups (SHGs) / Farmers:

- 34 women from six SHGs attended the training on Mushroom cultivation at Science Technology Entrepreneur's Park (STEP) at IIT Kharagpur.
- 25 women involved in goat rearing went for an exposure visit to Kotulpur Goat-cum-Fodder Farm, Bankura, supported by Farm Information & Advisory Centre (FIAC) of Agriculture Technology and Management Agency (ATMA) Paschim Midnapore.
- 61 farmers from No. 4 Kalaikunda Panchayat & No. 7 Barkola Panchayat attended two days training program organized in partnership with Professional Assistance for Development Action (PRADAN).
- 32 members from 4 SHGs attended the two days training on Book Keeping, Inter loaning, Meeting Procedures, SHG By-Laws and conceptual understanding of cluster & Federation formation. Training was facilitated by the relevant personnel from PRADAN.

2.	Composition of CSR Committee
3.	Average net profit of the Company for last three financial years
4.	Prescribed CSR Expenditure (2% of the amount as in item 3 above)
5.	Details of CSR spent during the financial year :
	i. Total amount to be spent for the financial year;
	ii. Amount unspent, if any;
	iii. Manner in which the amount spent during the financial year is detailed
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 reasons for not spending the amount in its Board report

Empowerment: Regional Samvaad: The Company organized the ‘regional Samvaad’ for the Tribal communities in West Bengal. Over 165 participants from 05 Tribes belonging to 9 districts in West Bengal attended the Program.	
Participation in ‘Samvaad’ – A Tribal Conclave: 59 member team of ‘Kora’, ‘Lodha’, ‘Munda’ ‘Santhal’ and ‘Oraon’ Tribes from the ‘Core beneficiaries’ and other districts of West Bengal along with CSR team attended ‘Samvaad’ 2019 – A national level tribal conclave, organized by Tata Steel at Jamshedpur. The tribes presented their traditional cuisine, songs and dance during the programme.	
Workshop for Scheduled Caste and Scheduled Tribe communities: An awareness workshop was organized in partnership with Backward Class Welfare Department of District Welfare Office, Paschim Medinipur and SC&ST Development & Finance Corporation, Paschim Medinipur. The awareness sessions focused in areas of various government schemes for enhancing the lives of SC&ST communities.	
Participation in Initiatives of Change – Leadership programme: 125 participants, primarily youth and women from nearby villages, participated in Initiatives of Change – Leadership camps at Kharagpur. 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.	
Employee Volunteerism: All Tata Group employees are encouraged to volunteer in CSR activities. In FY 2019-20, adding multiple round of participations, a total of 1123 employees participated in various volunteering activities clocking in a total of 4893 Employee Volunteering (EV) hours.	

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the project is covered#	Location of project (Local Area, District and State)	Amount outlay (budget) project or programmes (₹ Lakh)	Amount spent on the projects or programmes during current reporting period (₹ Lakh)	Cumulative amount spent on the projects or programmes upto current 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	7.84	7.64	20.47	Through Implementing Agency – Shiksha Diksha
2	Providing scholarship to meritorious students	(ii)	-Do-	6.00	4.98	22.45	Direct – Sadbhavna Trust
3	Infrastructure development of Primary schools located in nearby villages	(ii)	-Do-	8.00	7.83	138.86	Direct – Sadbhavna Trust
4	Construction of washroom for boys at Gokulpur Bidhanchandra Vidya Bhavan	(ii)	-Do-	25.00	17.15	38.98	Direct – Sadbhavna Trust
5	Providing football coaching to under-14 year old boys	(vii)	-Do-	13.50	13.50	38.15	Direct – Sadbhavna Trust
6	Ensuring learning enhancement through setting up of School Library	(ii)	-Do-	12.87	10.10	43.12	Direct – Sadbhavna Trust
7	Project Abhigyan – a School Intervention Programme aimed at life skill development for rural school students & Career Counseling	(ii)	-Do-	20.56	19.03	83.64	Through Implementing Agency – Guardian Education Service Pvt. Ltd.
8	Integrated Learning Enhancement project	(ii)	-Do-	8.00	8.16	18.70	Through Implementing Agency – Guardian Education Service Pvt. Ltd.
9	Capacity Building of the members of School Management Committee (SMC) and Anganwadi teachers	(ii)	-Do-	1.00	1.00	2.81	Through Implementing Agency – World Vision India, Shikhamitra
10	Adolescent Reproductive Health Awareness (Health & Nutrition Awareness Programme for school-going adolescents)	(ii)	-Do-	22.00	19.99	21.97	Through Implementing Agency – Youth Invest Foundation
11	Adult Literacy for Women	(ii)	-Do-	4.00	2.84 0.20	7.67 0.20	Direct – Sadbhavna Trust Through implementing agency - Child in Need Institute
12	STEM (Science Technology Engineering and Mathematics) Learning	(ii)	-Do-	4.13	4.13	4.13	STEM Learning Pvt. Ltd.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the project is covered#	Location of project (Local Area, District and State)	Amount outlay (budget) project or programmes (₹ Lakh)	Amount spent on the projects or programmes during current reporting period (₹ Lakh)	Cumulative amount spent on the projects or programmes upto current reporting period	Amount spent: Direct or through implementing agency
13	English & Computer Learning for High School Students	(ii)	-Do-	4.94	4.63	4.63	Through Implementing Agency – mJunction & Child Rights and Empowerment of women
14	Career Counselling	(ii)	-Do-	0.50	0.00	1.15	
15	Providing potable drinking water through deep bore well	(i)	-Do-	18.00	21.62	114.26	Direct – Sadbhavna Trust
16	Construction of toilet blocks & ladies' wash room	(i)	-Do-	31.50	34.73	129.83	Direct – Sadbhavna Trust
17	Waste Water Management	(i)	-Do-	6.00	3.78	8.44	Direct – Sadbhavna Trust
18	Health Checkup Camps for villagers / school Students / foundry workers	(i)	-Do-	14.40	13.51	32.05	Direct – Sadbhavna Trust
19	Ambulance Service in Kolkata	(i)	Kolkata, West Bengal	25.00	25.00	58.33	Through implementing Agency – Eastern India Healthcare Foundation
20	Repair & Maintenance of existing infrastructure	(i)	Local area – Kharagpur District – Paschim Medinipur State – West Bengal	3.00	3.54	3.54	Direct – Sadbhavna Trust
21	Skill Development Trainings - Short term Skill Development	(ii) & (iii)	-Do-	101.27	39.26	372.57	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
22	Nursing Training	(ii) & (iii)	Local area – Kharagpur District – Paschim Medinipur State – West Bengal	13.41	13.35	15.87	Through Implementing Agency – ST. Joseph's Nursing School, SIMS Institute of Nursing / St. Agnes School of Nursing Vishakhapattanam
23	ITI Training	(ii) & (iii)	- Do-	8.59	5.37	22.90	Through Implementing Agency - Pratap Chandra ITC run by Pratap Chandra Sau Welfare Trust
24	3 Years Diploma at TSTI - NTTF Jamshedpur	(ii) & (iii)	-Do-	5.00	4.00	4.00	Through Implementing Agency – NTTF -Tata Steel Technical Institute

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the project is covered#	Location of project (Local Area, District and State)	Amount outlay (budget) project or programmes (₹ Lakh)	Amount spent on the projects or programmes during current reporting period (₹ Lakh)	Cumulative amount spent on the projects or programmes upto current reporting period	Amount spent: Direct or through implementing agency
25	Livelihood promotion of poor & marginal farmers through small tanks - NABARD	(ii), (iii) & (x)	-Do-	7.00	6.98	24.35	Through Implementing Agency – Saunta Gaunta Foundation Block Livestock Development Officer, KGP Block 1
26	Training of Dalit & Tribal Vendors and Self Help Groups	(ii) & (iii)	-Do-	2.00	1.18	8.96	Direct – Sadbhavna Trust
27	Income Generation activities for women	(ii), (iii) & (x)	-Do-	10.00	10.00	10.00	Through Implementing Agency – Saunta Gaunta Foundation
28	Capacity Building of farmers	(ii) & (iii)	-Do-	1.50	1.02	5.87	Through Implementing Agency – PRADAN
29	Participation in Samvaad – A Tribal Conclave	(iii)	-Do-	3.00	0.56	2.86	Through Implementing Agency – Tata Steel Rural Development Society
30	Organizing Regional Samvaad	(iii)	-Do-	1.50	2.52	2.52	Direct – Sadbhavna Trust
31	Promotion of Tribal Language	(iii)	-Do-	1.00	0.64	1.60	Direct – Sadbhavna Trust
32	Effective Living and Leadership Training	(iii)	-Do-	5.50	1.84	18.15	Through Implementing Agency – Initiatives of Change (IofC)
33	Celebration of Important Days	(ii) & (iii)	-Do-	3.00	2.29	7.43	Direct – Sadbhavna Trust
34	Cleanliness drives / visit to destitute homes / Health camps / village rallies	(iii)	-Do-	1.00	1.00	4.66	Direct – Sadbhavna Trust
Total CSR expenditure				400.00	313.37	1295.12	

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

Note:

- The Company has contributed ₹431 lakh as against the CSR obligation of ₹388.47 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, 2019 and out of contribution, as mentioned in point 1, towards corpus during current financial year 2019-20.

Responsibility Statement: We, the undersigned, hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the Corporate Social Responsibility Committee monitors the implementation and of various CSR projects and activities in compliance with the CSR Policy and objectives of the Company.

Place: Kolkata
Date: June 10, 2020

Sd/-
Dr. Rupali Basu
Chairperson, CSR Committee
DIN: 01778854

Sd/-
Sandeep Kumar
Managing Director
DIN: 02139274

Corporate Governance Report

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

Company’s Philosophy on Corporate Governance

Corporate Governance refers to the creation and enhancement of long-term sustainable value for stakeholders, including customers, vendors, investors, regulators, employees, and the society at large, through ethically driven business practice. Effective corporate governance practices, represents the foundation on which successful businesses are built to last. Strong leadership and effective corporate governance practices have been the Company’s hallmark inherited from its culture and ethos. At Tata Metaliks, it is essential that the affairs are managed in a fair and transparent manner.

We strive to go beyond the stated corporate governance guidelines, by periodically benchmarking our governance practices with the best practices collated from different sectors. We consider it our inherent responsibility to protect the rights of our shareholders and disclose timely, adequate and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

Tata Metaliks, being a Responsible Corporate Citizen, expects to realise its Vision of ‘Reaching Tomorrow First’ by adopting necessary actions, to achieve its goals of safety, environment, people, and value creation. The Company ensures proper compliance with the requirements stipulated under 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, (‘SEBI Listing Regulations’) as applicable, with regard to corporate governance.

The Company has adopted and adhered to the ‘Tata Business Excellence Model (‘**TBEM**’); ‘Tata Group Guidelines on Board effectiveness’, ‘Tata Steel Group Governance Guidelines’, and the Tata Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (‘Insider Trading Code’) which together strengthens the Company’s philosophy on Corporate Governance.

Code of Conduct

The Board has adopted the Tata Code of Conduct (‘**TCoC**’ / ‘**Code**’) for Executive Directors (‘**EDs**’), Non-Executive Directors (‘**NEDs**’), Independent Directors (‘**IDs**’), Senior Management Personnel and all employees of the Company. The Code articulates the Tata Group’s values, ethics and business principles and provides the guidelines by which all Tata Group companies conduct their businesses. The Code is available on the Company’s website at www.tatametaliks.com.

All Directors and Senior Management Personnel have confirmed compliance with the Code for the financial year ended March 31, 2020 in terms of Regulation 26(3) of the SEBI Listing Regulations. A

declaration to this effect, duly signed by the Managing Director, is annexed to this report.

Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices

The Board of Directors of the Company has adopted the Tata Code Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (‘**Insider Trading Code**’), in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (‘**SEBI Insider Trading Regulations**’). All Directors, employees and other designated persons, who could have access to unpublished price sensitive information of the Company, are governed by this Insider Trading Code. The Company has rolled out a digital platform to monitor trading of securities by the insiders, designated and connected persons; periodical reports for the same are made to the Audit Committee.

The trading window for dealing in equity shares of the Company is duly closed 7 (seven) days prior to the end of each quarter for declaration of financial results, and for any other material events, if any, as per the Code and opens after 48 hours of the Outcome of Board Meeting / results / material information (if any) become(s) generally available. Various awareness sessions are also conducted within the organisation to increase awareness about this regulation. Mr. Sankar Bhattacharya, Chief-Corporate Governance & Company Secretary is the ‘Compliance Officer’ in terms of this Code. The Code of Corporate Disclosure Practices is available on the Company’s website at <https://www.tatametaliks.com/static-files/pdf/policies/corporate-disclosure-practice.pdf>.

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 wide expertise across a range of necessary domains, ensures holistic discussions to take sound business decisions to enhance long term value creation for all stakeholders.

Board Composition and Diversity

Your Company firmly believes that a diversified and cohesive Board with strong Independent representation is necessary to ensure the highest level of corporate governance. The Board comprises of 8 (Eight) Directors, with an optimum mix of 4 Independent Directors (‘**IDs**’) and 4 Non-Independent Directors (‘**NIDs**’). The Board has 2 (two) Women Directors, 1 ID and 1 NID. The Board has due expertise across multiple domains aligned to the growth vision of

the Company. 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 <https://www.tatametaliks.com/corporate/board-of-directors.aspx>.

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (‘**Act**’). None of our Directors serve as IDs in more than 7 listed companies and our MD does not serve as ID on any listed company as on date. Further, none of our IDs serve as NID in a Company, where any of our NIDs is an ID.

IDs, constituting 50% of the Board, are Non-Executive Directors (NEDs) as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. IDs 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. In line with our efforts to improve the Governance framework, all our mandatory Committees are Chaired by IDs.

IDs are appointed by the Board, after due recommendation of the NRC. In the opinion of the Board and as per the declarations provided, the IDs fulfil the ‘criteria for independence’ as mentioned in Regulations 16 and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) read with Section 149 of the Companies Act, 2013, each as amended. The IDs are independent of the Management of the Company. In terms of Regulation 25(8) of the SEBI Listing Regulations, IDs have confirmed that they are not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact their ability to discharge their duties.

Further, the IDs have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors’ Databank maintained with the Indian Institute of Corporate Affairs.

The terms and conditions of appointment of IDs, as per regulation 46 of the SEBI Listing Regulations, are available at <https://www.tatametaliks.com/static-files/pdf/independentDirectors.pdf>.

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

Name of Director	Category	Number of Board Meetings attended during FY2019-20	Whether attended last AGM held on August 27, 2019 (Yes / No)	No. of Directorship(s) held in other Indian Public Companies		No. of Board Committee positions held in other Indian Public Companies as on March 31, 2020*		Directorship(s) in other listed entity (Category of Directorship)
				Chairman	Director	Chairman	Member	
Mr. Koushik Chatterjee DIN:00004989	NE-NID	8	Yes	1	4	1	4	1. Tata Steel BSL Limited – Non–Executive Director 2. Tata Steel Limited – Executive Director & Chief Financial Officer 3. The Tinplate Company of India Limited – Chairman, Non- Executive Director 4. Tata Steel Long Products Limited – Non–Executive Director 5. TRF Limited – Non-Executive Director
Mr. Sandeep Kumar DIN: 02139274	ED	8	Yes	Nil	Nil	Nil	Nil	-
Mr. Sanjiv Paul DIN: 00086974	NE / NID	7	Yes	Nil	1	Nil	Nil	-
Mr. Krishnava S. Dutt DIN: 02792753	NE / ID	6	Yes	Nil	5	4	3	1. Tata Steel BSL Limited – Independent Director 2. Balrampur Chini Mills Limited – Independent Director 3. TRF Limited – Additional Director
Dr. Pingali Venugopal DIN: 05166520	NE / ID	8	Yes	Nil	Nil	Nil	Nil	-
Ms. Samita Shah DIN: 02350176	NE / NID	7	Yes	Nil	9	2	Nil	-

Name of Director	Category	Number of Board Meetings attended during FY2019-20	Whether attended last AGM held on August 27, 2019 (Yes / No)	No. of Directorship(s) held in other Indian Public Companies		No. of Board Committee positions held in other Indian Public Companies as on March 31, 2020*		Directorship(s) in other listed entity (Category of Directorship)
				Chairman	Director	Chairman	Member	
Dr. Rupali Basu DIN: 01778854	NE / ID	8	Yes	Nil	2	Nil	Nil	1. The Tinsplate Company of India Limited – Additional Director
Mr. Amit Ghosh DIN: 00482967	NE / ID	8	Yes	Nil	Nil	Nil	Nil	-

Category Index:
NE / NID: Non Executive / Non–Independent Director; **NE / ID:** Non-Executive / Independent Director; **ED:** Executive Director
* Includes only Chairmanship / Membership of the Audit Committee and Stakeholders’ Relationship Committee in other Indian Public companies (listed and unlisted) excluding Tata Metaliks Limited as per Regulation 26(1)(b) of the SEBI Listing Regulations. Further, membership includes position as Chairperson of committees.;
** Directorships in other Indian Public Companies (listed and unlisted) excludes Tata Metaliks Limited and Section 8 companies.

Note:
1. No Director has any inter-se relationship among themselves or with any employee of the Company;
2. None of your Directors hold any shares and / or convertible instruments in the Company;
3. During the Financial Year 2019-20, 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 they are Directors. For this purpose, Committee includes 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 SEBI 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 to the growth vision of the Company.

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

The following core skills / expertise / competencies of Directors as required in the context of the businesses and sectors of the Company for its effective functioning and the same is mapped against each of your Directors

Name	Leadership	Strategy	Operations	Technology	Finance	Governance	Government / Regulatory Affairs
Mr. Koushik Chatterjee	*	*	*	*	*	*	*
Mr. Sandeep Kumar	*	*	*	*	*	*	*
Mr. Sanjiv Paul	*	*	*	*	*	*	*
Mr. Krishnava Dutt	*	*			*	*	*
Dr. Pingali Venugopal	*	*			*	*	
Ms. Samita Shah	*	*			*	*	
Dr. Rupali Basu	*	*	*		*	*	*
Mr. Amit Ghosh	*	*			*	*	

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’). The policy is available on our website at <https://www.tatametaliks.com/static-files/pdf/policies/TML-NRC-policy.pdf>.

Key Board Qualifications, Expertise and Attributes

The Board composition is structured to ensure adequate competence and diversity in terms of age, education / qualifications, professional expertise, sectoral expertise needed to guide the company towards its growth vision.

The Board has relevant and adequate skills and expertise across multiple domains which foster quality decision making.

Familiarization program for Independent Directors

IDs are eminent professionals with due experience in multiple domains aligned to 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. IDs also visit Kharagpur at least once a year to oversee the various CSR interventions and the new initiatives taken up at plant.

The Company Secretary periodically updates the Director(s) about regulatory changes and other updates; monthly business updates are also shared with Directors to keep them updated on a real-time basis. Additionally, your Directors attend various Group Level familiarisation programmes on various aspects. All of these initiatives, help your Directors get a deeper understanding of the Company, its values, organisational culture, business processes and thereby facilitates their active participation in meetings and also overseeing the affairs of the company. The Policy on familiarisation programme for Directors is available at website <https://www.tatametaliks.com/static-files/pdf/policies/policy-prog-director.pdf> and details of the orientation given to the IDs in areas of business, strategy, governance, operations, safety, health, environment are available on the website of the Company at <https://www.tatametaliks.com/investors/details-of-familiarisation-programme-for-ids.aspx>

Board Meetings, proceedings and post-meeting mechanism

Board Meetings are usually held in line with the annual meeting calendar decided 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.

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 SEBI Listing Regulations is made available to the Board. All agenda papers for the Board and Committee meetings are disseminated electronically on a real-time basis, by uploading them on a secured online application. The Board reviews the agenda items and explanatory notes thereto in line with the above-mentioned requirements, which are sent in advance.

The Board regularly oversees 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 guides the Management towards achieving set goals and seeks

accountability therein. The Chairpersons of Board Committees brief the Board on all important matters discussed and decided at their respective Committee meetings, which are held generally prior to the Board meetings. As part of our initiative to go beyond governance guidelines, we have enabled our Directors to have free flow of information of all Committees, irrespective of their membership. This will improve on our culture of informed decision-making.

The Company Secretary and Chief Financial Officer attend all 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 and reviewed by the Management regularly. An Action Taken Report is prepared and the Board is updated at subsequent meetings.

During the year under review, 8 (eight) Board Meetings were held, on April 15, 2019, July 15, 2019, September 25, 2019, October 29, 2019, January 16, 2020, January 31, 2020, February 24, 2020 and March 24, 2020. The interval between any two consecutive meetings was within the maximum prescribed limit of 120 days. The necessary quorum was present at all meetings. All your Directors were present at the last AGM of the Company held on Tuesday, August 27, 2019.

Attendance of Directors at Board Meetings

	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. Koushik Chatterjee	NE-NID	8	8
Mr. Sandeep Kumar	ED	8	8
Mr. Sanjiv Paul	NE-NID	8	7
Mr. Krishnava Satyaki Dutt	ID	8	6
Dr. Pingali Venugopal	ID	8	8
Ms. Samita Shah	NE-NID	8	7
Dr. Rupali Basu	ID	8	8
Mr. Amit Ghosh	ID	8	8

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 as per a framework which included information on the 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.

