PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING OF TATA METALIKS LIMITED HELD ON FRIDAY, 24TH SEPTEMBER 2010 AT 2.00 P.M. AT WILLIAMSON MAGOR HALL, BCCI, 6, N S ROAD, KOLKATA – 700 001

Present:	Mr. Koushik Chatterjee	- Chairman
	Mr. A.C.Wadhawan	- Independent Director and Chairman of Audit & Remuneration Committee
	Mr. Manish Gupta	- Independent Director
	Mr. Dipak Banerjee	- Independent Director
	Mr. Ashok K. Basu	- Independent Director
	Mr. Ashok Kumar	- Non-Executive Director
	Mr. V S N Murty	- Non-Executive Director
	Mr. Harsh K. Jha	- Managing Director
In attendance: (On the dais)	Mr. V G Malagi	- Chief (Corp. Gov.) & Comp. Secy.
	Mr. A.S. Verma	Partner, Deloitte, Haskins & Sells Statutory Auditors
Management team: (On the dais)	Mr. Subhasis Dey	- VP (Corporate Services)
	Mr. Sudhin Mitter	- VP (Marketing)
	Mr. Kalyan Chatterjee	- VP (BI-Project & IT)
	Mr. V B Singh	- VP (Operations)
	Mr. Subhra Sengupta	- Chief Financial Officer
Invitees: (Off the dais)	Ms. Saswati Gupta	- Representative, Deloitte, Haskins & Sells, Statutory Auditors
	Mr. Rajesh Mishra	- Managing Director – TMKPL
	Mr. Masaharu Tabata	- Executive Director (Mfg) – TMKPL
	Mr. A. K. Shrivastava	- Practicing Company Secretary

Quorum

Company Secretary informed Chairman that there were **445 members** present in person including representatives of Corporate members under section 187C of the Companies Act, 1956 and **5 members were represented by proxy**. The quorum being present, Chairman declared the proceedings of the meeting open at 2.00 p.m. and welcomed the members & proxy holders to the meeting.

Introductions

Chairman introduced to the members (a) Directors of the Company present on the dais and mentioned the Chairmanship of the Audit Committee, Shareholders' Grievance Committee and the Remuneration Committee (b) Management team present on the dais (c) President and Secretary of the Workers' Unions at Kharagpur (d) , present at the meeting.

Documents & Registers open for inspection

Chairman then announced that the following are open and accessible for inspection during the continuance of the meeting:

a. Various Registers required to be kept open under the Companies Act, 1956 during the continuance of the Annual General Meeting;

b. Details of proxies at the meeting;

c. Original copy of the signed Annual Accounts of the Company for the year ended on 31st March, 2010 together with the Reports of the Auditors' and Directors' thereon.

Notice & Auditors' Report

The Notice of the meeting was taken as read with the approval of the members.

Chairman's Speech

The Chairman thereafter made his opening speech. The excerpts from Chairman's speech are produced below:-

a) **Performance of the Indian Economy**
Chairman mentioned that following two years of the worst global economic downturn in most peoples' living memory, the world seems to be regaining economic stability but with some dramatic shifts in concentration of economic strength. He mentioned that the growth rates in the economies of the developed world are still extremely moderate, while countries in the developing world have registered high levels of economic growth and some have become new centres of global capacity, demand and control over natural resources.

b) **Company Performance**
Chairman stated that it was a matter of contentment for him to report that TML has returned to profits during the year with a Profit Before Tax of ₹50cr.Well aware of the challenges that lay ahead, TML placed itself firmly on the path of recovery with the macro mission of 'Recouping the Lost Ground' to conserve & reduce cash requirements and prevent revenue leakages. At the same time, the Company has embarked on certain cherished long term projects- viz, prospecting activity for iron-ore at the Dongerpal mines near Redi. Chairman further stated that, TML's subsidiary TMKPL started trial production of DI pipes and exporting to quality conscious international customers. Chairman expressed that going forward this venture would prove a great enabler for TML.

Chairman informed that Gross Turnover for the year increased marginally to ₹1121cr. Earnings per share for the year stood at ₹18.01 and net cash generated from the Operating activities was ₹226cr during the year. Hot metal production was recorded at 0.50 million tones which is not only the second highest production in the history of TML but also an industry record for the year 2009-10.

Members were also informed that, in view of the investments in long term projects and strengthening the financial position of the company, the Board of Directors has not recommended any dividend for the year 2009-10 and expressed that the Board is conscious of its responsibilities to the shareholders and is working its way towards paying dividend in the near future.

c) **Current Situation**
Chairman was pleased to acknowledge that company continued its endeavor and ended the first quarter of the financial year 2010-11 with a Pre Tax Profit of ₹12.87cr. He categorically mentioned that by the end of the second quarter, prices of pig iron are expected to rise on expected higher demand from steel industry. Steel prices appears to have bottomed out and steel makers may be in a position to increase prices of finished products in coming days and once it is possible, there will be higher demand for pig iron which in turn would lead to firmness in prices.

d) **Acknowledgement**
Chairman on behalf