Pursuant to the provisions of Section 149(8) read with Schedule IV of the Act and Regulations 25(3) & 25(4) of the SEBI Listing Regulations, a Meeting of the Independent Directors was held on March 31, 2020. IDs reviewed the performance of the Non-Independent Directors

and the Board of Directors as a whole and also the performance of the Chairman of the Board. In addition to the evaluation parameters, the IDs arrived at unanimous consensus to acknowledge the continued leadership role displayed by the Chairman, the Board and the management in upholding global best practices and highest standards of Corporate Governance in letter and spirit.

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 had their meeting on March 31, 2020 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.

Board Committees

As on March 31, 2020, the Board has six (6) Committees, of which four (4) are statutory Committees and two (2) are non-statutory Committees. The statutory Committees have been constituted as per the provisions prescribed under the Act and SEBI Listing Regulations, whereas the non-statutory Committees comprise

an optimum combination of Independent and Non-Independent Directors. The Company Secretary acts as Secretary to all Committees. The Chairpersons of the respective Committees places the recommendation(s) of the Committees before the Board for their approval or noting, as the case may be. The minutes of all the Committee Meetings are placed before the Board for its review and noting. The respective Chairpersons of all Committees were present at the last AGM. Each of the Committee is constituted with the specific terms of reference to focus on pre-defined matters. 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; and
- Safety, Health & Environment Committee

AUDIT COMMITTEE

Terms of Reference	Other Details
The Terms of Reference (ToR) of the Committee are aligned with the provisions of the Act and the SEBI Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:	It is constituted in compliance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.
A. Review and recommend the quarterly and annual financial results of the Company;	The primary role and objectives include:
B. Review quarterly reports of the Internal Auditor;	A. To monitor and supervise the Management’s financial reporting process
C. Review weaknesses in internal controls reported by Internal and Statutory Auditors; and	B. To ensure accurate and timely disclosures with highest levels of transparency, integrity and quality of financial reporting.
D. To consider, review and approve the transactions entered into with Related Parties.	Committee members are financially literate and have significant exposure in areas of finance, taxation, legal and audit.
	It 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 Committee.
	There was no instance, during the financial year where the Board has not accepted any recommendation of the Committee.
	During the year under review, 6 (six) meetings were held on April 15, 2019, July 15, 2019, October 29, 2019, January 16, 2010, March 04, 2020 and March 26, 2020, and requisite quorum was present at the meetings.

Name of the Director	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. Krishnava Satyaki Dutt	ID, Chairman	6	5
Dr. Pingali Venugopal	ID	6	6
Ms. Samita Shah	NE-NID	6	3
Mr. Amit Ghosh	ID	6	4

NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference	Other Details
The Terms of Reference (ToR) of the Committee are aligned with the provisions of the Act and the SEBI Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:	A. The Committee is constituted in compliance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.
A. Selecting eligible candidates for Board membership and recommending the same to the Board of Directors;	B. During the year under review, 1 (one) meeting was held on April 15, 2019, and requisite quorum was present at the meeting.
B. Oversight of the Company’s nomination process for senior management;	Remuneration policy for Board and Management :
C. Formulate criteria for evaluation of performance of the Board as a whole, its Committees and individual Directors;	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 https://www.tatametaliks.com/static-files/pdf/policies/TML-NRC-policy.pdf
D. Recommend annual increment, performance linked bonus, etc., payable to the Managing Director within the salary scale, approved by Members; and	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.
E. Recommend annual increment(s) etc., payable to the Key Managerial Personnel of the Company.	

Name of Director	Category	No. of Meetings held during tenure	No. of Meetings attended
Dr. Pingali Venugopal	ID, Chairman	1	1
Mr. Koushik Chatterjee	NE-NID	1	1
Mr. Krishnava S. Dutt	ID	1	1

Details of Sitting Fees, Commission and other emoluments paid / payable to Directors during FY 2019-20 are as follows:

Name of Director	Sitting Fees	Commission	Total
Mr. Koushik Chatterjee*	-	-	-
Mr. Sanjiv Paul*	-	-	-
Mr. Krishnava S. Dutt	2,00,000	9,25,000	11,25,000
Dr. Pingali Venugopal	3,60,000	12,00,000	15,60,000
Ms. Samita Shah*	-	-	-
Dr. Rupali Basu	2,40,000	5,75,000	8,15,000
Mr. Amit Ghosh	3,20,000	7,00,000	10,20,000
Total	11,20,000	34,00,000	45,20,000

*In line with the internal guidelines of the Company, no payment is made towards sitting fees and 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 ₹34,00,000/-. Commission considered in Accounts is based on estimation.

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-20
Mr. Sandeep Kumar	37,58,832	47,29,841	29,74, 925	43,85,000

Note: Performance linked bonus payable to Managing Director and Commission to Independent Directors have been recommended by the NRC on June 10, 2020. This is subject to the approval of Members at the ensuing AGM to be held on September 07, 2020.

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.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Terms of Reference	Other details		
<p>The Terms of Reference (ToR) of the Committee are aligned with the provisions of the Act and the SEBI Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:</p> <p>A. To review the redressal mechanism of grievances of security holders;</p> <p>B. 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.</p> <p>C. To resolve such other grievances as may be raised by the security holders from time to time.</p>	<p>A. The Committee is constituted in compliance with the provisions of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations.</p> <p>B. During the year under review, 1 (one) meeting of SRC were held August 21, 2019, and requisite quorum was present at the meeting.</p> <p>The Committee was reconstituted by the Board on April 15, 2019 where after Mr. Amit Ghosh was inducted and appointed Chairman of the Committee.</p>		
Name of the Director	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. Amit Ghosh	ID, Chairman	1	1
Dr. Pingali Venugopal	ID	1	1
Mr. Sanjiv Paul	NE-NID	1	1
Mr. Sandeep Kumar	ED	1	1
Dr. Rupali Basu	ID	1	1

Details of Shareholders' Complaints received, resolved & pending during FY 2019-20

Particulars	Nos.
Complaints pending as on April 01, 2019	1
Complaints received during the year ended March 31, 2020	108
Complaints resolved during the year ended March 31, 2020	109
Complaints pending as on March 31, 2020	Nil

Name, designation and address of Compliance Officer:

Mr. Sankar Bhattacharya
 Chief – Corporate Governance & Company Secretary
 Membership No. – A11438
 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

Terms of Reference		Other Details	
The Terms of Reference (ToR) of the Committee are aligned with the provisions of the Act and the SEBI Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:		A. The Committee 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 Board's Report.	
A. Formulate and recommend to the Board, a Corporate Social Responsibility Policy;		B. The CSR policy is available at: https://www.tatametaliks.com/static-files/pdf/policies/Corporate-Social-Responsibility-Accountability-Policy.pdf	
B. Recommend the amount of expenditure to be incurred on CSR activities;		C. During the year under review, 2 (two) meetings were held on April 10, 2019 and July 02, 2019, and requisite quorum was present at the meetings	
C. Review performance of the Company in the areas of CSR; and		D. The Committee was reconstituted by the Board on April 15, 2019 where after Dr. Rupali Basu was inducted and appointed Chairperson of the Committee.	
D. Monitor CSR Policy from time to time.			
Name of the Director	Category	No. of Meetings held during tenure	No. of Meetings attended
Dr. Rupali Basu	ID, Chairperson	2	2
Dr. Pingali Venugopal	ID	2	2
Mr. Sanjiv Paul	NE-NID	2	2
Ms. Samita Shah	NE-NID	2	2
Mr. Sandeep Kumar	ED	2	2
Note: Dr. Pingali Venugopal chaired the Committee meeting held on April 10, 2019			

Note: Dr. Pingali Venugopal chaired the Committee meeting held on April 10, 2019

RISK MANAGEMENT COMMITTEE

Terms of Reference		Other details	
The Terms of Reference (ToR) of the Committee are aligned with the provisions of the Act and the SEBI Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:		A. The Committee is constituted for monitoring the risk management framework of the Company.	
A. To frame and recommend to the Board a Risk Management Policy;		B. The 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.	
B. To monitor and evaluate the effectiveness of risk management framework of the Company; and		C. During the year under review, 1 (one) meeting was held on July 02, 2019, and requisite quorum was present at the meeting.	
C. To oversee implementation of risk mitigation plans.		The Committee was reconstituted by the Board on July 15, 2019 where after Mr. Krishnava S Dutt was inducted and appointed Chairman of the Committee.	
Name of Director / Member of Management	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. Krishnava S. Dutt	ID, Chairman	-	-
Mr. Amit Ghosh	ID	1	1
Mr. Sanjiv Paul	NE-NID	1	1
Ms. Samita Shah	NE-NID	1	1
Mr. Sandeep Kumar	ED	1	1
Mr Subra Sengupta	CFO	1	1

SAFETY HEALTH AND ENVIRONMENT COMMITTEE

Terms of Reference	Other details		
<p>The Terms of Reference (ToR) of the Committee are aligned with the provisions of the Act and the SEBI Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:</p> <p>A. Review operational performance, anticipate potential issues and provide support in setting direction for improvements;</p> <p>B. Reduce carbon emissions per tonne of hot metal / DI Pipe produced; and</p> <p>C. Functional health, safety and environmental team would provide a coordinated and effective specialist advisory support to the said Committee.</p>	<p>A. The Company has a strong commitment to Safety. Accordingly, during the year under review, the Board, at its meeting held on July 15, 2019, has constituted a Safety, Health and Environment (SHE) Committee to oversee and monitor the performance on Safety, Health and Environment and their implementation to enhance the safety culture of the Company and cascade the same across stakeholders.</p> <p>B. During the year under review, 1 (one) meeting was held on February 10, 2020, and requisite quorum was present at the meeting.</p>		
Name of Director	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. Sanjiv Paul	NE-NID Chairman	1	1
Mr. Sandeep Kumar	ED	1	1
Dr. Rupali Basu	ID	1	1

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

Financial Year	Details of Location	Date & Time
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.
2018-19	Kala Mandir, 48 Shakespeare Sarani, Kolkata - 700017	August 27, 2019 at 11:00 a.m.

Location and time of Extraordinary General Meeting held during the year

Nil

Special Resolutions passed in previous three Annual General Meetings:

Shareholders' Meeting	Special Business requiring Special Resolution
27th AGM, July 26, 2017	Nil
28th AGM, July 02, 2018	Nil
29th AGM, August 27, 2019	1. Re-appointment of Mr. Krishnava S. Dutt as an Independent Director 2. Re-appointment of Dr. Pingali Venugopal as an Independent Director

Special Resolutions passed through Postal Ballot during the year

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 SEBI Listing Regulations. It is to be noted that in accordance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020, granting relaxation from Regulation 47 of SEBI Listing Regulations disclosures in newspapers are not being made from the applicability of the same. However, all disclosures disseminated to Stock Exchanges are made available on the Company's website at <https://www.tatametaliks.com/investors/stock-exchange-releases.aspx>, as required under Regulation 46 of the SEBI 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 SEBI Listing Regulations.

Disclosure to shareholders

Corporate Identity Number (CIN) of the Company:

L27310WB1990PLC050000

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. Koushik Chatterjee (DIN: 00004989) will retire by rotation at the ensuing AGM and is eligible for re-appointment.

Further, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board'), on June 10, 2020, has re-appointed Mr. Sandeep Kumar (DIN: 02139274) as Managing Director ('MD') for a further period of 3 (three) years with effect from July 01, 2020 to June 30, 2023, subject to approval of the Shareholders.

The detailed profiles and other requisite details of Mr. Koushik Chatterjee and Mr. Sandeep Kumar are provided in the Annexure to the Notice convening the AGM, as required under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard-2 (SS-2) of the Institute of Company Secretaries of India.

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 2019-20:

Day	Monday
Date	September 07, 2020
Time	3 p.m. (IST)
Venue	In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as ' MCA Circulars ') permitted the holding of the Annual General Meeting (' AGM ') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations, and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue of the AGM shall be Registered office of the Company

Date of Book Closure:

Book Closure Date	Saturday, August 22, 2020	Monday, September 07, 2020
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Tentative Financial Calendar:

Financial Year 2020-21

1st quarter result	July, 2020
2nd quarter & half-yearly result	October, 2020
3rd quarter result	January, 2021
4th quarter & annual result	April, 2021

Dividend Payment Date:

Dividend Payment Date	On and from September 11, 2020
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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')		TATAMETALI
5, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051	INE056C01010	513434
BSE Limited ('BSE')		
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001		

Listing Fees, as applicable, has been paid to both NSE and BSE on April 29, 2020.

Credit Ratings

Rating Agency	Type of credit rating	Credit Rating
ICRA	Short term facilities	[ICRA] A1+
	Long term facilities	[ICRA] AA-

There has been no revision in the ratings. Further details on credit rating are provided in the Board's Report. The above details are also available on our website at <https://www.tatametaliks.com/investors/credit-ratings.aspx>

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, 2020 are as under:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No. of shares)	High (₹)	Low (₹)	Volume (No. of shares)
April-19	685.00	598.95	1,06,553	686.00	595.20	11,65,042
May-19	636.95	573.05	49,455	633.60	572.70	5,90,846
June-19	611.05	588.35	19,319	612.00	578.40	2,83,519
July-19	607.05	525.35	39,025	610.00	516.10	5,58,399
August-19	545.00	480.85	33,720	565.00	480.40	3,73,890
September-19	604.00	502.20	71,238	602.40	499.65	7,72,598
October-19	622.00	497.50	89,949	622.00	495.00	10,28,474
November-19	623.95	561.00	78,664	625.35	531.95	9,55,163
December-19	639.00	569.00	91,210	638.50	567.90	12,44,028
January-20	688.00	603.00	97,362	688.00	600.00	15,43,521
February-20	648.15	571.05	34,424	649.40	570.00	6,63,860
March-20	616.00	311.40	58,548	630.00	308.00	5,63,958

*source: websites of BSE and NSE

Share price performance as compared to BSE Sensex & NIFTY 50 for year ended March 31, 2020

Month	Closing Price of Equity Shares at BSE	BSE SENSEX	Closing Price of Equity Shares at NSE	NIFTY
April-19	622.50	39031.55	622.40	11748.15
May-19	599.85	39714.20	602.55	11922.80
June-19	602.70	39394.64	602.95	11788.85
July-19	527.10	37481.12	525.85	11118.00
August-19	513.70	37332.79	514.80	11023.25
September-19	537.35	38667.33	537.45	11474.45
October-19	615.65	40129.05	616.35	11877.45
November-19	609.15	40793.81	609.80	12056.05
December-19	611.30	41253.74	612.45	12168.45
January-20	620.10	40723.49	619.45	11962.10
February-20	598.30	38297.29	600.15	11201.75
March-20	329.55	29468.49	331.70	8597.75

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 – 700026.
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') 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 maintained 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, Director, 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 SEBI Listing Regulations, certificates on half-yearly basis, have been issued by a Practicing Company Secretary with respect to due compliances of share transfer formalities etc., by the Company.

Distribution of Equity Shareholding as on March 31, 2020

No. of Ordinary Shares held	No. of Shareholders	% of total shareholders	No. of Shares	% of total Shares
1-500	51210	97.11	4482990	15.96
501-1000	884	1.68	682875	2.43
1001-10000	587	1.11	1407341	5.01
10001-50000	31	0.06	619477	2.21
50001 and above	20	0.04	20892317	74.39
Total	52732	100.00	28085000	100.00

Categories of Shareholders as on March 31, 2020

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	35	0.07	4653070	16.57
Insurance Companies	1	0.00	200000	0.71
FIs (Trust)	13	0.02	10963	0.04
Corporate Bodies	570	1.08	476077	1.70
Resident Individuals	51401	97.48	6493469	23.12
State Government-WBIDC	1	0.00	250000	0.89
FIs / NRIs / OCBs	710	1.35	536831	1.91
Total	52732	100.00	28085000	100.00

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 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.

Top 10 Shareholders as on March 31, 2020

Name of Shareholders	No. of Shares held	% of holding
Tata Steel Limited	15464590	55.06
HDFC Small Cap Fund	2177545	7.75
Aditya Birla Sun Life Trustee Private Limited A/c Aditya Birla Sun Life Small And Midcap Fund	930000	3.31
West Bengal Industrial Development Corporation Ltd.	250000	0.89
General Insurance Corporation of India	200000	0.71
ICICI Prudential Small Cap Fund	188486	0.67
SBI Infrastructure Fund	183174	0.65
Invesco Trustee Private Limited A/c Invesco India Small Cap Fund	183157	0.65
Emerging Markets Core Equity Portfolio (The Portfolio) of DFA Investment Dimensions Group Inc (DFAIDG)	158430	0.56
ICICI Prudential Infrastructure Fund	152637	0.55

Dematerialization 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, 2020, a total of 2,68,59,186 shares of the Company representing 95.64% of total shares are in dematerialised form.

Designated E-mail Address for Investor Services

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

Updation 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 SEBI 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.

Shareholders to note that those who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant / Bankers’ cheque / demand draft to such Members, upon normalisation of postal services and other activities that have been disrupted due to outbreak of COVID-19 pandemic.

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 etc. 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.

Your Company has not issued any GDRs / ADRs as on March 31, 2020. Your Company does not have any outstanding GDRs / ADRs.

Legal proceedings

There are no legal proceedings pending against the company in share related matter.

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, sections of Integrated Report, Financial Statements and notes therein.

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, 2019	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, 2020	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 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. Hence, no dividend is due to be transferred to IEPF during the year under review.

Secretarial Audit

The Board of Directors appointed P V Subramanian, (CoP No.: 2077), Practising Company Secretary, to conduct secretarial audit of its records and documents for the Financial Year 2019-20. The secretarial audit report confirms that the Company has complied with all applicable provisions of the Companies Act 2013 and all regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

Green Initiative

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to Shareholders at their e-mail address previously registered with the DPs and RTA.

Shareholders who have not registered their e-mail addresses are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first / sole holder quoting details of Folio No.

Location of the Plant

Village Maheshpur
PO: Samraipur, Gokulpur, Kharagpur,
Paschim Midnapur Pincode - 721301, West Bengal.
No. 9073331142
Email: tml@tatametaliks.co.in

Shareholder rights

The half-yearly financial performance of the Company is sent to all the Members whose e-mail IDs are registered with the Company / Depositories. The results are also available on the Company's website at <https://www.tatametaliks.com/investors/financial-releases.aspx>

Address for correspondence

Tata Metaliks Limited
Tata Centre, 10th Floor,
43, J. L. Nehru Road,
Kolkata – 700071.
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-00009) were appointed as Statutory Auditors of the Company at the 27th Annual General Meeting of the Company for a term of 5 (five) years. The particulars of payment of Statutory Auditors' fees, is given below:

Details	₹ in Lakhs
Auditors remuneration and out-of-pocket expenses	
(i) As auditors (Statutory Audit)	17.00
(ii) For other services (including tax audit fees)	25.15
(iii) Out-of-pocket expenses	02.01
Total	44.16

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	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. There are no material related party transactions during the year that have conflict with the interest of the Company. During the Financial Year 2019-20, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors apart from paying Director's remuneration. Further, Directors have not entered into any contracts with the Company or its subsidiaries, which will be in material conflict with the interest of the Company. The Board has received disclosures from KMPs relating to material, financial and commercial transactions where they and/or their relatives have personal interest. Further, the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements.	https://www.tatametaliks.com/static-files/pdf/policies/rpt-policy.pdf
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	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. During the year under review, the Company received Nil whistle-blower complaints.	https://www.tatametaliks.com/static-files/pdf/policies/whistleblower-policy.pdf
Policy on Determination of Materiality for Disclosures	Regulation 30 of SEBI Listing Regulations	The Company has adopted a Policy on Determination of Materiality for Disclosures.	https://www.tatametaliks.com/static-files/pdf/policies/policy-on-determination-materiality.pdf
Discretionary requirements	Schedule II Part E of the SEBI Listing Regulations	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. Shareholder rights are provided elsewhere in the report. All mandatory requirements of the SEBI Listing Regulations have been complied with by the Company.	
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 SEBI 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. However, during the year under review, the Company had paid fine to BSE Limited and to the National Stock Exchange of India Limited for delayed application for listing of equity shares issued on preferential basis in March 2019. None of the Company's listed securities are suspended from trading.	

Particulars	Regulations	Details	Website link for details / policy
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.	https://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.	https://www.tatametaliks.com/investors/stock-exchange-releases.aspx
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, 2020. This Report contains a certificate by the Managing Director, on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.	https://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.	-
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.	https://www.tatametaliks.com/static-files/pdf/independentDirectors.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.	https://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.	https://www.tatametaliks.com/static-files/pdf/policies/Prevention-of-Sexual-Harassment-at-workplace-Policy.pdf

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 <https://www.tatametaliks.com/static-files/pdf/policies/policy-on-material-subsiary.pdf>

Certification on non-disqualification of Directors

As required by Clause 10 (i) of Part C under Schedule V of the SEBI Listing Regulations, a certificate 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.

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

The funds raised through issue of equity shares on a preferential basis to Tata Steel Limited in FY 2018-19 were utilised for the specified purposes by 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 SEBI 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 SEBI 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

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, 2020, 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, 2020.

Place: Kolkata
Date: June 10, 2020

On behalf of the Board of Directors

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: 98300 26425

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 2020, 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 [‘SEBI Listing Regulations’].

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 as adopted by the Company for ensuring the compliance with conditions of 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 to the extent applicable to the Company for the year under report.

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

Place: Kolkata
Date: June 10, 2020

Sd/-
(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS No.: 4585
CP. No.: 2077
ICSI Unique Code No: 11993WB048800

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

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 registers, records, forms, returns and disclosures received from the Directors of **Tata Metaliks Limited** having CIN: L27310WB1990PLC050000 and having registered office at ‘Tata Centre’, 10th Floor, 43, J.L. Nehru Road, Kolkata-700071, (hereinafter referred to as ‘the Company’) produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In my opinion and to the best of my information and according to the verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2020 has been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS No.: 4585
CP. No.: 2077
ICSI Unique Code No: 11993WB048800

Place: Kolkata
Date: June 10, 2020

Annexure F

Form No. AOC-2

[Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto

- 1. Details of contracts or arrangements or transactions not at arm’s length basis – Nil
- 2. Details of material contracts or arrangements or transactions at arm’s length basis –

Particulars	Details		
Name(s) of the related party and nature of relationship	T S Global Procurement Co. Pte. Ltd, Fellow Subsidiary	Tata Steel Limited, Holding Company	
Nature of contracts / arrangements / transactions	Purchase of Coal/Coke	Purchase of Iron Ore Lump & Fines	Purchase of HMC Coke
Duration of the contracts / arrangements / transactions	FY 2019-20		
Salient terms of the contracts or arrangements or transactions including the value, if any	Procurement of bulk coal/ coke to have consistent control over quality of the supplies for an aggregate amount of ₹350 crore during FY 2019-20	Procurement of bulk iron ore lumps and fines to have consistent control over quality of the supplies for an aggregate amount of ₹300 crore during FY 2019-20	Procure bulk coke from HMC to have consistent control over quality of the Supplies for an aggregate amount of ₹450 crore during FY 2019-20
Date(s) of approval by the Board, if any	The transactions were reviewed and approved by the Audit Committee and Board of Directors at their respective Meetings held on April 15, 2019 and subsequently the Members at the AGM held on August 27, 2019.		
Amount paid as advances, if any	Nil	Nil	Nil

On behalf of the Board of Directors

Place: Kolkata
Date: June 10, 2020

Sd/-
Koushik Chatterjee
Chairman
DIN: 0004989

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

Annexure G
81/8, Regent Estate,
Kolkata-700 092, India.
Mobile: 98300 26425
Email: pvsm17@rediffmail.com

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, 2020.

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, 2020 ('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 authorized 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, 2020, generally 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 issued by the Institute of Company Secretaries of India with respect to board and general meetings respectively.

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 period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above. The Company paid fine for the delay occurred in submitting applications to BSE & NSE for listing of the equity shares issued on preferential basis in March, 2019.

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 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 audit period, no specific events / actions took place that had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and standards.

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
CP. No.: 2077
Place: Kolkata
Date: June 10, 2020
ICSI Unique Code No: 11993WB048800

Appendix-I

(To the Secretarial Audit Report to the Members of Tata Metaliks Limited for the financial year ended 31st March, 2020)

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

Registered Office:
Situating at:- ‘Tata Centre’, 10th Floor, 43, J. L. Nehru Road, Kolkata-700071.

Manufacturing Plants:
Located at:- Kharagpur, West Bengal.

Under the Major Group and Head:

- a. Labour Laws:-**
The Factories Act, 1948.
The Industrial Disputes Act, 1947
The Payment of Wages Act, 1936
The Minimum Wages Act, 1948
The 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 and Adolescent Labour (Prohibition & Regulation) Act, 1986
The Industrial Employment (Standing Order) Act, 1946
The Employees’ Compensation Act, 1923
The Equal Remuneration Act, 1976;
The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959; &
The Sexual Harassment of Women at Workplace (Prevention, Prohibition and 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 and Other Wastes (Management and Transboundary Movement) Rules, 2016.

Place: Kolkata
Date: June 10, 2020

Sd/-
(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS No.: 4585
CP. No.: 2077
ICSI Unique Code No: 11993WB048800

Appendix-II

(To the Secretarial Audit Report to the Members of Tata Metaliks Limited for the financial year ended 31st March, 2020)

To,
The Members,
Tata Metaliks Limited.

My Secretarial Audit Report for the financial year ended 31/03/2020 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.
7. Due to prevailing circumstances of covid-19 pandemic, the audit was conducted by distance mode and my report is based on verification of Company’s books, papers, minutes books, forms and returns filed, documents and other records furnished by the company electronically and also the information provided by Company and its officers by audio and visual means.

Place: Kolkata
Date: June 10, 2020

Sd/-
(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS No.: 4585
CP. No.: 2077
ICSI Unique Code No: 11993WB048800

Annexure H

FORM NO. MGT-9

Extract of Annual Return as on March 31, 2020

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

I. Registration and Other Details:

(i) CIN	L27310WB1990PLC050000
(ii) Registration Date	October 10, 1990
(iii) Name of the Company	Tata Metaliks Limited
(iv) Category/Sub-Category of the Company	Public listed company having share capital
(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 Email: tml@tatametaliks.co.in Website: https://www.tatametaliks.com
(vii) Whether listed company (Yes/No)	Yes
(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 Email: info@rdinfotech.net

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	NIC Code of the Product	% to total turnover of the Company
1	Manufacturing and selling of Pig Iron	24101	48
2	Manufacturing and selling of DI Pipe	24311	52

III. Particulars of Holding, Subsidiary and Associate Companies:

SI No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
2	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

SI No.	Category of Shareholders	No. of shares held at the beginning of the Year (as on April 01, 2019)				No. of shares held at the end of the Year (as on March 31, 2020)				% change during the Year
		Electronic	Physical	Total	% of Total Shares	Electronic	Physical	Total	% of Total Shares	
A. Promoters										
1. Indian										
	a) Individual/HUF									
	b) Central Government	-	-	-	0.00	-	-	-	0.00	0.00
	c) State Government(s)	-	-	-	0.00	-	-	-	0.00	0.00
	d) Bodies Corporate	1,26,67,590	27,97,000	1,54,64,590	55.06	1,54,64,590	-	1,54,64,590	55.06	0.00
	e) Banks/Financial Institutions	-	-	-	0.00	-	-	-	0.00	0.00
	f) Any other	-	-	-	0.00	-	-	-	0.00	0.00
	Sub-total (A)(1)	1,26,67,590	27,97,000	1,54,64,590	55.06	1,54,64,590	-	1,54,64,590	55.06	0.00
2. Foreign										
a	Individuals Non-Resident Individuals	-	-	-	-	-	-	-	0.00	0.00
b	Other Individuals	-	-	-	-	-	-	-	0.00	0.00
c	Bodies Corporate	-	-	-	-	-	-	-	0.00	0.00
d	Banks / FI	-	-	-	-	-	-	-	0.00	0.00
e	Qualified Foreign Investor	-	-	-	-	-	-	-	0.00	0.00
f	Any Other (specify)	-	-	-	-	-	-	-	0.00	0.00
	Sub-Total (A) (2)	-	-	-	-	-	-	-	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	1,26,67,590	27,97,000	1,54,64,590	55.06	1,54,64,590	-	1,54,64,590	55.06	0.00
B. Public Shareholding										
1. Institutions										
a.	Mutual Funds	35,38,232	500	35,38,732	12.60	46,29,737	500	46,30,237	16.49	3.89
b.	Banks/Financial Institutions	30,579	100	30,679	0.11	26,797	100	26,897	0.10	-0.01
c.	Central Government	-	-	-	0.00	-	-	-	0.00	0.00
d.	State Government(s)	2,50,000	-	2,50,000	0.89	2,50,000	-	2,50,000	0.89	0.00
e.	Venture Capital Funds	-	-	-	0.00	-	-	-	0.00	0.00
f.	Insurance Companies	3,34,903	-	3,34,903	1.19	2,00,000	-	2,00,000	0.71	-0.48
g.	Foreign Institutional Investors	4,83,886	500	4,84,386	1.72	3,74,898	500	3,75,398	1.34	-0.39
h.	Foreign Venture Capital Funds	-	-	-	0.00	-	-	-	0.00	0.00
i.	Others (specify)	-	-	-	0.00	-	-	-	0.00	0.00
	Sub-total (B)(1)	46,37,600	1,100	46,38,700	16.52	54,81,432	1,100	54,82,532	19.52	3.00
2. Non-Institutions										
a)	Bodies Corp.									
i)	Indian	6,13,042	7,700	6,20,742	2.21	4,50,575	7,700	4,58,275	1.63	-0.58
ii)	Overseas	-	-	-	0.00	-	-	-	0.00	0.00
b)	Individuals								0.00	0.00
i)	Individual shareholders holding nominal share capital upto ₹1 lakh	49,17,218	13,22,339	62,39,557	22.22	47,98,011	12,16,914	60,14,925	21.42	-0.80
ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh	9,18,931	-	9,18,931	3.27	4,78,544	-	4,78,544	1.70	-1.57
c)	Others (specify)									0.00
i.	Non-Resident Indians	1,73,284	100	1,73,384	0.62	1,61,333	100	1,61,433	0.57	-0.04
ii.	Overseas Corporate Bodies	-	-	-	0.00	-	-	-	0.00	0.00
iii.	Foreign Nationals	-	-	-	0.00	-	-	-	0.00	0.00
iv.	Clearing Members	23,342	-	23,342	0.08	17,802	-	17,802	0.06	-0.02
v.	Trusts	5,754	-	5,754	0.02	6,899	-	6,899	0.02	0.00
vi.	Foreign Bodies - DR	-	-	-	0.00	-	-	-	0.00	0.00
	Sub-total (B)(2)	66,51,571	13,30,139	79,81,710	28.42	59,13,164	12,24,714	71,37,878	25.42	-3.00
	Total Public Shareholding (B)=(B)(1) + (B)(2)	1,12,89,171	13,31,239	1,26,20,410	44.94	1,13,94,596	12,25,814	1,26,20,410	44.94	0.00
C. Shares held by Custodian for GDRs and ADRs										
		-	-	-	0.00	-	-	-	0.00	0.00
	Grand Total (A+B+C)	2,39,56,761	41,28,239	2,80,85,000	100.00	2,68,59,186	12,25,814	2,80,85,000	100.00	0.00

B. Shareholding of Promoter (including Promoter Group)

Sl No.	Shareholder's Name	Shareholding at the beginning of the Year (as on April 01, 2019)			Shareholding at the end of the Year (as on March 31, 2020)			% change in shareholding
		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	15464590	55.06	4.97	15464590	55.06	0.00	NIL

C. Change in Promoters' Shareholding (including Promoter Group) Shareholding

Particulars	Shareholding		Cumulative Shareholding during the Year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Name of the Promoter- Tata Steel Limited				
At the beginning of the year (April 01, 2019)	15464590	55.06	15464590	55.06
Change	0	0	0	0
At the end of the year (March 31, 2020)	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, 2019-March 31, 2020)	
		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, 2019)			2112845	7.52		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	30.09.2019	Buy	59600	0.21	2172445	7.74
		25.10.2019	Buy	5100	0.02	2177545	7.75
	At the end of the year (March 31, 2020)			64700		2177545	7.75
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, 2019)			773000	2.75		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	19.04.2019	Buy	47000	0.17	820000	2.92
		10.05.2019	Buy	15300	0.05	835300	2.97
		17.05.2019	Buy	14900	0.05	850200	3.03
		26.07.2019	Buy	15377	0.05	865577	3.08
		09.08.2019	Buy	4100	0.01	869677	3.10
		30.09.2019	Buy	29700	0.11	899377	3.20
		29.11.2019	Sell	(24377)	(0.09)	875000	3.12
		31.12.2019	Buy	56800	0.20	931800	3.32
		31.01.2020	Sell	(43126)	(0.15)	888674	3.16
		07.02.2020	Buy	9300	0.03	897974	3.20
		28.02.2020	Sell	(8773)	(0.03)	889201	3.17
		06.03.2020	Buy	5000	0.02	894201	3.18
		13.03.2020	Buy	5799	0.02	900000	3.20
		20.03.2020	Buy	30000	0.11	930000	3.31
	At the end of the year (March 31, 2020)			157000		930000	3.31

Sl. No.	For Each of the Top 10 Shareholders	Particulars		Shareholding		Cumulative Shareholding during the year (April 01, 2019-March 31, 2020)	
		Date	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
3.	WEST BENGAL INDUSTRIAL DEVELOPMENT CORPORATION LTD						
	At the beginning of the year (April 01, 2019)			250000	0.89		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)			0	0	0	0
	At the end of the year (March 31, 2020)					250000	0.89
4.	GENERAL INSURANCE CORPORATION OF INDIA						
	At the beginning of the year (April 01, 2019)			200000	0.71		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)			0	0	0	0
	At the end of the year (March 31, 2020)					200000	0.71
5.	ICICI PRUDENTIAL SMALL CAP FUND						
	At the beginning of the year (April 01, 2019)			51858	0.18		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	19.04.2019	Buy	26731	0.10	78589	0.28
		17.05.2019	Buy	7652	0.03	86241	0.31
		26.07.2019	Buy	31121	0.11	117362	0.42
		09.08.2019	Buy	14058	0.05	131420	0.47
		30.09.2019	Buy	10228	0.04	141648	0.50
		18.10.2019	Buy	821	0.00	142469	0.51
		29.11.2019	Buy	24180	0.09	166649	0.59
		07.02.2020	Buy	4579	0.02	171228	0.61
		28.02.2020	Buy	5776	0.02	177004	0.63
		20.03.2020	Buy	3379	0.01	180383	0.64
		31.03.2020	Buy	8103	0.03	188486	0.67
	At the end of the year (March 31, 2020)			136628		188486	0.67
6.	SBI INFRASTRUCTURE FUND						
	At the beginning of the year (April 01, 2019)			0	0.00		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	25.10.2019	Buy	107294	0.38	107294	0.38
		01.11.2019	Buy	36112	0.13	143406	0.51
		29.11.2019	Buy	39768	0.14	183174	0.65
	At the end of the year (March 31, 2020)			183174		183174	0.65
7.	INVESCO TRUSTEE PRIVATE LIMITED A/C INVESCO INDIA SMALL CAP FUND						
	At the beginning of the year (April 01, 2019)			0	0.00		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	28.02.2020	Buy	91865	0.33	91865	0.33
		06.03.2020	Buy	34834	0.12	126699	0.45
		13.03.2020	Buy	35944	0.13	162643	0.58
		20.03.2020	Buy	5491	0.02	168134	0.60
		31.03.2020	Buy	15023	0.05	183157	0.65
	At the end of the year (March 31, 2020)			183157		183157	0.65

Sl. No.	For Each of the Top 10 Shareholders	Particulars		Shareholding		Cumulative Shareholding during the year (April 01, 2019-March 31, 2020)	
		Date	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
8.	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA						
	At the beginning of the year (April 01, 2019)			167122	0.60		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	06.03.2020	Sell	(2715)	(0.01)	164407	0.59
		13.03.2020	Sell	(1169)	(0.00)	163238	0.58
		20.03.2020	Sell	(3441)	(0.01)	159797	0.57
		31.03.2020	Sell	(1367)	(0.00)	158430	0.56
	At the end of the year (March 31, 2020)			(8692)		158430	0.56
9.	ICICI PRUDENTIAL INFRASTRUCTURE FUND						
	At the beginning of the year (April 01, 2019)			64307	0.23		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	19.04.2019	Buy	9837	0.04	74144	0.26
		10.05.2019	Buy	9541	0.03	83685	0.30
		17.05.2019	Buy	3420	0.01	93334	0.33
		26.07.2019	Buy	28581	0.10	121915	0.43
		09.08.2019	Buy	15410	0.05	137325	0.49
		30.09.2019	Buy	467	0.00	142193	0.51
		29.11.2019	Buy	4401	0.02	141726	0.50
		07.02.2020	Buy	3392	0.01	145585	0.52
		13.03.2020	Sell	(1169)	(0.00)	144416	0.51
		20.03.2020	Buy	4523	0.02	148939	0.53
		31.03.2020	Buy	4698	0.02	153637	0.55
	At the end of the year (March 31, 2020)			89330		152637	0.55
10.	UNION SMALL CAP FUND						
	At the beginning of the year (April 01, 2019)			158025	0.56		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	19.04.2019	Sell	(26201)	(0.09)	131824	0.47
		29.11.2019	Buy	3122	0.01	134946	0.48
		31.01.2020	Buy	9041	0.03	143987	0.51
	At the end of the year (March 31, 2020)			(14038)		143987	0.51

Note: The % of total shares of the Company in respect of shares bought and sold during the year is calculated on the total share capital of the Company as on March 31, 2020.

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

Particulars	Shareholding		Cumulative Shareholding during the Year (April01, 2019-March 31, 2020)	
	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, 2019)	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, 2020)	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

(₹ in lakh)				
Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of FY 2019-20				
1. Principal Amount	51.09	4167.77	-	4218.86
2. Interest due but not paid	-	-	-	-
3. Interest accrued but not due	-	57.14	-	57.14
Total (1+2+3)	51.09	4224.91	-	4276.00
Change in Indebtedness during the FY 2019-20				
• Addition	3158.12	13,741.93	-	16,900.05
• Reduction	-	-	-	-
Net Change	3158.12	13,741.93	-	16,900.05
Indebtedness at the end of the FY 2019-20				
1. Principal Amount	3,200.00	17,938.86	-	21,138.86
2. Interest due but not paid	-	-	-	-
3. Interest accrued but not due	9.21	27.98	-	37.19
Total (1+2+3)	3209.21	17,966.84	-	21,176.05

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)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	37.59	37.59
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	47.30	47.30
	(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*	**43.85	43.85
	(ii) Retirement Benefit	29.75	29.75
	Total	158.49	
	Ceiling as per the Companies Act, 2013	₹1,021.42 lakh	
		(being 5% of the Net Profit calculated as per Section 198)	

*The bonus has been recommended by the NRC on June 10, 2020 pending approval of the Members at the ensuing Annual General Meeting to be held on September 07, 2020.

** Higher provision of ₹33 lakhs, made in accounts, based on estimate.

(B) Remuneration to other Directors

(₹ in lakhs)					
Sl. No.	Name of Directors	Sitting Fees	Commission	Others, if any	Total
I	Non-Executive Directors*				
1.	Ms. Koushik Chatterjee	Nil*	Nil*	-	Nil
2.	Ms. Samita Shah	Nil*	Nil*	-	Nil
2.	Mr. Sanjiv Paul	Nil*	Nil*	-	Nil
	Total (I)	Nil	Nil	-	Nil
II	Independent Directors				
1.	Mr. Krishnava Satyaki Dutt	2.00	9.25	-	11.25
2.	Dr. Pingali Venugopal	3.60	12.00	-	15.60
3.	Mr. Amit Ghosh	3.20	7.00	-	10.20
4.	Dr. Rupali Basu	2.40	5.75	-	08.15
	Total (II)	11.20	34.00		45.20
	Grand Total (I+II)	11.20	34.00		45.20
Overall ceiling as per the Companies Act, 2013			₹204.28 lakhs (being 1% of the Net Profit calculated as per Section 198)		

*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 ₹34,00,000/-. Commission considered in Accounts is based on estimation.

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

(₹ in lakhs)				
Sl. No.	Particulars of Remuneration	Name of KMPs		Total Amount
		Company Secretary	Chief Financial Officer	
		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	11.52	24.48	36.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	11.82	20.81	32.63
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Bonus / Commission			
	(i) as % of profit			
	(ii) others, specify			
5	Others, please specify –			
	(i) Performance Bonus*	9.70	28.85	38.55
	(ii) Retirement Benefit	6.44	13.75	20.19
Total		39.48	87.89	127.37

*indicates remuneration paid

VII. Penalties / Punishment/ Compounding of Offences for the year ended March 31, 2020

There were no penalties, punishment or compounding of offences under Companies Act, 2013 during the year ended March 31, 2020.

Place: Kolkata
Date: June 10, 2020

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

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

Annexure I

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Companies (Accounts) Rules, 2014]

(A) Conservation of Energy

Category	Action Taken	Impact / Result
1. Conservation of Energy		
Electrical energy saving	a) Improvement in grid power factor from 0.94 to 0.99 by excitation system control at CPP3	Additional power factor rebate: ₹30.5 lakhs/year
	b) Installation of VVF drives in compressors, pumps & fan	Energy saving: 727 MWh/year Benefit: ₹60 lakhs/year
	c) Energy efficient operation of sinter plant and installation of VFDs	Benefit: ₹148 lakhs/year
	d) Use of nitrogen in PCI instead of 150 KW compressor	Energy saving: 486 MWh/year Benefit: ₹40 lakhs/year
	e) Shifting of load from grid power to captive power (1 MW of sinter plant & fume extraction system)	Energy saving: 4536 MWh/year Benefit: ₹370 lakhs/year
	f) Increased power generation in CPP1 & 2 to reduce grid dependency	Benefit: ₹168 lakhs/year
	g) Energy efficient impeller in old pumps and fans	50% reduction in power consumption
	h) DC motor replacement AC motor & VFD in CCM 1&2; VFD in CCM3 & HPTM pump	Energy saving: 146 MWh/year Reduction in down time & maintenance cost Benefit: ₹86 lakhs/year
	i) Replacement of metal halide lamps with LED lights	Energy saving: 50 MWh/year Benefit: ₹4 lakhs/year
Liquid fuel saving	a) Fuel conservators in mobile equipment	Fuel saving: 4 – 8%
	b) HSD consumption reduction in CPP1 & 2 by burner maintenance, BF gas supply	HSD saving: 178 kl/year Benefit: ₹116 lakhs/year
	c) Installation of GPS in raw material handling vehicles for better monitoring & utilization	Benefit: ₹30 lakhs/year
	d) LPG saving in ladle preheating	LPG saving: 90 t/year Benefit: ₹52 lakhs/year
	e) BF gas reduction in annealing furnace by burner modification	HSD saving: 440 kl/year Benefit: ₹287 lakhs/year
Solid fuel (coke & coal) saving; thermal energy efficiency improvement	a) Increase in PCI usage	Significant benefit depending on coal and coke price
	b) Coke breeze reduction in sinter plant	Benefit: ₹210 lakhs/year
	c) Increased oxygen enrichment in MBFs	Benefit: ₹240 lakhs/year
	d) Improved hot blast temperature in MBFs	Benefit: ₹70 lakhs/year
	e) Use of disc palletizer to reduce coke breeze consumption in sinter plant	Benefit: ₹50 lakhs/year
	f) Sinter cooler waste heat recovery	Benefit: ₹3.5 lakhs/year
2. Utilising alternate source of energy	a) Use of BFG fired boiler to generate power in CPP1 &2	Power generation: 6.7 MW
	b) Use of coke oven waste heat for power generation	Power generation: 10 MW
	c) Installation of 10 kWp solar power system at guest house roof top	Total generation: 6461 kWh Benefit: ₹0.5 lakhs/year
3. Capital investment on energy conservation equipment	a) Grid PF improvement	Investment: ₹8 lakhs
	b) VVFD in CPP compressor, pumps, fans	Investment: ₹46 lakhs
	c) specific power reduction in sinter plant	Investment: ₹12 lakhs
	d) AC motor & drives in CCMs, HPTM	Investment: ₹50 lakhs
	e) LED lights	Investment: ₹8 lakhs
	f) Fuel conservators for mobile equipment	Investment: ₹5 lakhs

(B) Technology Absorption

1	Efforts made towards technology absorption	Pulverized Coal Injection (PCI) in MBFs leading to replacing high cost coke by coal
2	The benefits derived like product improvement, cost reduction, product development or import substitution	Mechanized system for Ferro-silicon addition
3	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
	The details of technology imported	PCI for replacement of coke by coal Pig casting machine capacity upgradation with new mould design
	a) The year of import	2018
	b) Whether the technology been fully absorbed	Yes
	c) 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	We do not have a separate R&D centre. However, the following process changes took place in the year: a) Increased coal injection b) Increased oxygen enrichment

(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 lakhs)	
	FY 2019-20	FY 2018-19
Expenditure		
Foreign exchange earnings	6464.71	3392.09
Value of direct imports (C.I.F Value)	27358.75	20721.91
Expenditure in foreign currency	1339.81	598.70

Independent Auditor’s Report

To the Members of Tata Metaliks Limited

Report on the audit of the financial statements

Opinion

- We have audited the accompanying financial statements of Tata Metaliks Limited ('the Company'), which comprise the Balance sheet as at March 31, 2020, 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.
- 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, 2020, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

- 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

- 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 period. 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.

Key audit matter	How our audit addressed the 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.) The Company has recognised deferred tax assets on the unutilised tax credits representing Minimum Alternate Tax (MAT), in accordance with the provisions of Section 115JB of the Income-tax Act, 1961 and related rules, paid on the book profit in the years in which the Company did not have normal taxable profits. The carrying amount of MAT Credit, included under Deferred Tax Assets (net) is ₹9477.58 lakhs as at the balance sheet date. The balance of MAT Credit assets is significant to the financial statements. Under the Indian Accounting Standard (IND AS) 12, these assets require review at each reporting period. This has been determined as a key audit matter as the assessment of the appropriateness of the carrying amount of deferred tax asset relating to MAT involves significant management judgement in assessing the availability of future taxable profits to offset the accumulated MAT credits, assessment of assumptions (internal / external factors including demand and pricing) underlying the future profit projections to establish reasonable certainty around utilization of the asset.	Our audit procedures included the following: <ul style="list-style-type: none">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;Reviewed the Company's accounting policy in respect of recognizing deferred tax assets;Involved auditor's experts to 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;Evaluated the reasonableness of the assumptions underlying management's profit projections in the light of the relevant economic, internal and external factors;Assessed the reasonableness of 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;Evaluated the adequacy and appropriateness of disclosures made in the financial statements; Based on our above procedures performed, 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 2019-20') 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:
- 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.
 - 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.
 - 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.

- In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - 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:
 - The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements;
 - The Company has long-term contracts including derivative contracts as at March 31, 2020 for which there were no material foreseeable losses.
 - 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, 2020.
 - The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2020.
15. 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.

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

Pinaki Chowdhury
Partner
Membership Number: 057572
UDIN: 20057572AAAAAN6236

Kolkata
June 10, 2020

Annexure A to Independent Auditors’ Report

Referred to in paragraph 14 (f) of the Independent Auditors’ Report of even date to the members of Tata Metaliks Limited on the financial statements for the year ended March 31, 2020

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, 2020 in conjunction with our audit of 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 , 2020, 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
June 10, 2020

Annexure B to Independent Auditors’ Report

Referred to in paragraph 13 of the Independent Auditors’ Report of even date to the members of Tata Metaliks Limited on the financial statements as of and for the year ended March 31, 2020

- 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.

In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it, as applicable.
- 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 regular in depositing undisputed statutory dues, including provident fund (refer remark below), 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 41 to the financial statements regarding management’s assessment on certain matters relating to provident fund.

Further, for the period March 1 , 2020 to March 31 , 2020, the company has paid Goods and Service Tax and filed GSTR-3B after the due date but within the timelines allowed by Central Board of Indirect Taxes and Customs under the notification number 31/2020 dated 3rd April, 2020 on fulfilment of conditions specified therein.

(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, 2020 which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax as at March 31, 2020 which have not been deposited on account of a dispute, are as follows:

Name of Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where Dispute is pending
Income Tax Act, 1961	Income Tax	5,617.02	2009-10, 2010-11, 2012-13, 2013-14, 2015-16, 2016-17 & 2017-18	Commissioner of Income Tax (Appeals)
Central Sales Tax Act, 1956	Sales Tax	105.51	2016-17 & 2017-18	Additional Commissioner of Sales Tax
West Bengal Sales tax Act, 1994	Sales Tax	264.14	2006-07, 2014-15, 2015-16	West Bengal Commercial Tax Appellate & Revision Board
Value Added Tax Act, 2005	Value Added Tax	1,111.20	2016-17 & 2017-18	Additional Commissioner of Sales Tax
Value Added Tax Act, 2005	Value Added Tax	1,253.21	2015-16	West Bengal Commercial Tax Appellate & Revision Board
Finance Act, 1994	Service Tax	605.57	2007-08, 2012-13 & 2013-14	Customs Excise And Service Tax Appellate Tribunal

Name of Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where Dispute is pending
Finance Act, 1994	Service Tax	92.25	2010-11 to 2017-18	Assistant Commissioner
Finance Act, 1994	Service Tax	87.81	2005-06 to 2010-11	Additional Commissioner
Central Excise Act, 1944	Excise Duty	232.86	Till 30.06.2017	High Court -Calcutta
Central Excise Act, 1944	Excise Duty	5349.3	2005-06 to 2011-12	Customs Excise and Service Tax Appellate Tribunal
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
- 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 related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv.

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.

The Company had made a preferential allotment of Equity shares and Convertible warrants during the previous 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 described below:

Nature of securities	Purpose for which funds raised	Total Amount Raised (₹ in Lakhs)	Amount utilized for the other purpose *	Un-utilized balance as at Balance sheet date (₹ in Lakhs)
Equity Shares and Convertible Warrants	The proceeds from issue will help in funding the Expansion Project and also strengthen the balance sheet	23,562.2	Nil	0.98

* Utilized 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
June 10, 2020

Balance Sheet
as at March 31, 2020

(₹ in Lakhs)			
	Notes	As at 31.03.2020	As at 31.03.2019
(I) ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4A	57,473.31	62,950.31
(b) Right of use assets	4C	9,041.24	-
(c) Capital work-in-progress	4B	9,835.44	3,148.15
(d) Intangible assets	5	310.74	7.84
(e) Financial assets			
(i) Investments	6A	0.52	1.52
(ii) Other financial assets	7	51.92	120.34
(f) Non-current tax assets (net)		680.80	473.64
(g) Deferred tax assets (net)	35	1,995.16	1,976.60
(h) Other non current assets	8	5,141.36	1,425.64
Total non-current assets		84,530.49	70,104.04
(2) Current assets			
(a) Inventories	9	38,548.15	31,503.50
(b) Financial assets			
(i) Investments	6B	1,000.00	-
(ii) Trade receivables	10	28,026.59	27,781.29
(iii) Cash and cash equivalents	11A	10,783.26	2,770.68
(iv) Other balances with banks	11B	202.73	111.24
(v) Other financial assets	7	3,194.03	3,711.65
(c) Other current assets	8	3,188.92	2,267.01
Total current assets		84,943.68	68,145.37
TOTAL ASSETS		169,474.17	138,249.41
(II) EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	12	2,808.50	2,808.50
(b) Other equity	13	89,131.47	73,899.13
Total equity		91,939.97	76,707.63
(2) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	-	3,781.10
(ii) Lease Liability		8,550.96	-
(b) Provisions	15	1,843.51	1,490.24
Total non-current liabilities		10,394.47	5,271.34
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	21,138.86	71.76
(ii) Lease Liability		543.37	-
(iii) Trade payables	16	39,044.30	48,107.84
(a) outstanding dues of micro enterprises and small enterprises		17.67	153.88
(b) outstanding dues of creditors other than micro enterprises and small enterprises		39,026.63	47,953.96
(iv) Other financial liabilities	18	2,580.51	1,395.86
(b) Provisions	15	803.85	539.40
(c) Current tax liabilities (net)		147.37	243.16
(d) Other current liabilities	19	2,881.47	5,912.42
Total current liabilities		67,139.73	56,270.44
TOTAL EQUITY AND LIABILITIES		169,474.17	138,249.41

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

Pinaki Chowdhury
Partner
Membership Number: 057572
Kolkata, June 10, 2020

For and on behalf of the Board of Directors

Koushik Chatterjee
Chairman

Sandeep Kumar
Managing Director

Amit Ghosh
Independent Director

Subhra Sengupta
Chief Financial Officer

Sankar Bhattacharya
Company Secretary

Kolkata, June 10, 2020

Statement of Profit and Loss
for the year ended 31 March 2020

(₹ in Lakhs)			
	Notes	For the year ended 31.03.2020	For the year ended 31.03.2019
A CONTINUING OPERATIONS			
I Revenue from operations	20	205,062.98	215,511.03
II Other Income	21	1,580.69	664.69
III Total Income (I + II)		206,643.67	216,175.72
IV EXPENSES			
(a) Cost of materials consumed	22	124,015.04	133,581.28
(b) Changes in stock of finished goods and work-in-progress	23	(3,663.97)	(327.97)
(c) Employee benefits expense	24	12,539.05	11,199.13
(d) Finance costs	25	3,314.17	4,325.50
(e) Depreciation and amortisation expense	26	6,505.53	5,764.14
(f) Other expenses	27	43,712.03	40,335.85
Total Expenses (IV)		186,421.85	194,877.93
V Profit before tax from continuing operations (III - IV)		20,221.82	21,297.79
VI Tax Expense			
(1) Current tax	34	3,560.55	4,687.05
(2) Deferred tax	35	(18.57)	(1,670.03)
Total tax expense (VI)		3,541.98	3,017.02
VII Profit from continuing operations (V - VI)		16,679.84	18,280.77
B DISCONTINUED OPERATIONS			
VIII Loss from discontinued operations before tax	36	(84.12)	(92.10)
IX Tax Expense of discontinued operations		-	-
X Loss from discontinued operations after tax (VIII-IX)		(84.12)	(92.10)
C TOTAL OPERATIONS			
XI Profit for the year (VII + X)		16,595.72	18,188.67
XII Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements on the defined benefit plans		(274.14)	4.83
Income tax on above		95.79	(1.69)
Total other comprehensive income, net of taxes (XII)		(178.35)	3.14
XIII Total Comprehensive income for the year (XI + XII)		16,417.37	18,191.81
XIV (a) Earnings per equity share (for continuing operations):	30		
(1) Basic [Face Value ₹ 10 each]		59.39	72.20
(2) Diluted [Face Value ₹ 10 each]		52.82	72.09
(b) Earnings per equity share (for discontinued operations):			
(1) Basic [Face Value ₹ 10 each]		(0.30)	(0.36)
(2) Diluted [Face Value ₹ 10 each]		(0.30)	(0.36)
(c) Earnings per equity share (for discontinued and continuing operations):			
(1) Basic [Face Value ₹ 10 each]		59.09	71.84
(2) Diluted [Face Value ₹ 10 each]		52.55	71.73

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

Pinaki Chowdhury
Partner
Membership Number: 057572
Kolkata, June 10, 2020

For and on behalf of the Board of Directors

Koushik Chatterjee
Chairman

Sandeep Kumar
Managing Director

Amit Ghosh
Independent
Director

Subhra Sengupta
Chief Financial Officer

Sankar Bhattacharya
Company Secretary

Kolkata, June 10, 2020

Cash Flow Statement

for the year ended 31 March 2020

(₹ in Lakhs)			
	Notes	For the year ended 31.03.2020	For the year ended 31.03.2019
A. CASH FLOW FROM OPERATING ACTIVITIES:			
Profit before tax (including Loss on discontinued operations)		20,137.70	21,205.69
Adjustments for:			
Finance Costs	25	3,314.17	4,325.50
Depreciation and amortisation expense	26	6,505.53	5,764.14
Interest Income from financial assets at amortised cost	21	(94.04)	(9.30)
Amortisation of government grant	21	(1,003.67)	(531.33)
Dividend Income on investment carried at fair value through profit or loss	21	(0.78)	(0.63)
(Gain)/Loss on cancellation of forward contracts	27	253.47	(199.17)
(Gain)/ Loss on disposal of Property, Plant and Equipment	27	(0.53)	(113.37)
(Gain)/ Loss on foreign currency transactions		242.84	145.10
Operating profit before working capital changes		29,354.69	30,586.63
Adjustment for working capital			
Inventories		(7,044.65)	(11,637.68)
Non-current/current financial and non-financial Assets		(1,237.87)	(5,768.44)
Non-current/current financial and non-financial liabilities/provisions		(10,289.82)	29,132.79
Cash generated from operations		10,782.35	42,313.30
Income Taxes paid		(3,767.70)	(4,853.97)
Net cash generated from operating activities		7,014.65	37,459.33
B. CASH FLOW FROM INVESTING ACTIVITIES:			
Interest income received		270.02	2.24
Dividend Income on investment carried at fair value through profit or loss		0.78	0.63
Payments for acquisition for property, plant and equipments/ intangible assets		(13,892.16)	(9,837.16)
Proceeds on disposal of property, plant and equipment		1.13	115.11
Net Proceeds/ (payment) from/ for sale/purchase of investments		(999.00)	1,001.75
Net Cash used in by investing activities		(14,619.23)	(8,717.43)
C. CASH FLOW FROM FINANCING ACTIVITIES:			
Proceeds from working capital loans		76,165.40	44,700.00
Repayment of working capital loans		(62,493.59)	(53,483.66)
Repayment of Non-current borrowings		-	(21,041.63)
Proceed from Equity/ warrants issue		-	23,562.20
Proceeds from Buyer's credit		8,827.37	11,697.02
Repayment of buyer's credit		(1,699.09)	(24,788.54)
Principal elements of lease payment (March 31, 2019- principal element of finance lease)		(451.80)	(563.10)
Interest and other borrowing costs paid		(3,334.12)	(5,638.21)
Dividend paid on equity share holders		(941.49)	(716.43)
Tax on equity dividend paid	13	(202.05)	(155.94)
Gain/ (Loss) on cancellation of forward contracts	27	(253.47)	199.17
Net cash from/(used) in financing activities		15,617.16	(26,229.12)
Net increase in cash and cash equivalents		8,012.58	2,512.78
Cash and cash equivalents as at 1 April	11A	2,770.68	257.90
Cash and cash equivalents as at 31 March		10,783.26	2,770.68

- 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. 36 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

Amit Ghosh
Independent Director

Pinaki Chowdhury
Partner
Membership Number: 057572
Kolkata, June 10, 2020

Subhra Sengupta
Chief Financial Officer

Sankar Bhattacharya
Company Secretary

Kolkata, June 10, 2020

Statement of Changes In Equity

for the year ended 31 March 2020

(₹ in Lakhs)		
	Notes	As at 31.03.2020
(A) EQUITY SHARE CAPITAL		
12		
Balance at the beginning of the year		2,808.50
Changes in equity share capital during the year		-
Balance at the end of the year		2,808.50

(₹ in Lakhs)						
13						
Year ended 31.03.2020	Share Warrants	Securities premium	Capital reserve	General reserve	Retained earnings	Total Other Equity
Balance at the beginning of the year	5,605.46	17,677.04	8,885.13	8,211.99	33,519.51	73,899.13
Issue of convertible warrants	-	-	-	-	-	-
Issue of equity shares	-	-	-	-	-	-
Profit for the year	-	-	-	-	16,595.72	16,595.72
Dividend on equity shares	-	-	-	-	(982.98)	(982.98)
Tax on dividend	-	-	-	-	(202.05)	(202.05)
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-	(178.35)	(178.35)
Balance at the end of the year	5,605.46	17,677.04	8,885.13	8,211.99	48,751.85	89,131.47

(₹ in Lakhs)						
Year ended 31.03.2019	Share Warrants	Securities premium	Capital reserve	General reserve	Retained earnings	Total Other Equity
Balance at the beginning of the year	-	-	8,885.13	8,211.99	16,242.28	33,339.40
Profit for the year	-	-	-	-	18,188.67	18,188.67
Issue of convertible warrants	5,605.46	-	-	-	-	5,605.46
Issue of equity shares		17,677.04	-	-	-	17,677.04
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

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

Amit Ghosh
Independent Director

Pinaki Chowdhury
Partner
Membership Number: 057572
Kolkata, June 10, 2020

Subhra Sengupta
Chief Financial Officer

Sankar Bhattacharya
Company Secretary

Kolkata, June 10, 2020

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 June 10, 2020.

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 2.24 and 42)

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.

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 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.

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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 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

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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.

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 substantively 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.

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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.

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 purchased inventory are determined after deducting rebates and discounts. 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 in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

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.

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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.

(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

Till 31 March 2019:

As a lessee

Leases of property, plant and equipment where the company, as lessee, had substantially all the risks and rewards of ownership were classified as finance leases. Finance leases were capitalised 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, were included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost was charged to statement of profit and 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. The property, plant and equipment acquired under finance leases was depreciated over the assets useful life or over the shorter of the assets useful life and the lease term if there is no reasonable certainty that the company will obtain

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ownership at the end of the lease term. Leases in which a significant portion of the risks and rewards of ownership were not transferred to the company as lessee were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were 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 was recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

With effective from 1 April 2019:

As a lessee

From 1 April 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the company. Contracts may contain both lease and non-lease components. The company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the company under residual value guarantees
- the exercise price of a purchase option if the company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to

borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the company, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The company is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to 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.

Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying assets useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

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As a lessor

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature. The company did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

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 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 The Company has applied the following standards and amendments for the first time for their annual reporting period commencing April 1, 2019

- Ind AS 116, Leases
- Plan Amendment, Curtailment or Settlement – Amendments to Ind AS 19, Employee Benefits
- Uncertainty over income Tax Treatments – Appendix C to Ind AS 12, Income Taxes
- Amendment to Ind AS 12, Income Taxes
- Amendment to Ind AS 23, Borrowing costs

The amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods except IND AS 116 (Refer Note 42).

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.

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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 40**

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 39**

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

₹ in Lakhs		
	As at 31.03.2020	As at 31.03.2019
Carrying Amounts of :		
Freehold Land	1,589.79	1,589.79
Freehold Buildings	12,197.56	11,563.55
Plant and Equipment	41,482.41	48,995.50
Furniture and fixtures	145.40	84.53
Office Equipments	97.24	93.78
Vehicles	529.96	560.90
Data Processing Equipment	112.62	62.26
Railway Sidings	1,318.33	-
Total	57,473.31	62,950.31

₹ in Lakhs									
Year ended March 31, 2020	Freehold Land	Freehold Buildings	Plant and Equipment	Furniture and fixtures	Office Equipments	Vehicles	Data Processing Equipment	Railway Sidings	Total
Opening 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
Additions	-	1,271.37	1,629.86	106.47	35.87	74.89	97.12	1,325.82	4,541.40
Other re-classifications (Transfers in / out)	-	-	(5,500.00)	-	-	-	-	-	(5,500.00)
Disposals	-	-	-	-	-	24.28	-	-	24.28
Closing Gross Carrying Amount	1,589.79	14,448.87	55,702.27	297.28	246.63	801.36	182.74	1,410.66	74,679.60
Opening Accumulated Depreciation	-	1,613.95	10,576.91	106.28	116.98	189.85	23.36	84.84	12,712.17
Depreciation expense for the year	-	637.36	4,915.75	45.60	32.41	105.24	46.76	7.49	5,790.61
Other re-classifications (Transfers in / out)	-	-	(1,272.80)	-	-	-	-	-	(1,272.80)
On Disposals	-	-	-	-	-	23.69	-	-	23.69
Closing Accumulated Depreciation	-	2,251.31	14,219.86	151.88	149.39	271.40	70.12	92.33	17,206.29
Net Carrying Amount at beginning of the year	1,589.79	11,563.55	48,995.50	84.53	93.78	560.90	62.26	-	62,950.31
Net Carrying Amount at end of the year	1,589.79	12,197.56	41,482.41	145.40	97.24	529.96	112.62	1,318.33	57,473.31

₹ in Lakhs									
Year ended March 31, 2019	Freehold Land	Freehold Buildings	Plant and Equipment	Furniture and fixtures	Office Equipments	Vehicles	Data Processing Equipment	Railway Sidings	Total
Opening 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
Closing 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
Opening 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 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 year	1,589.79	11,563.55	48,995.50	84.53	93.78	560.90	62.26	-	62,950.31

Notes:

- 1 Title deeds of immovable properties as set out in note 4A above, 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-20	As at 31-Mar-19
Capital Work-in-progress	9,835.44	3,148.15

4C. Right of use assets

₹ in Lakhs				
As at 31.03.2020	Right of use Land	Right of use Buildings	Right of use Plant and Machinery	Total
Gross Carrying Amount	-	-	-	-
Additions	-	101.22	5,296.79	5,398.01
Other re-classifications (Transfers in / out)	99.15	-	5,500.00	5,599.15
Cost Gross Carrying Amount	99.15	101.22	10,796.79	10,997.16
Accumulated Depreciation	-	-	-	-
Depreciation expense for the year	1.05	39.78	618.30	659.13
Other re-classifications (Transfers in / out)	23.99	-	1,272.80	1,296.79
Closing Accumulated Depreciation	25.04	39.78	1,891.10	1,955.92
Net Carrying Amount at beginning of the period	-	-	-	-
Net Carrying Amount at end of the period	74.11	61.44	8,905.69	9,041.24

(i) Amounts recognised in balance sheet

₹ in Lakhs		
	As at 31.03.2020	As at 01.04.2019
Lease Liabilities		
Current	543.37	366.00
Non-Current	8,550.96	3,781.10
Total	9,094.33	4,147.10

Notes:
In the Previous year the Company only recognised lease assets and lease liabilities in relation to lease that were classified as “finance lease” under Ind As 17, “Leases”. The assets were presented in Property, Plant and Equipment and liabilities as a part of Company’s borrowings and other financial liabilities. For adjustment recognised on adoption of Ind AS 116 on April 1, 2019, please refer note 42.

(ii) Amounts recognized in the statement of profit and loss

₹ in Lakhs			
	Notes	As at 31.03.2020	As at 31.03.2019
(i) Depreciation charge of right-of-use assets			
Right of use Land		1.05	-
Right of use Buildings		39.78	-
Right of use Plant and Machinery		618.30	-
Total	26	659.13	-
(ii) Interest expense (Included In finance costs)	25	890.58	-
(iii) Expense relating to short-term leases (included in other expenses)	27	228.83	-
(iv) Expense relating to leases of low-value assets that are not shown above as short-term leases (included in other expenses)	27	25.98	-
(v) Expense relating to variable lease payments not included in lease liabilities	22	1,791.59	-

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The total cash outflow for leases for the year ended 31 March 2020 was ₹ 1,342.38 Lakhs

- (i) **Variable lease payments**
Some plant and machinery leases contain variable payment terms that are linked to production and consupion. Payments are on the basis of variable payment terms with payment depending majorly on the output from the leased asset.
- (ii) **Extension and termination options**
Extension and termination options are included the company’s lease contracts. These are used to maximise operational flexibility in terms of managing the assets used in the company’s operations. The extension and termination options held are exercisable by mutual consent of both the lessor and the lessee.
- (iii) **Residual value guarantees**
To optimise lease costs during the contract period, the company sometimes provides residual value guarantees in relation to its leases. The company has provided residual value guarantee for its lease against coke oven plant for ₹ 729 Lakhs

5. Intangible Assets

₹ in Lakhs	
	As at March 31, 2020 Computer Software (Acquired)
Opening Gross Carrying Amount	70.30
Additions	358.70
Closing Gross Carrying Amount	429.00
Accumulated Amortisation at beginning of the year	62.46
Charge for the year	55.80
Amortisation at end of the year	118.26
Net Carrying Amount at end of the year	310.74

₹ in Lakhs	
	As at March 31, 2019 Computer Software (Acquired)
Opening Gross Carrying Amount	70.30
Additions	-
Closing Balance	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

For amount of contractual commitments for acquisition of Intangible assets refer note 29.

Notes

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6A. Non-current Investments

₹ in Lakhs		
	As at 31.03.2020	As at 31.03.2019
Investment carried at amortised cost		
Investments in national savings certificates (Unquoted)	0.52	1.52
Total	0.52	1.52

6B. Current Investments

₹ in Lakhs		
	As at 31.03.2020	As at 31.03.2019
Investment carried at fair value through profit or loss		
Investments in mutual fund (unquoted) (94,917.428 units in Tata Overnight Fund - Direct Plan- Growth) (As at 31/3/2019- Nil)	1,000.00	-
Total	1,000.00	-
Aggregate amount of unquoted investments	1,000.00	-
Aggregate amount of impairment in the value of investments	-	-

7. Other Financial Assets

₹ in Lakhs				
	As at 31.03.2020		As at 31.03.2019	
	Non Current	Current	Non Current	Current
(a) Security deposits	214.51	2,660.55	120.14	3,508.15
Less: Allowance for doubtful allowances	(162.79)	-	-	-
(b) Interest accrued on deposits and advances	-	27.52	-	203.50
(c) Deposits with banks submitted as security with government agency	0.20	-	0.20	-
(d) Derivatives - foreign currency forward contracts (carried at fair value)	-	505.96	-	-
Total	51.92	3,194.03	120.34	3,711.65

8. Other Assets

₹ in Lakhs				
	As at 31.03.2020		As at 31.03.2019	
	Non Current	Current	Non Current	Current
(a) Capital advances	4,464.60	-	842.57	-
(b) Balances with government authorities	674.16	964.55	506.35	996.66
(c) Prepaid lease payments	-	-	74.12	1.00
(d) Other loans and advances				
i) Advance to supplier/service provider (other than capital)	2.60	2,224.37	2.60	1,269.35
Total	5,141.36	3,188.92	1,425.64	2,267.01

Notes

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9. Inventories

₹ in Lakhs		
	As at 31.03.2020	As at 31.03.2019
(At lower of cost or net realisable value)		
(a) Raw materials	26,915.20	24,562.23
(b) Work-in-progress	871.87	930.06
(c) Finished goods	6,978.97	3,256.81
(d) Stores spares and others	3,782.11	2,754.40
Total	38,548.15	31,503.50
Included above, goods-in-transit:		
(a) Raw materials	7,825.36	2,029.33
(b) Finished goods	-	37.05
Total	7,825.36	2,066.38

10. Trade Receivables

₹ in Lakhs		
	As at 31.03.2020	As at 31.03.2019
Trade receivables	28,867.95	28,553.93
Less: Loss allowance	(841.36)	(772.64)
Total	28,026.59	27,781.29
Secured, considered good	-	-
Unsecured, considered good	28,026.59	27,781.29
Unsecured, credit impaired	841.36	772.64
Total	28,867.95	28,553.93

(i) Trade receivables are further analysed as follows :

₹ in Lakhs				
	As at 31.03.2020			
	Gross credit risk	Subject to credit insurance cover	Credit impairment allowance	Net credit risk
Amounts not yet due	17,992.56	1,254.54	145.95	16,592.07
One month overdue	6,477.39	1,265.33	30.07	5,181.99
Two months overdue	1,115.32	288.15	9.65	817.52
Three months overdue	968.45	121.80	10.40	836.25
Between three to six months overdue	1,533.88	6.50	16.29	1,511.09
Greater than six months overdue	780.35	-	629.00	151.35
Total	28,867.95	2,936.32	841.36	25,090.27

₹ in Lakhs				
	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

Notes

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(ii) Net Movement in the provision for impairment of trade receivables :

	₹ in Lakhs	
	As at 31.03.2020	As at 31.03.2019
Balance at the beginning of the period	772.64	246.98
Net Movement in expected credit loss allowance on trade receivables (calculated at lifetime expected credit losses)	68.72	525.66
Balance at the end of the period	841.36	772.64

(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, 2020 amount to ₹ 253.77 lakhs (as on March 31, 2019 amount to ₹ 361.99 lakhs).

11A. Cash and Cash equivalents

	₹ in Lakhs	
	As at 31.03.2020	As at 31.03.2019
(a) Cash on hand	0.66	0.63
(b) Balances with banks		
(i) In current accounts	3,582.60	2,770.05
(iii) Fixed Deposit (less than 3 months)	7,200.00	-
Total	10,783.26	2,770.68

11B. Other Balances with Banks

	₹ in Lakhs	
	As at 31.03.2020	As at 31.03.2019
(a) Other bank balances ⁽¹⁾	145.16	103.67
(b) Fixed deposits ⁽²⁾	57.57	7.57
Total	202.73	111.24
Included above		
(1) Earmarked balances for unpaid dividend	145.16	103.67
(2) Represents deposits held as lien with bank and government agencies	57.57	7.57

12. Equity Share Capital

	₹ in Lakhs	
	As at 31.03.2020	As at 31.03.2019
Authorised:		
375,000,000 Equity Shares of ₹ 10 each	37,500.00	37,500.00
(March 31, 2019: 375,000,000 Equity Shares of ₹ 10 each)		
Issued, subscribed and fully paid up :		
28,085,000 Equity Shares of ₹ 10 each	2,808.50	2,808.50
(March 31, 2019: 28,085,000 Equity Shares of ₹ 10 each)		

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Movement of Equity Share Capital

₹ in Lakhs				
Equity Shares	For the year ended 31.03.2020		For the year ended 31.03.2019	
	No. of Shares	Amount	No. of Shares	Amount
Issued, subscribed and fully paid up:				
At beginning of the year	28,085,000	2,808.50	25,288,000	2,528.80
Issued during the year	-	-	2,797,000	279.70
At end of the year	28,085,000	2,808.50	28,085,000	2,808.50

Shares held by holding company or its subsidiaries

₹ in Lakhs				
Equity Shares	For the year ended 31.03.2020		For the year ended 31.03.2019	
	No. of Shares	%	No. of Shares	%
Tata Steel Limited (Holding Company)	15,464,590	55.06%	15,464,590	55.06%
	15,464,590	55.06%	15,464,590	55.06%

In the year 2018-19 (previous year) the Company had 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)	15,464,590	55.06%	15,464,590	55.06%
HDFC Mutual Fund	2,284,045	8.13%	2,219,345	7.90%

No equity shares were allotted as fully paid up by way of bonus shares or pursuant to contract(s) without payment being received in cash during the last five years. Further, none of the shares were bought back by the Company during the last five years.

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.

13. Other Equity

	₹ in Lakhs					
Year ended March 31, 2020	Share Warrants	Securities premium	Capital Reserve	General Reserve	Retained earnings	Total Other Equity
At the beginning of the year	5,605.46	17,677.04	8,885.13	8,211.99	33,519.51	73,899.13
Profit for the year	-	-	-	-	16,595.72	16,595.72
Dividend on equity shares	-	-	-	-	(982.98)	(982.98)
Tax on dividend	-	-	-	-	(202.05)	(202.05)
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-	(178.35)	(178.35)
At the end of the year	5,605.46	17,677.04	8,885.13	8,211.99	48,751.85	89,131.47

Notes

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₹ in Lakhs						
Year ended March 31, 2019	Share Warrants	Securities premium	Capital Reserve	General Reserve	Retained earnings	Total Other Equity
At the beginning of the year	-	-	8,885.13	8,211.99	16,242.28	33,339.40
Profit for the year	-	-	-	-	18,188.67	18,188.67
Issue of convertible warrants	5,605.46	-	-	-	-	5,605.46
Issue of equity shares		17,677.04	-	-	-	17,677.04
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
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 the year 2018-19 (previous year), the Company had 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 31.03.2020	For the year ended 31.03.2019
Cash dividends on Equity shares declared and paid:		
Final Dividend for March 31, 2019 : ₹ 3.50 per share (March 31,2018: ₹ 3.0 per share)	982.98	758.64
Dividend Distribution Tax (DDT)	202.05	155.94
Total	1,185.03	914.58
Proposed dividends on Equity shares:		
Proposed cash dividend for March 31, 2020: ₹ 2.50 per share (March 31, 2019: ₹ 3.50 per share)	702.13	982.98
Dividend Distribution Tax (DDT)	-	202.05
Total	702.13	1,185.03

- i) Proposed dividend on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at March 31, 2020.

The nature of reserves are as follows:

Capital reserve

Reserve includes ₹ 8,759.51 lakhs 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

Notes

to the Financial Statements

14. Borrowings

₹ in Lakhs				
	As at 31.03.2020		As at 31.03.2019	
	Non Current	Current	Non Current	Current
A Secured				
(a) Repayable on demand				
From banks				
i) Working capital demand loans	-	3,200.00	-	-
ii) Cash credit/packing credit	-	-	-	51.09
Total	-	3,200.00	-	51.09
B. Unsecured				
(a) Finance lease	-	-	3,781.10	-
(c) Buyer's credit from banks	-	7,395.49	-	-
(d) Acceptances	-	-	-	1.66
(e) Repayable on demand				
From banks				
i) Working capital demand loans		10,543.37		
ii) Overdraft from banks	-	-	-	19.01
Total	-	17,938.86	3,781.10	20.67
Total Borrowings	-	21,138.86	3,781.10	71.76

Debt reconciliation

₹ in Lakhs				
For the year ended 31.3.2020	Bank Overdraft	Non-Current Borrowings (including current maturities)	Current Borrowings	Total
Debt as at April 01, 2019	19.01	4,147.10	52.75	4,218.86
Cash Flows (net)	(19.01)	-	20,819.10	20,800.09
Foreign Exchange Adjustments	-	-	267.01	267.01
Recognised on adoption of Ind AS 116 (see note 42)	-	(4,147.10)	-	(4,147.10)
Debt as at March 31, 2020	-	-	21,138.86	21,138.86

₹ 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
Loan Amortization expenses	-	(563.00)	-	(563.00)
Debt as at March 31, 2019	19.01	4,147.10	52.75	4,218.86

Notes
to the Financial Statements

14. Borrowings

Name of the Bank/ Instrument	As at 31.03.2020					As at 31.03.2019				
	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										
Working capital demand loans	-	3,200.00	-	Loan carrying a fixed and floating rate ranging from 6.95% to 7.65% p.a. Loan is payable on demand	Secured by way of hypothecation via creation of 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.	-	-	-	NIL	NIL
Cash credit	-	-	-	Repaid during the year	Nil	-	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 via creation of 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.
Total secured borrowings	-	3,200.00	-			-	51.09	-		
Unsecured										
Finance Lease	-	-	-		Nil	3,781.10	-	366.00	Refer note 1 below	Nil
Working capital demand loans	-	10,543.37	-	Loan carrying a fixed and floating rate ranging from 7.10% to 8.00% p.a. Loan is payable on demand	Nil	-	-	-	Nil	Nil

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to the Financial Statements

Name of the Bank/ Instrument	As at 31.03.2020					As at 31.03.2019				
	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
Buyer's credit from banks	-	7,395.49	-	Buyer's Credit from banks carry fixed rate of interest ranging from 1.54% p.a. to 2.56% p.a. These are repayable after 3 months from drawdown date starting from April'2020	Nil	-	-	-	Nil	Nil
Acceptances	-	-	-	Repaid during the year	Nil	-	1.66	-	Loan carrying a floating rate of 8.55% p.a. (linked to bank's MCLR). Loan is payable on demand	Nil
Overdraft from banks	-	-	-	Repaid during the year	Nil	-	19.01	-	Loan carrying a floating rate of 8.55% p.a. (linked to bank's MCLR). Loan is payable on demand	Nil
Total unsecured borrowings	-	17,938.86	-			3,781.10	20.67	366.00		
Total borrowings	-	21,138.86	-			3,781.10	71.76	366.00		

- Note:
Finance lease liabilities were included in borrowings until March 31, 2019, but were reclassified to lease liabilities on April 1, 2019 in the process of adopting the new leasing standard. See note 42 for further information about the change in accounting policy.
- 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 44.

Notes

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The currency and interest exposure of borrowings of the company at the end of the year are as follows:

₹ in Lakhs

Currency	As at 31.03.2020			As at 31.03.2019		
	Fixed rate debt	Floating rate debt	Total	Fixed rate debt	Floating rate debt	Total
INR	-	13,743.37	13,743.37	4,147.10	71.76	4,218.86
US Dollars	7,395.49	-	7,395.49	-	-	-
Total	7,395.49	13,743.37	21,138.86	4,147.10	71.76	4,218.86

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 31.03.2020		As at 31.03.2019	
	Non Current	Current	Non Current	Current
i) Retirement gratuity (Refer Note 40)	-	745.92	-	371.17
ii) Post retirement pension (Refer Note 40)	244.82	25.72	203.54	22.26
iii) Post retirement medical benefits (Refer Note 40)	20.60	1.86	19.56	1.87
iv) Provision for Leave Salary (Refer Note 40)	1,578.09	30.35	1,267.14	39.81
v) Provision for other taxes	-	-	-	104.29
Total	1,843.51	803.85	1,490.24	539.40

16. Trade Payables

₹ in Lakhs

	As at 31.03.2020	As at 31.03.2019
(a) Outstanding dues of micro enterprises and small enterprises		
Creditors for supplies and services	17.67	153.88
Total outstanding dues of micro enterprises and small enterprises	17.67	153.88
(b) Outstanding dues of creditors other than micro enterprises and small enterprises		
(i) Creditors for supplies and services	36,053.96	45,381.39
(ii) Creditors for accrued wages and salaries	2,972.67	2,572.57
Total outstanding dues of creditors other than micro enterprises and small enterprises	39,026.63	47,953.96
Total	39,044.30	48,107.84

Trade payables to related parties as on March 31, 2020 amounts to ₹ 6,870.34 lakhs (as on March 31, 2019 ₹ 5,317.74 lakhs).

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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:

₹ in Lakhs

	As at 31.03.2020	As at 31.03.2019
Amount due and payable at the year end		
- Principal	17.67	153.88
- 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

₹ in Lakhs

	As at 31.03.2020	As at 31.03.2019
(a) Interest accrued	37.19	57.14
(b) Unpaid dividends	145.16	103.67
(c) Security deposits from vendors	14.19	13.34
(d) Current maturities of finance lease obligation	-	366.00
(e) Creditors for Other Liabilities		
i) Creditors for capital goods and services	2,383.97	565.31
ii) Derivatives - foreign currency forward contracts	-	290.40
Total	2,580.51	1,395.86

19. Other Current Liabilities

₹ in Lakhs

	As at 31.03.2020	As at 31.03.2019
(a) Advances received from customers	1,195.62	2,333.33
(b) Deferred income	41.88	952.40
(c) Statutory dues	1,643.97	2,626.69
Total	2,881.47	5,912.42

20. Revenue from Operations

₹ in Lakhs

	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Revenue from contracts with customers		
Sale of products		
i) Pig iron and allied products	98,696.34	101,039.43
ii) DI Pipe and allied products	105,929.11	113,284.23
(b) Other operating income (note 1)	437.53	1,187.37
Gross Revenue from Operations	205,062.98	215,511.03

Notes

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Note 1 :		
Other operating income comprise:		
	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Sale of Scrap	436.53	1,185.83
(b) Others	1.00	1.54
Total	437.53	1,187.37

21. Other Income

	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Interest income from financial assets at amortised cost (deposit and advance)	94.04	9.30
(b) Dividend income on investment carried at fair value through profit or loss	0.78	0.63
(c) Liabilities no longer required written back	175.91	123.41
(d) Government Grant (EPCG Income)	1,003.67	531.33
(e) Miscellaneous income	306.29	0.02
Total	1,580.69	664.69

22. Cost of materials consumed

	For the year ended 31.03.2020	For the year ended 31.03.2019
Raw Material Consumed		
i) Opening stock	24,562.23	13,992.92
ii) Add: Purchases	126,368.01	144,150.59
	150,930.24	158,143.51
iii) Less: Closing stock	26,915.20	24,562.23
Total	124,015.04	133,581.28
Raw Material Consumed comprises		
i) Iron ore	28,925.50	29,876.74
ii) Coke	81,248.40	91,507.98
iii) Fluxes	7,689.22	5,103.64
iv) Others	6,151.92	7,092.92
Total	124,015.04	133,581.28

23. Changes in stock of finished goods and work-in-progress

	For the year ended 31.03.2020	For the year ended 31.03.2019
Stock at the beginning of the year		
Finished goods	3,256.81	3,048.10
Work-in-progress	930.06	810.80
	4,186.87	3,858.90
Stock at the end of the year		
Finished goods	6,978.97	3,256.81
Work-in-progress	871.87	930.06
	7,850.84	4,186.87
Net (increase)/decrease in finished goods and work-in-progress	(3,663.97)	(327.97)

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24. Employee Benefits Expense

	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Salaries, wages and bonus	10,255.44	9,131.52
(b) Contribution to provident and other funds (Refer Note 40)	1,149.40	855.72
(c) Staff welfare expenses	1,134.21	1,211.89
Total	12,539.05	11,199.13

25. Finance Costs

	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Interest expense		
i) Interest on term loans	-	1,652.70
ii) Interest and finance charges on lease liabilities	890.58	675.00
iii) Interest on others	856.40	1,050.95
	1,746.98	3,378.65
(b) Other borrowing costs (letter of credit and bill discounting charges etc.)	1,567.19	1,068.02
Gross Finance Costs	3,314.17	4,446.67
Less: Amounts included in the cost of qualifying asset (refer note below)	-	121.17
Net Finance Costs	3,314.17	4,325.50

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 NIL (March 31, 2019 : 8.58%).

26. Depreciation and amortisation expense

	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Depreciation on property, plant and equipment and right of use assets as per Note 4A and Note 4C	6,449.73	5,756.31
(b) Amortisation on intangible assets as per Note 5.	55.80	7.83
Total	6,505.53	5,764.14

27. Other Expenses

	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Consumption of stores and spare parts	14,447.54	12,827.57
(b) Repairs & maintenance to buildings	50.21	84.02
(c) Repairs & maintenance to machinery	2,950.17	2,167.83
(d) Repairs & maintenance - others	1,604.66	1,305.29
(e) Power and fuel	1,362.05	1,490.42
(f) Electricity charges	2,882.97	2,324.58
(g) Freight and handling charges	13,691.86	14,035.04
(h) Rent	233.17	213.26
(i) Rates and taxes	175.40	137.61
(j) Insurance charges	228.97	160.00
(k) Loss allowances/ reversal of loss allowances relating to trade receivables and other financial assets	231.52	525.66

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₹ in Lakhs		
	For the year ended 31.03.2020	For the year ended 31.03.2019
(l) Other expenses		
i) (Gain)/ Loss on foreign currency transactions	(108.45)	145.10
ii) (Gain)/ Loss on cancellation of forward contracts	253.47	(199.17)
iii) (Gain)/Loss on sale of property, plant and equipment	(0.53)	(113.37)
iv) Auditors remuneration and out-of-pocket expenses		
As auditors - statutory audit	17.00	17.00
For other services (includes tax audit fees)	25.15	21.40
Auditors out-of-pocket expenses	2.01	2.64
v) Legal and other professional costs	715.94	368.98
vi) Consultancy for sales	1,266.43	1,156.09
vii) Advertisement, sales promotion and other selling expenses	130.19	73.59
viii) Travelling expenses	407.45	565.51
ix) Bank charges	151.37	123.94
x) Expenditure towards corporate social responsibility activities (Refer Note 43)	431.32	348.00
xi) Other general expenses	2,562.16	2,554.86
Total	43,712.03	40,335.85

28. Contingent Liabilities

₹ in Lakhs		
	As at 31.03.2020	As at 31.03.2019
Claims against the company not acknowledged as debts		
(a) Excise & Service Tax	1,369.86	1,384.59
(b) Income Tax (refer note below)	146.62	100.97
(c) Sales Tax & VAT	3,394.68	2,757.32

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 31.03.2020	As at 31.03.2019
(a) Capital commitments		
Estimated value of contracts in capital account remaining to be executed (net of advances)		
Property, plant and equipment	30,953.88	2,475.30
Intangible assets	-	96.68
(b) Other Commitments		
Export Obligation against import of capital goods under EPCG Scheme	251.28	7,905.49

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30. Earnings Per Share

₹ in Lakhs		
	For the year ended 31.03.2020	For the year ended 31.03.2019
i) Profit for the year from continuing operation	16,679.84	18,280.77
ii) Profit/(loss) for the year from discontinued operations	(84.12)	(92.10)
iii) Profit for the year from discontinued and continuing operations	16,595.72	18,188.67
iv) Weighted average no. of equity shares for basic earning per share (Numbers in lakhs)	280.85	253.19
v) Adjustment for calculation of diluted earning per share:	34.93	0.38
Convertible warrants (Numbers in lakhs)		
vi) Weighted average no. of equity shares for diluted earning per share (Numbers in lakhs)	315.78	253.57
vii) Nominal Value per Equity Share (₹)	10.00	10.00
viii) Earnings per equity share for the year from continuing operation (₹) - Basic	59.39	72.20
ix) Earnings per equity share for the year from discontinued operations (₹) - Basic	(0.30)	(0.36)
x) Earnings per equity share for the year from discontinued and continuing operations (₹) - Basic	59.09	71.84
xi) Earnings per equity share for the year from continuing operation (₹) - Diluted	52.82	72.09
xii) Earnings per equity share for the year from discontinued operations (₹) - Diluted	(0.30)	(0.36)
xiii) Earnings per equity share for the year from discontinued and continuing operations (₹) - Diluted	52.55	71.73

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	D I Pipe	Elimination	Unallocable	Total
Revenue					
Total External Sales	98,847.52	106,215.46	-	-	205,062.98
	101,313.48	114,197.55	-	-	215,511.03
Add: Inter Segment Revenue	55,101.41	-	(55,101.41)	-	-
	63,422.35	-	(63,422.35)	-	-
Total Revenue	153,948.93	106,215.46	(55,101.41)	-	205,062.98
	164,735.83	114,197.55	(63,422.35)	-	215,511.03
Segment Result	5,351.44	18,184.55	-	-	23,535.99
	12,672.63	12,950.66	-	-	25,623.29

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₹ in Lakhs					
Particulars	Pig Iron	D I Pipe	Elimination	Unallocable	Total
Reconciliation to Profit Before Tax:					
Finance costs					3,314.17
					4,325.50
Profit before taxes					20,221.82
					21,297.79
Tax expenses					3,541.98
					3,017.02
Net Profit after tax from continuing operations					16,679.84
Profit/ (Loss) after tax from discontinued operations					(84.12)
					(92.10)
Profit/ (Loss) for the period from discontinued and continuing operations					16,595.72
					18,188.67
Depreciation and Amortisation	3,413.76	3,091.77			6,505.53
	2,779.95	2,984.19			5,764.14
Interest Income	30.31	63.73			94.04
	7.05	2.25			9.30
Material Non-cash (Income)/ Expenditure :					
Loss allowances/ reversal of loss allowances	-	231.52			231.52
relating to trade receivables	171.65	354.01			525.66
Liabilities no longer required written back	(1.64)	(174.27)			(175.91)
	(83.52)	(39.89)			(123.41)
Other non-cash income	-	(1,003.67)			(1,003.67)
	-	(531.33)			(531.33)
Segment Asset *	95,489.68	59,322.02	-	14,662.47	169,474.17
	77,325.56	55,590.17	-	5,333.68	138,249.41
Reconciliation to Total Assets:					
Investments in national savings certificates (Unquoted)				0.52	0.52
				1.52	1.52
Non-current tax assets (Net)				680.80	680.80
				473.64	473.64
Deferred tax assets (Net)				1,995.16	1,995.16
				1,976.60	1,976.60
Investments in Mutual Fund (Unquoted)				1,000.00	1,000.00
				-	-
Cash and Cash equivalents including Other balances with banks				10,985.99	10,985.99
				2,881.92	2,881.92
Addition to non - current assets	6,901.59	4,327.09	-	-	11,228.68
	7,317.55	3,579.42	-	-	10,896.97
Segment Liabilities *	44,475.35	11,590.27	-	21,468.58	77,534.20
	43,226.52	13,692.43	-	4,622.83	61,541.78
Reconciliation to Total Liabilities:					
Borrowings				21,138.86	21,138.86
				4,218.86	4,218.86
Current tax liabilities (net)				147.37	147.37
				243.16	243.16
Other unallocable liabilities				182.35	182.35
				160.81	160.81

* Refer note 42 for detail about restatement for change in accounting policies consequent to adoption of Ind AS 116.

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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 31.03.2020	For the year ended 31.03.2019
External Revenue by Geographical location of customers		
India	198,598.28	212,173.83
Rest of the world	6,464.70	3,337.20
	205,062.98	215,511.03
Additions to fixed assets		
India	4,541.40	10,169.85
	4,541.40	10,169.85

₹ in Lakhs		
	As at 31.03.2020	As at 31.03.2019
Carrying value of Segment Assets		
India	169,057.29	137,836.45
Rest of the world	416.88	412.96
	169,474.17	138,249.41

Larsen & Toubro Limited accounted for more than 10% of the revenues from external customer during the year ended 31st March, 2020. No Customer individually accounted for more than 10% of the revenues from external customer during the year ended 31st March, 19

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 (2018-19: ₹ Nil) availed for purchase of capital assets has been capitalised and included under the applicable property, plant and equipment classification.

₹ in Lakhs		
	For the year ended 31.03.2020	For the year ended 31.03.2019
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 2020	22.93	22.87

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	Subsidiary of Tata Sons Private Limited
Tata International Limited	
Tata Capital Limited	
Tata Capital Financial Services Limited	
Tata Communications Limited	
Tata Teleservices Limited	Joint Venture of Tata Sons Private Limited
Tata AIG General Insurance Company Limited	

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Name of the related party	Nature of Relationship
Tata Steel Limited	Parent Company
Jamshedpur Utilities & Services Company Limited	
Tata Steel Long Products Limited	
Tayo Rolls Limited	Fellow Subsidiary
Tata Steel Downstream Products 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. Sandeep Kumar	Managing Director
Mr. Sankar Bhattacharya	Company Secretary
Mr. Subhra Sengupta	Chief Financial Officer
Non- Executive Directors (NED)	
Mr. Krishnavu 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

₹ in Lakhs			
Name of the related party	Nature of transaction	For the year ended 31.03.2020	For the year ended 31.03.2019
Tata Steel Limited	Purchase of goods	37,721.23	51,461.58
	Services received	303.57	260.00
	Rent Paid	315.89	242.60
	Proceeds from issue of equity shares and warrants	-	23,562.20
	Dividend Paid	541.26	380.03
TOTAL-Parent Company		38,881.95	75,910.41
Tata Steel Downstream Products Limited	Purchase of goods	-	40.40
Jamshedpur Utilities & Services Company Limited	Sale of goods	2,452.90	1,088.56
TS Global Procurement Company Pte Limited	Purchase of goods	6,360.57	7,751.01
Tata Steel Long Products Limited	Purchase of goods	-	43.81
The Indian Steel and Wire Products Limited	Purchase of goods	5.99	14.59
	Services received	6.97	2.01
TOTAL- Fellow Subsidiary		8,826.43	8,940.38
Tata Sons Private Limited	Services received	464.98	497.15

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₹ in Lakhs			
Name of the related party	Nature of transaction	For the year ended 31.03.2020	For the year ended 31.03.2019
TOTAL- Company having significant influence in the parent company		464.98	497.15
Tata Services Limited	Services received	7.15	55.46
Tata Capital Limited	Interest paid	-	1.82
Tata Capital Financial Services Limited	Services received	34.29	10.00
Tata Communication Limited	Services received	30.28	45.67
Tata Teleservices Limited	Services received	5.05	7.58
Tata Consultancy Services Limited	Services received	33.02	-
Tata International Limited	Sale of goods	2,676.06	2,220.60
TOTAL-Subsidiary of Tata Sons Private Limited		2,785.85	2,341.13
Tata AIG General Insurance Company Limited	Services received	3.14	57.38
TOTAL-Joint Venture of Tata Sons Private Limited		3.14	57.38
TRL Krosaki Refractories Limited	Purchase of goods	-	4.67
TOTAL- Associate of Parent Company		-	4.67
Tata Bluescope Steel Private Limited	Purchase of goods	37.73	20.22
TM International Logistics Limited	Services received	1,650.04	955.20
TKM Global Logistics Limited	Services received	-	66.82
Mjunction Services Limited	Services received	123.74	183.90
International Shipping & Logistics FZE	Services received	35.42	51.02
TOTAL- Joint Venture of Parent Company		1,846.93	1,277.16
Argus Partners LLP - Solicitors & Advocates	Services received	0.52	2.54
TOTAL- Firm where Director is partner		0.52	2.54
Mr. Sandeep Kumar	Short term employee benefits	171.57	135.25
	Post employment benefits	13.51	7.76
	Other long term employment benefits	6.09	3.19
Mr. Sankar Bhattacharya	Short term employee benefits	37.12	32.52
	Post employment benefits	1.58	0.75
	Other long term employment benefits	1.75	0.90
Mr. Subhra Sengupta	Short term employee benefits	83.63	74.92
	Post employment benefits	3.44	2.15
	Other long term employment benefits	3.71	2.80
Mr. Krishnavu Dutt - Director	Sitting Fees	2.00	2.60
	Director's commission	9.57	9.38
Dr. Pingali Venugopal - Director	Sitting Fees	3.60	3.80
	Director's commission	9.57	13.02
Dr Rupali Basu - Director	Sitting Fees	2.40	2.20
	Director's commission	6.91	6.25
Mr. Amit Ghosh - Director	Sitting Fees	3.20	3.00
	Director's commission	9.57	7.81
TOTAL- Key Managerial Person		369.22	308.30
Tata Metaliks Limited Employee Provident Fund	Contribution made	315.98	280.50
Tata Metaliks Limited Employee Superannuation Fund	Contribution made	329.98	213.91
Tata Metaliks Limited Employee Gratuity Fund	Contribution made	63.07	62.99
TOTAL- Contribution to PEBP		709.03	557.40

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		₹ in Lakhs	
Name of the related party	Nature of outstanding	As at 31.03.2020	As at 31.03.2019
Tata Steel Limited	Trade payables	3,223.14	4,531.34
TOTAL-Parent Company		3,223.14	4,531.34
Tayo Rolls Limited	Trade payables	1.74	1.74
Jamshedpur Utilities & Services Company Limited	Trade Receivables	253.77	282.26
TS Global Procurement Company Pte Limited	Trade payables	3,175.91	269.40
The Indian Steel and Wire Products Limited	Trade payables	0.94	2.01
TOTAL- Fellow Subsidiary		3,432.36	555.41
TM International Logistics Limited	Trade Payables	-	29.68
	Advance Paid	167.64	-
Tata Bluescope Ltd.	Trade payables	11.65	-
TKM Global Logistics Limited	Trade payables	0.44	3.26
Mjunction Services Limited	Earnest Money Received	5.00	12.50
	Security Deposit paid	5.00	-
	Advance paid	7.91	-
	Trade Payables	1.43	1.68
TOTAL- Joint Venture of Parent Company		199.07	47.12
Tata Sons Private Limited	Trade payables	453.60	478.04
TOTAL- Company having significant influence in the parent company		453.60	478.04
Tata TeleServices Limited	Security Deposit paid	0.50	0.50
Tata Capital Financial Services Limited	Security Deposit paid	13.93	7.74
Tata Communications Limited	Trade payables	0.80	-
Tata Services Limited	Trade payables	0.62	-
Tata AIG General Insurance Company Limited	Trade payables	0.07	0.59
Tata International Limited	Trade receivables	-	79.73
TOTAL-Subsidiary of Tata Sons Private Limited		15.92	88.56

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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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 31.03.2020	For the year ended 31.03.2019
Current taxes	3,560.55	4,687.05
Deferred taxes	(18.57)	(1,670.03)
	3,541.98	3,017.02

(ii) The reconciliation of estimated income taxes to income tax expenses is as follows:

₹ in Lakhs		
	For the year ended 31.03.2020	For the year ended 31.03.2019
Pofit from continuing operations before income tax expense	20,221.82	21,297.79
Pofit/ (Loss) from discontinuing operations before income tax expense	(84.12)	(92.10)
Total profit before Income taxes	20,137.70	21,205.69
Tax at the applicable tax rate of 34.944%	7,036.92	7,410.12
Tax effect of income exempt from tax/items that are not deductible	81.95	124.43
Previously unrecognised MAT credit now recognised to reduce deferred tax expense	(1,846.34)	(4,333.72)
Tax effect of deduction under section 80IA	(1,675.62)	-
Tax effect of other adjustments	(54.93)	(183.81)
	3,541.98	3,017.02

(iii) The reconciliation of applicable tax rate & effective tax rate:

%		
	For the year ended 31.03.2020	For the year ended 31.03.2019
Applicable tax rate	34.94%	34.94%
Tax effect of income exempt from tax/items that are not deductible	0.41%	0.59%
Previously unrecognised MAT credit now recognised to reduce deferred tax expense	-9.17%	-20.44%
Tax effect of deduction under section 80	-8.32%	0.00%
Tax effect of deduction under section 80IA	-0.26%	-0.86%
Effective tax rate	17.60%	14.23%

(iv) Income tax recognised in Other Comprehensive Income

₹ in Lakhs		
	For the year ended 31.03.2020	For the year ended 31.03.2019
Current Tax		
- Remeasurement of defined benefit obligation	95.79	(1.69)

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35. Deferred Tax Balances

(a) The following is the analysis of deferred tax assets/ (liabilities) presented in the balance sheet:

	As at 31.03.2020	As at 31.03.2019
Deferred tax assets	9,997.10	9,663.48
Deferred tax liabilities	(8,001.94)	(7,686.88)
	1,995.16	1,976.60

	Opening Balance	Recognised in profit or loss	Closing Balance
Deferred tax liabilities/ (assets) in relation to:			
Property, plant & equipment	7,686.88	315.06	8,001.94
Other Items (net)	(355.75)	(163.77)	(519.52)
MAT credit entitlement (refer note below)	(9,307.73)	(169.85)	(9,477.58)
	(1,976.60)	(18.56)	(1,995.16)

	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 Items (net)	(27.49)	(328.26)	(355.75)
MAT credit entitlement	(6,795.00)	(2,512.73)	(9,307.73)
	(306.58)	(1,670.02)	(1,976.60)

The company has carrying amount of MAT credit of ₹ 9,477.58 lakhs (March '2019 ₹ 9,307.73 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 (relevant economic/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:

The amount of unrecognized minimum alternate tax credits on which no deferred tax assets has been recognized as at March 31, 2020 is Nil (March 31, 2019 : Nil)

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36. 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, 2020, were ₹ 1,187.91 lakhs (March 31, 2019 ₹ 1,187.91 lakhs), ₹ 23.98 lakhs (March 31, 2019 ₹ 15.14 lakhs) and ₹ 16.88 lakhs (March 31, 2019 ₹ 2.67 lakhs) respectively.

	Year ended 31.03.2020	Year ended 31.03.2019
Revenue from Operations	-	-
Other Income	2.07	2.06
Total income (A)	2.07	2.06
Raw materials consumed	-	-
Changes in stock of finished goods	-	-
Employee benefits expense	-	19.40
Depreciation	-	-
Other expenses	86.19	74.76
Total expenses other than finance cost (B)	86.19	94.16
Finance cost (C)	-	-
Profit/(Loss) before exceptional items and tax (A-B-C)	(84.12)	(92.10)
Exceptional items	-	-
Profit/(Loss) before tax	(84.12)	(92.10)
Tax (incl deferred tax)	-	-
Profit/(Loss) after tax	(84.12)	(92.10)
Net cash flow from/(used in) operating activities	(84.12)	(92.10)
Net cash flow from investing activities	-	-
Net cash flow from financing activities	-	-

37. 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.

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	₹ in Lakhs	
	As at 31.03.2020	As at 31.03.2019
(i) Equity Share capital	2,808.50	2,808.50
(ii) Other Equity	89,131.47	73,899.13
Total equity (a)	91,939.97	76,707.63
(i) Short-term borrowings	21,138.86	71.76
(ii) Long-term borrowings	-	3,781.10
(iii) Current Maturity of long term debt	-	366.00
(iv) Lease Liability	9,094.33	-
Total debt (b)	30,233.19	4,218.86
(i) Cash and cash equivalents and Other balances with banks	10,985.99	2,881.92
Total cash (c)	10,985.99	2,881.92
Net debt {d=(b-c)}	19,247.20	1,336.94
Total capital (equity + net debt)	111,187.17	78,044.57
Net debt to equity ratio	21%	2%

The net debt to equity ratio for the current year increased by 9% - 10% following the adoption of Ind AS 116. Both net debt and gross assets increased following the recognition of right-of-use assets and lease liabilities on April 1, 2019. See note 42 for further information

The company has no material financial covenants.

38. 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.

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, 2020 and March 31, 2019.

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, 2020 and March 31, 2019.
- The sensitivity of equity is calculated by considering the effect of any associated derivatives at March 31, 2020 and March 31, 2019 for the effects of the assumed changes of the underlying risk

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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 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 50 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.

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:

	₹ in Lakhs		
	Increase/decrease in basis points	Effect on profit before tax	Effect on post-tax equity
31-Mar-20	+50	(105.69)	(68.76)
	-50	105.69	68.76
31-Mar-19	+70	(0.50)	(0.33)
	-70	0.50	0.33

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:

	₹ in Lakhs	
	As at 31.03.2020	As at 31.03.2019
Financial Assets		
Trade Receivables	382.87	356.88
Net Exposure to Foreign Currency Risk (Assets)	382.87	356.88
Financial Liabilities		
Borrowings	7,395.49	-
Trade Payables	7,368.90	12,584.60
Other Financial liabilities	27.56	73.43
Derivative Liabilities		
Foreign Exchange Forward Contracts	(9,825.40)	(11,374.69)
Net Exposure to Foreign Currency Risk (Liabilities)	4,966.55	1,283.34
Net Exposure to Foreign Currency Risk (Assets - Liabilities)	(4,583.68)	(926.46)

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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.

₹ in Lakhs			
	Change in USD rate	Effect on profit before tax	Effect on post-tax equity
31-Mar-20	+8%	(366.69)	(238.56)
	-8%	366.69	238.56
31-Mar-19	+8%	(74.12)	(48.22)
	-8%	74.12	48.22

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, 2020 and March 31, 2019 is the carrying amounts as disclosed in Note 39

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, 2020 and March 31, 2019.

₹ in Lakhs					
As at 31-03-2020	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Borrowings from banks	13,743.37	7,395.49	-	-	21,138.86
Lease Liabilities	-	543.37	2,096.86	6,454.10	9,094.33
Trade payables	-	39,044.30	-	-	39,044.30
Derivatives - foreign currency forward contracts	-	-	-	-	-
Other financial liabilities	-	2,580.51	-	-	2,580.51
	13,743.37	49,563.67	2,096.86	6,454.10	71,858.00

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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

The Company has pledged its receivables in order to fulfil the collateral requirements for secured borrowings and secured working capital limits. At March 31, 2020 and March 31, 2019, the fair values of the receivables pledged were ₹ 28,026.59 lakhs and ₹ 27,781.29 lakhs respectively.

39. 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, 2020 is as follows:

₹ in Lakhs					
	Derivative instruments in hedging relationship	Amortised cost	Fair Value through Profit and Loss	Total carrying value	Total fair value
Assets:					
Trade receivables	-	28,026.59	-	28,026.59	28,026.59
Investments	-	0.52	1,000.00	1,000.52	1,000.52
Cash and cash equivalents	-	10,783.26	-	10,783.26	10,783.26
Other Bank Balance	-	202.73	-	202.73	202.73
Other financial assets	505.96	2,739.99	-	3,245.95	3,245.95
Total	505.96	41,753.09	1,000.00	43,259.05	43,259.05
Liabilities:					
Borrowings	-	21,138.86	-	21,138.86	21,138.86
Lease Liability	-	9,094.33	-	9,094.33	9,094.33
Trade payables	-	39,044.30	-	39,044.30	39,044.30
Other financial liabilities	-	2,580.51	-	2,580.51	2,580.51
Total	-	71,858.00	-	71,858.00	71,858.00

The carrying value of financial instruments by categories as of March 31, 2019 is as follows:

₹ in Lakhs					
	Derivative instruments 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	-	3,831.99	-	3,831.99	3,831.99
Total	-	34,496.72	-	34,496.72	34,496.72

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₹ in Lakhs					
	Derivative instruments in hedging relationship	Amortised cost	Fair Value through Profit and Loss	Total carrying value	Total fair value
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

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):

₹ in Lakhs			
As at March 31, 2020	Level 1	Level 2	Level 3
Financial Assets:			
Investments (Mutual Fund)	1,000.00	-	-
Derivative Financial Assets	-	505.96	-
Total	1,000.00	505.96	-
Financial Liabilities:			
Derivative Financial Liabilities	-	-	-
Total	-	-	-

₹ in Lakhs			
As at March 31, 2019	Level 1	Level 2	Level 3
Financial Assets:			
Investments (Mutual Fund)	-	-	-
Total	-	-	-
Financial Liabilities:			
Derivative Financial Liabilities	-	290.40	-
Total	-	290.40	-

- Notes
- i The other financial assets and liabilities are stated at amortized cost which is approximately equal to their fair value.
 - ii Derivatives are fair valued using market observable rates and published prices together with forecast cash flow information where applicable.
 - iii There have been no transfers between level 1 and level 2 for the years ended March 31, 2020 and March 31, 2019.

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40. 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 ₹ 329.98 lakhs (Previous year ₹ 213.91 lakhs).

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.

₹ in Lakhs		
Change in defined benefit obligation	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Obligation as at the beginning of the year	2,056.23	1,787.76
(b) Current service cost	193.53	179.15
(c) Interest cost	152.25	132.39
(d) Employees' Contributions	-	-
(e) Remeasurement Actuarial (gains)/losses experience	13.93	12.29
(f) Exchange rate variation	-	-
(g) Benefits paid	(52.48)	(45.17)
(h) Past Service costs-plan amendments	-	-
(i) Obligations of new companies acquired	-	-
(j) Actuarials (gain) / loss - demographic assumptions	-	-
(k) Settlements	-	-
(l) Actuarial (gain)/Losses - finance assumptions	213.34	(10.19)
Obligation as at the end of the year	2,576.80	2,056.23

₹ in Lakhs		
Change in plan assets	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Fair value of plan assets as at beginning of the year	1,685.06	1,543.09
(b) Interest income	126.78	116.40
(c) Remeasurement gains/(losses)	-	-
(d) Employers' Contributions	63.07	62.99
(e) Employees' Contributions	-	-
(f) Return on plan assets greater/(lesser) than discount rate	8.45	7.76
(g) Benefits paid	(52.48)	(45.18)
(h) Assets of new companies acquired	-	-
(i) Acquisition adjustments	-	-
(j) Settlements	-	-
Fair value of plan assets as at end of the year	1,830.88	1,685.06

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₹ in Lakhs

Amount recognised in the balance sheet consists of	As at 31.03.2020	As at 31.03.2019
(a) Fair value of plan assets as at end of the year	1,830.88	1,685.06
(b) Present value of obligation as at the end of the year	2,576.80	2,056.23
Net Asset/(liability)	(745.92)	(371.17)
Retirement benefit asset - Current	-	-
Retirement benefit asset - Non current	-	-
Retirement benefit liability - Current	(745.92)	(371.17)
Retirement benefit liability - Non current	-	-

₹ in Lakhs

Cost recognised in the statement of profit and loss	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Service cost		
Current service cost	193.53	179.15
Past Service Cost	-	-
(b) Net interest expense	25.47	15.99
	219.00	195.14

₹ in Lakhs

Cost recognised in the statement of other comprehensive income	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) The return on plan assets (excluding amounts included in net interest expense)	(8.45)	(7.76)
(b) Actuarial gains and losses arising from changes in demographic assumption	-	-
(c) Actuarial gains and losses arising from changes in financial assumption	13.93	12.29
(d) Actuarial gains and losses arising from changes in experience adjustments	213.34	(10.19)
	218.82	(5.66)
Total cost recognised in the statement of profit and loss	437.82	189.48

The assumptions used in accounting for the retiring gratuity plans are set out below:

₹ in Lakhs

	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Discount rate	6.70%	7.50%
(b) Rate of escalation in salary	7.50%	7.50%
(c) Withdrawal rates	1.00%	1.00%
(d) Mortality rate	Indian assured lives mortality (2006-08) Ult	

The weighted average duration of the defined benefit obligation as at March 31, 2020 is 10 years (March 31, 2019: 11 years)

The Company expects to contribute ₹ 745.92 lakhs to the funded retiring gratuity plans in financial year 2020 (March 31, 2019: ₹ 371.17 lakhs)

The fair value of Company's plan asset as of March 31, 2020 and March 31, 2019 by category are as follows:

Investment details (%)	As at 31.03.2020	As at 31.03.2019
(a) Funded with LIC	97%	97%
(b) Bank balances	3%	3%
	100%	100%

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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 assumption	
	31.03.2020	31.03.2019	31.03.2020	31.03.2019
Discount rate (+/- 1%)	-10%	-10%	12%	12%
Salary escalation (+/- 1%)	11%	11%	-10%	-10%

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 31.03.2020	For the year ended 31.03.2019
(a) Obligation as at the beginning of the year	225.80	230.11
(b) Current service cost	-	-
(c) Interest cost	15.92	16.38
(d) Employees' Contributions	-	-
(e) Remeasurement (gains)/losses	55.90	2.79
(f) Exchange rate variation	-	-
(g) Benefits paid	(27.08)	(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	270.54	225.80

₹ in Lakhs

Amount recognised in the balance sheet consists of	As at 31.03.2020	As at 31.03.2019
(a) Fair value of plan assets as at end of the year	-	-
(b) Present value of obligation as at the end of the year	270.54	225.80
Net Asset/(liability)	270.54	225.80
Retirement benefit asset - Current	-	-
Retirement benefit asset - Non current	-	-
Retirement benefit liability - Current	25.72	22.26
Retirement benefit liability - Non current	244.82	203.54

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₹ in Lakhs		
Cost recognised in the statement of profit and loss	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Service cost		
Current service cost	-	-
Past Service Cost	-	-
(b) Net interest expense	15.92	16.38
	15.92	16.38

₹ in Lakhs		
Cost recognised in the statement of other comprehensive income	For the year ended 31.03.2020	For the year ended 31.03.2019
(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	-	-
(d) Actuarial gains and losses arising from changes in experience adjustments	55.90	2.79
	55.90	2.79
Total cost recognised in the statement of profit and loss	71.82	19.17

The assumptions used in accounting for the pension plan of Ex- Managing Director (Mr. Harsh K Jha) is set out below:

₹ in Lakhs		
	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Discount rate	6.70%	7.50%
(b) Mortality rate	Indian assured lives mortality (2006-08) Ult	

The Company expects to contribute ₹ 270.53 lakhs to the pension plan - Ex- Managing Director (Mr. Harsh K Jha) in financial year 2020 (March 31, 2019: ₹225.79 lakhs)

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 assumption	
	31.03.2020	31.03.2019	31.03.2020	31.03.2019
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.

₹ in Lakhs		
Change in defined benefit obligation	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Obligation as at the beginning of the year	21.43	21.76
(b) Current service cost	-	-
(c) Interest cost	1.61	1.63
(d) Employees' Contributions	-	-
(e) Remeasurement (gains)/losses	(0.58)	(1.96)
(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	22.46	21.43

- 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 Note 29 issued by the Institute of Actuaries of India. Based on such valuation, an amount of ₹ 74.25 lakhs (March 31, 2019 : ₹ Nil) has been 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.

Principal Actuarial Assumptions	For the year ended 31.03.2020	For the year ended 31.03.2019
Discount Rate	6.70%	7.50%
Mortality Rate	Indian Assured Lives Mortality (2006-08) (modified)	Indian Assured Lives Mortality (2006-08) (modified)
Expected Return on Fund	8.00% in 2020-21, 8.50% thereafter	8.65% in 2019-20, 8.60% thereafter

Total amount charged to the Statement of Profit and Loss for the year ₹ 390.23 lakhs (Previous year ₹ 280.50 lakhs)

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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.

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 ₹ 189.88 lakhs (Previous year 2018-19 ₹ 155.32 lakhs)]
- ii. Employees State Insurance [Total amount charged to the Statement of Profit and Loss for the year ₹ 4.38 lakhs (Previous year 2018-19 ₹ 10.85 lakhs)]

Contribution to these schemes are made by the company as required as per the statute.

41 The Company has done the impact assessment 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-I/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 (including considering a view from legal expert, recent inspections by PF authorities), the aforesaid matter is not likely to have a significant impact and accordingly, no provision has been made in these Financial Statements.

42. Changes in accounting policies

This note explains the impact of the adoption of Ind As 116, Leases on the financial statements.

The company has adopted Ind AS 116 retrospectively from 1 April, 2019, but has not restated comparatives for year ended March 31, 2019, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 April 2019. The new accounting policies are disclosed in note 2.17.

On adoption of Ind AS 116, the company recognised lease liabilities in relation to leases which had previously been classified as ‘operating leases’ under the principles of Ind AS 17, Leases. These liabilities were measured at the present value of the remaining lease payments, discontinues using the lessee’s incremental borrowing rate as of 1 April 2019. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 9%-13%

(i) Practical expedient applied

- In applying Ind AS 116 for the first time, the company has used the following practical expedients permitted by the standard:
- a. applying a single discount rate to a portfolio of leases with reasonably similar characteristics
 - b. relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review- there were no onerous contracts as at 1 April 2019.
 - c. accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short term leases
 - d. excluding initial direct costs for the measurement of right-of-use asset at the date of initial application, and
 - e. using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

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(ii) Measurement of lease liabilities

As a result of Adoption of Ind As-116 the company had to restate its lease obligations. Subsequently the company recognised a lease liability amounting to ₹ 4,266.23 Lakhs as on 1st April, 2019. The operating lease commitment expense and the finance lease liability as disclosed on 31st March, 2019 was ₹ 213.26 Lakhs and ₹ 4,147.10 Lakhs. As a result of re-statement of these lease obligations the company had to recognise a lease liability amounting to ₹ 4,266.23 bifurcated as ₹ 3,879.06 current and ₹ 387.16 Non-Current.

(iii) Measurement of right-of-use assets

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied.

(iv) Adjustments recognised in the balance sheet on 1 April 2019

The change in accounting policy affected the following items in the balance sheet on 1 April 2019:

- a. property, plant and equipment - decrease by ₹ 4,302.32 Lakhs
- b. right-of-use assets — increase by ₹ 4,346.78
- c. prepayments— decrease by ₹ 75.12
- d. borrowings and other financial liabilities — decrease by ₹ 3,781.1 Lakhs and ₹ 366 Lakhs respectively
- e. lease liabilities — increase by ₹ 4,266.23

(v) Lessor accounting

The company did not need to make any adjustments to the accounting for assets held as lessor under operating leases (see note 4c) as a result of the adoption of Ind AS 116.

43. Corporate social responsibility expense

Gross amount required to be spent by the company during the year 2019-20 was ₹ 388.00 lakhs (2018-19 : ₹ 346 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:

The Company has contributed 431.32 lakh as against the CSR obligation of 388 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.

Particulars	₹ in Lakhs					
	In cash		Yet to be paid in cash		Total	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Contribution to Sadbhavna Trust	431.32	348.00	-	-	431.32	348.00
Total	431.32	348.00	-	-	431.32	348.00
(i) Construction /Acquisition of any asset	-	-	-	-	-	-
(ii) On purposes other than (i) above	431.32	348.00	-	-	431.32	348.00

Notes

to the Financial Statements

44. Assets Pledged as Security

The carrying amounts of assets pledge as security/collateral for current borrowings as follows:

₹ in Lakhs		
Current	As at 31.03.2020	As at 31.03.2019
First Charge		
Inventories	38,548.15	31,503.50
Trade receivables	28,026.59	27,781.29
Cash and Cash equivalents	10,783.26	2,770.68
Other balances with banks	202.73	111.24
Other Financial Assets	3,194.03	3,711.65
Other Current Assets	3,188.92	2,267.01
Investments	1,000.00	-
	84,943.68	68,145.37

45. The impact of the government imposed nation-wide lock down due to the Covid-19 pandemic was partial and temporary as requisite permissions have been obtained by the Company in May 2020 to resume its manufacturing operations. As a result of this lock down, production in the Company's plant also could not be carried out from March 28, 2020 to May 12, 2020. The current economic environment could temporarily result in lower demand vis-a-vis FY 20. In view of the management, the Company is expected to gradually ramp up its production from May 2020 with a steady increase in operational levels. In light of the above, inter alia considering the internal and external factors, the Company has assessed the carrying amount of property, plant and equipment, receivables, inventories, investments and other assets as at the balance sheet date, the current liquidity position including its cash flows, the business outlook and has concluded that no material adjustments are required in these financial statement.

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, June 10, 2020

For and on behalf of the Board of Directors

Koushik Chatterjee Chairman	Sandeep Kumar Managing Director	Amit Ghosh Independent Director
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Subhra Sengupta Chief Financial Officer	Sankar Bhattacharya Company Secretary
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Kolkata, June 10, 2020

Notice

Notice is hereby given that the 30th Annual General Meeting of the Members of Tata Metaliks Limited (CIN: L27310WB1990PLC050000), will be held on Monday, September 07, 2020 at 3:00p.m., through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

Ordinary Business:

- Adoption of Accounts**
To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2019-20 together with the Reports of the Board of Directors and the Auditors thereon.
- Declaration of Dividend**
To declare a dividend of ₹2.50/- per Equity Share of ₹10/- each for the Financial Year 2019-20.
- Re-appointment of a Director retiring by rotation**
To appoint a Director in place of Mr. Koushik Chatterjee [DIN: 00004989], who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, is eligible for re-appointment.

Special Business

- Re-appointment of Mr. Sandeep Kumar as Managing Director**
To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, *if any*, read with Schedule V to the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, each as amended from time to time, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration payable to Mr. Sandeep Kumar (DIN: 02139274) as the Managing Director of the Company for a period of three years effective July 01, 2020 till June 30, 2023, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within overall limits of Section 197 of the Act, with liberty to the Board of Directors as recommended and approved by the Nomination and Remuneration Committee, to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner, as may be agreed to by and between the Board of Directors and the Managing Director.

RESOLVED further that the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board) be and is hereby authorised to take all such steps as

may be necessary, proper and expedient to give effect to this Resolution."

- Approval for 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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Company's policy on Related Party Transactions, approval of the Members be and is hereby accorded to the Board of Directors of the Company ('Board') to enter into contract(s)/ arrangement(s)/ transaction(s) with T S Global Procurement Company Pte. Ltd., Singapore, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase of coal/ coke on such terms and conditions (as detailed in the Statement annexed to the Notice), as the Board may deem fit, up to a maximum aggregate value of ₹350 crore at arm's length basis and in the ordinary course of business, for the Financial Year 2020-21.

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 or Company Secretary or to 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).

RESOLVED further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects."

6. Approval for 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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI 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 (‘Board’) 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 Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase of iron ore lump and fines (as detailed in the Statement annexed to the Notice) as the Board may deem fit, up to a maximum aggregate value of ₹300 crore at arm’s length basis and in the ordinary course of business, for the Financial Year 2020-21.

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 or Company Secretary or to 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).

RESOLVED further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

7. Approval for Related Party Transaction(s) 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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI 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 (‘Board’) 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 Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase of coke (as detailed in the Statement annexed to the Notice) as the Board may deem fit, upto a maximum aggregate value of ₹450 crore at arm’s length basis and in the ordinary course of business, for the Financial Year 2020-21.

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 or Company Secretary or to 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).

RESOLVED further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

8. Ratification of Remuneration of 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(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of ₹3 lakh plus applicable taxes, travel and reimbursement of out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of cost records maintained by the Company for the Financial Year ending March 31, 2021.

9. Commission to Non-Executive Directors of the Company

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

“RESOLVED that pursuant to the provisions of the Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, consent of the Members be and is hereby accorded for payment of sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, as commission and the same be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director) in such amounts or proportions and in such manner and in all respects, as may be directed by the Board of Directors of the Company, and such payments shall be made with respect of the profits of the Company for each year commencing April 01, 2021.

NOTES

- The Statement pursuant to Section 102 of the Companies Act, 2013, as amended (‘**Act**’) with respect to Item Nos. 4 to 9 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (‘**SEBI Listing Regulations**’), and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors retiring by rotation seeking re-appointment at this Annual General Meeting (‘**Meeting**’ or ‘**AGM**’) is furnished as annexure to the Notice.
- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, (collectively referred to as ‘**MCA Circulars**’) and SEBI vide its circular dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI Listing Regulations – Covid-19 pandemic” (‘**SEBI Circular**’), permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Monday, September 07, 2020 at 3:00 p.m. The deemed venue for the AGM will be the Registered Office of the Company.
- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY**

FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.

- Institutional / Corporate Shareholders are encouraged to attend and vote at the AGM through VC / OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/ JPG format) of its Board or governing body Resolution/ Authorization etc., to the Scrutinizer by email through its registered email address to pvsdm17@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The Company has fixed Friday, August 21, 2020 as the ‘Record Date’ for the purpose of AGM and payment of dividend to the Members for the financial year ended March 31, 2020, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, August 22, 2020 to Monday, September 07, 2020 (both days inclusive).
- If the dividend of ₹2.50 per equity share, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source (“TDS”) will be made on and from September 11 as under:
 - To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Friday, August 21, 2020.
 - To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, August 21, 2020.
- Members are requested to provide Bank details to facilitate payment of dividend etc., either in electronic mode or for printing on the payment instruments. Please note that, considering the present situation due to COVID-19, payment of dividend by physical mode (including payable at par warrants and cheque) will be dispatched immediately upon normalization of postal / courier services.
- Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 (‘the IT Act’). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, the Members are requested to complete / update their Residential Status, PAN, category as per the IT Act with their Depository Participants (‘DPs’) (in case of shares held in demat mode) or with the Company / Registrar and Share

- Transfer Agent ('RTA') (in case of shares held in physical mode), by sending documents through email by Friday, August 21, 2020. For the detailed process, please click here: <https://www.tatametaliks.com/static-files/pdf/stock-exchange-releases/tml-05aug20a.pdf>
10. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by sending an email to tml@rdinfotech.net on or before 11:59 p.m. (IST) on Friday, August 21, 2020. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to tml.dividend2020@tatametaliks.co.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. (IST) on Friday, August 21, 2020.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 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 Registrars and Transfer Agents (RTA) R & D Infotech Pvt. Ltd. for assistance in this regard. Members may also refer to Frequently Asked Questions ('FAQs') on Company's website <https://www.tatametaliks.com/investors/details-on-loss-of-share-certificate.aspx>
12. 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. The 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. For details, please refer to corporate governance report which is a part of this Integrated Report and FAQ of investor page on Company's website: <https://www.tatametaliks.com/investors/list-of-unpaid-unclaimed-dividend.aspx>
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet

registered their nomination are requested to register the same by submitting Form No. SH-13/14 as the case may be. The said form can be downloaded from the Company's website <https://www.tatametaliks.com/static-files/pdf/nomination-form.pdf>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.

14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
15. 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 respective DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.

Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or 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.
17. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
19. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 01, 2020 through email on investors@tatametaliks.co.in. The same will be replied by the Company suitably.
20. During the AGM, Members may access electronic copy of the Notice along with Statutory Registers (specifically, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act), Integrated Report and other related documents on the Company's website at www.tatametaliks.com.

21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Integrated Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Integrated Report 2019-20 will also be available on the Company's website www.tatametaliks.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>

22. Details on voting through electronic means are as under:

A: VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Thursday, September 03, 2020 (9:00 a.m. IST) and ends on Sunday, September 06, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, August 31, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. TSL added this line - The remote e-voting module on the day of AGM shall be disabled by NSDL for voting 15 min after the conclusion of the meeting.
- iii. 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 voting at the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The details of the process and manner for remote e-voting are explained herein 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 is mentioned below:
How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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 eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is 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” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company (EVEN No. 113311) for which you wish 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.

Instructions for e-Voting during the AGM are as under:

- i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. Only those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pvsml17@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 the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

In case of any grievances connected with facility for e-voting, please contact Mr. Amit Vishal, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/amitv@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990

Process for registration of email id for obtaining Integrated Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical holding	Send a request to the Registrar and Transfer Agents of the Company, at tml@rdinfotech.net providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address. Following additional details need to be provided in case of updating Bank Account Details: <ul style="list-style-type: none">a) Name and Branch of the Bank in which you wish to receive the dividend,b) the Bank Account type,c) Bank Account Number allotted by their banks after implementation of Core Banking Solutionsd) 9 digit MICR Code Number, ande) 11 digit IFSC Codef) a scanned copy of the cancelled cheque bearing the name of the first shareholder
Demat holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
3. Facility of joining the AGM through VC / OAVM shall open 30 minutes before and close 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. Members may view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/ 022-24994553/ +91 9326781467.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile

number at speakers.agm2020@tatametaliks.co.in from Tuesday, September 1, 2020 to Thursday, September 3, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

- i. 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 voting at the AGM and remote e-voting process in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or the Company Secretary, who shall counter sign the same.
- iii. The Chairman or the Company Secretary shall declare the result of voting forthwith.
- iv. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatametaliks.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Sd/-

Sankar Bhattacharya

Chief – Corporate Governance
& Company Secretary
(Membership No. ACS 11438)

Place : Kolkata
Date : June 10, 2020

Registered Office:

Tata Centre, 10th Floor, 43, J. L. Nehru Road,
Kolkata – 700071.
CIN: L27310WB1990PLC050000
Tel No: 91 33 6613 4200 | Fax: 91 33 2288 4372
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. 4 to 9 mentioned in the accompanying Notice.

Item No. 4

Mr. Sandeep Kumar was appointed as the Managing Director (‘MD’) of the Company, not liable to retire by rotation, for a period of three years effective July 01, 2017 and the said appointment was approved by the Shareholders at the Annual General Meeting of the Company held on July 26, 2017. Based on the recommendation of the Nomination and Remuneration Committee (‘NRC’), the Board of Directors (‘Board’), on June 10, 2020, re-appointed Mr. Kumar as MD, not liable to retire by rotation, for a further period of 3 (three) years effective July 01, 2020 through June 30, 2023, subject to approval of the Shareholders.

The Board, while re-appointing Mr. Kumar as MD of the Company, considered his background, experience and contributions to the Company.

Mr. Kumar is a Mining Engineer from ISM, Dhanbad and is a Post Graduate in International Trade from IIFT, New Delhi. He joined Tata Steel in 1991 as a Graduate Trainee. He has handled various assignments relating to exports and trading of minerals, ferro-alloys, non-ferrous metals and steel products at various locations in India and abroad. He was the Managing Director of S & T Mining Pvt. Ltd. from 2008 till 2012. Mr. Kumar was formerly the Executive-in-Charge (EIC) of Industrial By-Products Management Division (IBMD), Profit Centre of Tata Steel Limited. Additional information on Mr. Kumar, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) forms part of the Board’s Report.

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Act, read with applicable Rules framed thereunder and the Articles of Association of the Company, the Board has, on the recommendation of the NRC, re-appointed Mr. Kumar as Managing Director of the Company effective July 01, 2020, upon the terms and conditions hereinafter indicated, subject to the approval of the Shareholders.

The main terms and conditions relating to the re-appointment and terms of remuneration Mr. Kumar are as follows:

1. **Period:** 3 years. From July 01, 2020 to June 30, 2023
2. **Duties and Powers :** Mr. Kumar shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/ or subsidiaries, including performing duties

as assigned to the Managing Director from time to time by serving on the boards of such associated companies and/ or subsidiaries or any other executive body or any committee of such a company.

3. Remuneration :

- a. Salary: Basic salary ₹313,236/- per month in the salary scale of ₹50,000/- to ₹5,00,000/- per month, with annual increments effective 1st April, each year, as may be decided by the Board on the recommendation of NRC, based on merit and taking into account the Company’s performance for the year.
- b. Performance Bonus: Mr. Kumar shall be entitled to annual performance linked bonus, not exceeding twice the annual salary, based on certain performance criteria and such other parameters laid down by the Board/ Committees thereof. These amounts (if any) will be paid after the Annual Accounts have been approved by the Board and adopted by the Shareholders.
- c. Housing: Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation. However, where Company owned accommodation is provided, Mr. Kumar shall pay a ‘Standard Rent’ for such accommodation as applicable to the employees of the Company and towards the cost of water, furnishing on the same lines as applicable to other employees of the Company.

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary (in case residential accommodation is not provided by the Company).

- d. Hospitalisation, Transport, Telecommunication and other facilities:

(i) Hospitalisation and major medical expenses for self, spouse and dependent (minor) children and dependent parents;

(ii) Car, with driver provided, maintained by the Company for official and personal use.

(iii) Telecommunication facilities including broadband, internet and fax.

(iv) Housing Loan as per the Rules of the Company.
- e. Other perquisites and allowances given below subject to a maximum of 55% of the annual salary. The categories

of perquisites / allowances to be included within the 55% limit shall be –

(i)	Allowances for Helper/ Education of Children/ Other Allowances	33.34%
(ii)	Leave Travel Concession/Allowance	8.33%
(iii)	Medical allowance	8.33%
		50.00%
(iv)	Personal Accident Insurance @actuals subject	5.00%
(v)	Club Membership fees to a cap of	
		55.00%

- f. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- g. Mr. Kumar shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by Mr. Kumar is encashable in accordance with the Rules of the Company.
4. **Minimum Remuneration:**
In the event of absence or inadequacy of profits of the Company in any financial year during the period of Mr. Kumar’s appointment, the Company shall pay him remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus, as approved by the Board, subject to provisions of the Act and Schedule V to the Act.
5. The entire remuneration package of the Managing Director shall, however be subject to the overall ceiling laid down under Section 196 and 197 of the Act and conditions of Schedule V to the Act.
6. Managing Director may be entitled to Long Term Incentive Plan (LTIP) as per the Tata Steel Group Company’s norms, subject to the approval and discretion of the Board of Directors/ NRC thereof of the Company. This would be applicable in lieu of the Special Retirement Benefits for MD/ED as per the Tata Group norms, and subject to overall ceilings stipulated in Section 197 of the Act.
7. **Variation:**
The terms and conditions of the appointment of the Managing Director and / or Agreement, if any, may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
8. **Selling Agency:**
Mr. Kumar, so long as he functions as Managing Director, undertakes not to become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.

9. **Tata Code of Conduct:**
The provisions of the Tata Code of Conduct shall be deemed to have been incorporated into the Agreement by reference. Mr. Kumar shall during his term, abide by the provisions of the Tata Code of Conduct in spirit and in letter and commit to assure its implementation.
10. **Summary termination of employment:**
The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:

a. if Mr. Kumar is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or

b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement; or

c. in the event the Board expresses its loss of confidence in the Managing Director.
11. **Resignation from directorships:**
Upon the termination by whatever means of his employment under the Agreement:

a. the Managing Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167 (1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.

b. the Managing Director shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies.
12. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Kumar will cease to be the Managing Director and also cease to be a Director of the Company. If at any time, the Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate. If at any time, Mr. Kumar ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.

The contract between Mr. Kumar and the Company may be terminated earlier, without any cause, by either Party by giving to the other Party six months’ notice of such termination or the Company paying six months’ remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board), in lieu of such notice.

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

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act (as amended), and based on the recommendation of the Board and the NRC, the approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Kumar as Managing Director as set out above.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kumar, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval of the Members.

Item No. 5
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 shareholders at the 29th AGM held on August 27, 2019 for financial year 2019-20. The said approval has expired on March 31, 2020.

To ensure uninterrupted operation, approval of the shareholders is being sought, to enter into related party transaction(s) with TSGP to procure Coal/ Coke for an amount of ₹350 crore during Financial Year 2020-21.

Background and Details of the Transaction:

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 not only help the Company to manage manufacturing operations smoothly but also ensure consistent flow of desired quality and quantity of Coal/ Coke available for uninterrupted operations and increased productivity.

Rationale/ benefits of procuring coal/ coke from TSGP

The strategic advantages for the Company in procuring from TSGP are:

- 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 2020-21

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI 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 SEBI Listing Regulations states 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 SEBI Listing Regulations. The estimated value of transaction with TSGP for Financial Year 2020-21 will be ₹350 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹205 crore as per last audited financial statements of FY 2019-20.

Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders’ approval for the related party contracts/ arrangements to be entered into with TSGP during Financial Year 2020-21, as mentioned in item no. 5 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 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 of TSGP is also a Non-Executive Director of the Company. Ms. Samita Shah, Director of TSGP is also a Non-Executive Director of the Company.
3	Nature of Relationship	TSGP is a subsidiary of Tata Steel Limited, which is the holding company of Tata Metaliks Limited
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 2020-21.
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.

Detail(s) about Arm’s Length Pricing/ Ordinary Course of Business

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 said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in anyway, except as mentioned above, is concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice. Mr. Koushik Chatterjee who is the Non-Executive Director of the Company, is also the Chairman and Non-Executive Director of TSGP and his/his relatives interest or concern, if any, is limited to the extent of him holding directorship position in both, Tata Metaliks Limited and TSGP. Ms. Samita Shah who is the Non-Executive Director of the Company, is also the Non-Executive Director of TSGP and her/ her relatives interest or concern, if any, is limited to the extent of her holding directorship position in both, Tata Metaliks Limited and TSGP.

The Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval of the Members.

Item No. 6
Context

A resolution for related party transaction for the value of ₹300 crore for procurement of iron ore lumps and fines from Tata Steel Limited (“TSL”) was approved at the 29th AGM held on August 27, 2019 for financial year 2019-20. The said approval has expired on March 31, 2020.

To ensure uninterrupted operation, approval of the shareholders is being sought, to enter into related party transaction(s) with TSL for an amount of ₹300 crore to procure iron ore lumps and fines during Financial Year 2020-21.

Background and Details of the Transaction:

Cost effective and assured supply of Iron Ore Lump & 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 not only help the Company to manage manufacturing operations smoothly but also ensure consistent flow of desired quality and quantity of iron ore lumps and fines available for uninterrupted operations and increased productivity

Benefits of procuring from TSL

The strategic advantages for the Company in procuring from TSL are:

- 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 2020-21

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(‘SEBI 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 SEBI 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 SEBI Listing Regulations. The estimated value of transaction with TSL for Financial Year 2020-21 will be ₹300 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹205 crore as per last audited financial statements of FY 2019-20.

Hence, it is proposed to secure shareholders’ approval for the related party contracts/ arrangements to be entered into with TSL during Financial Year 2020-21, as mentioned in item no. 6 of the Notice.

Particulars of the transactions 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, Chairman of TML is Executive Director and Chief Financial Officer of TSL
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 lumps and fines. Monetary value of proposed aggregate transaction(s) during financial year 2020-21 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.

Detail(s) about Arm’s Length Pricing/ Ordinary Course of Business

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 said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and/or their respective relatives are in anyway, except as mentioned above, is concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 6 of the Notice. Mr. Koushik Chatterjee who is the Non-Executive Director of the Company is also the Executive Director and Chief Financial Officer of Tata Steel Limited and his / his relatives interest or concern, if any, is limited to the extent of him holding directorship position in both, Tata Metaliks Limited and Tata Steel Limited.

The Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for approval of the Members.

Item No. 7
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 at the 29th AGM held on August 27, 2019 for financial year 2019-20. The said approval has expired on March 31, 2020.

To ensure uninterrupted operation, approval of the shareholders is being sought, to enter into related party transaction(s) with TSL for an amount of ₹450 crore to procure Coke from HMC during Financial Year 2020-21.

Background and Details of the Transaction:

Cost effective and assured supply of Coke, of desired quality, is a key requirement for the Company. The Company intends to procure bulk Coke from HMC to have consistent control over quality of the supplies. This transaction will not only help the Company to manage manufacturing operations smoothly but also ensure consistent flow of desired quality and quantity of Coke available for uninterrupted operations and increased productivity.

Benefits of procuring from TSL

The strategic advantages for the Company in procuring from TSL are:

- 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 2020-21

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI 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 SEBI 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 SEBI Listing Regulations. The estimated value of transaction with TSL for Financial Year 2020-21 will be ₹450 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. ₹205 crore as per last audited financial statements of FY 2019-20.

Hence, it is proposed to secure shareholders’ approval for the related party contracts/ arrangements to be entered into with TSL during Financial Year 2020-21, as mentioned in item no. 7 of the Notice.

Particulars of the transactions 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, Chairman of TML is also Executive Director and Chief Financial Officer of TSL
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 HMC Coke shall be on a continuous basis. Monetary value of proposed aggregate transaction(s) during financial year 2020-21 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.

Detail(s) about Arm’s Length Pricing/ Ordinary Course of Business

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 said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are in anyway, except as mentioned above, is concerned or interested either directly or indirectly, in Item No. 7 of Notice. Mr. Koushik Chatterjee who is the Non-Executive Director of the Company is also the Executive Director and Chief Financial Officer of Tata Steel Limited and his/ his relatives interest or concern, if any, is limited to the extent of him holding directorship position in both, Tata Metaliks Limited and Tata Steel Limited.

The Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval of the Members.

Item No. 8

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.

Based on the documents made available and the discussions held at the meeting of the Audit Committee, it considered and recommended the appointment and remuneration of the Cost Auditor to the Board of Directors (the ‘Board’).

The Board has, on recommendation of the Audit Committee, appointed Messrs. Shome & Banerjee, Cost Accountants (Firm Registration Number 000001) as the Cost Auditors of the Company for the Financial Year ending March 31, 2021. Messrs. Shome & Banerjee is a reputed Cost Accountant firm having nationwide presence.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) 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. The Board of Directors has fixed the remuneration to cost auditors for Financial Year 2020-21 at ₹3 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses, for both the Pig Iron and DI Pipe divisions of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2021.

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 at Item No. 8 of the Notice for approval of the Members.

Item No. 9

The Members of the Company at the 26th Annual General Meeting (‘AGM’) of the Company held on June 29, 2016 approved the payment of remuneration by way of commission to Non-Executive Directors (‘NEDs’) of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, for a period of five years commencing from April 1, 2015 till March 31, 2020. This commission will be distributed amongst all or some of the Non-Executive Directors, taking into consideration parameters such as overall performance of the Company, attendance at Board and Committee meetings, contribution at or other than at meetings etc. in accordance with the directions given by the Board as prescribed under the Remuneration Policy of Directors, KMPs and employees of the Company.

Further, Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation (excluding sitting

fees), if any, to NEDs, including Independent Directors and the same would require approval of the Members in general meeting.

Considering the rich experience and expertise brought to the Board by the NEDs, it is proposed that remuneration by way of commission, not exceeding 1% of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed among the NEDs of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for each year commencing April 1, 2020.

The above commission will be in addition to the sitting fees paid to the Director(s) for attending meetings of the Board / Committees or for any other purpose whatsoever as may be decided by the Board.

Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2019-20 is provided in the Annexures to the Board’s Report (Annexures C and H) and the Corporate Governance Report (Annexure E).

Since the validity of the earlier resolution passed by the shareholders expires in the ensuing financial year i.e., 2020-21, approval is sought from the Members for paying commission to NEDs as mentioned above.

None of the Directors, Key Managerial Personnel or their respective relatives, except the NEDs of the Company to the extent of remuneration that may be received by such Directors is concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

The Board recommends the Resolution set forth at Item No. 9 of the Notice for approval of the Members.

By Order of the Board of Directors

Sd/-

Sankar Bhattacharya

Chief – Corporate Governance
& Company Secretary
(Membership No. ACS 11438)

Place : Kolkata
Date : June 10, 2020

Registered Office:

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Annexure to Notice

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-II) on General Meetings by ICSI]

Name of the Director	Mr. Koushik Chatterjee	Mr. Sandeep Kumar
DIN	00004989	02139274
Nationality	Indian	Indian
Date of Birth	03.09.1968	02.12.1968
Date of Appointment	24.07.2009	01.07.2017
Qualification	<ul style="list-style-type: none">Honours Graduate in Commerce from Calcutta UniversityFellow Member of the Institute of Chartered Accountants of India	<ul style="list-style-type: none">Mining Engineer from ISM, Dhanbad;Post-graduate in International Trade from IIFT, New Delhi.
Particulars of experience, attributes or skills that qualify the candidate for Board membership, including expertise in specific functional areas	<p>Mr. Koushik Chatterjee has valuable experience in managing the issues faced by large and complex corporations owing to his rich business experience, most currently as Executive Director and Chief Financial Officer of Tata Steel, where he has served on the Board since 2012.</p> <p>Mr. Chatterjee brings to the Board extensive experience in the areas of strategy, business transformation (Including re-structuring and turnaround of large organisations), business development (mergers, acquisitions and divestments), design and execution of large and complex financing transactions, controllership, financial stewardship, , stakeholder communication, risk management, crisis leadership, public affairs, compliance and governance.</p> <p>Mr. Chatterjee's experience demonstrates his leadership capability, general business acumen and knowledge of complex financial and operational issues that large corporations face.</p> <p>By virtue of his background and experience Mr. Chatterjee has an extraordinarily broad and deep knowledge of the steel and mining industry. His experience will enable him to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to the Company.</p> <p>His re-appointment will strengthen the Board's knowledge, capability, and ability to execute the Company's strategy.</p>	<p>Mr. Kumar has over 27 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.</p> <p>Mr. Kumar brings to the Board rich experience in areas of business leadership, marketing and Change management.</p> <p>His experiences will enable him to provide the Board with necessary insights on a broad range of business, social and governance issues that are relevant to the Company.</p> <p>His re-appointment will strengthen the Board's knowledge, capability, experience and execution of the Company's strategy.</p>

Name of the Director	Mr. Koushik Chatterjee	Mr. Sandeep Kumar
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none">Tata Steel BSL Limited (Formerly Bhushan Steel Limited)Tata Steel Long Products Limited (Formerly Tata Sponge Iron Limited)The Tinplate Company of India LimitedTRF LimitedTata Steel Limited	Nil
Memberships/ Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	<p>Tata Steel BSL Limited</p> <ul style="list-style-type: none">Audit Committee (Member)Stakeholders' Relationship Committee (Chairman) <p>Tata Steel Long Products Limited</p> <ul style="list-style-type: none">Audit Committee (Member) <p>TRF Limited</p> <ul style="list-style-type: none">Audit Committee (Member) <p>Tata Steel Limited</p> <ul style="list-style-type: none">Stakeholders' Relationship Committee (Member)	Nil
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	Nil	Nil
Shareholding in the Company	Nil	Nil
Attendance at Board meetings in FY 2019-20	Mr. Chatterjee attended all Board Meetings in FY 2019-20.	Mr. Kumar attended all Board Meetings in FY 2019-20.
Remuneration	Mr. Chatterjee, being the Executive of TSL, was not paid any sitting fees and/ or Commission for FY 2019-20.	Details regarding remuneration, is provided in the Board's Report and Corporate Governance Report, forming part of the Board's Report.

Notes

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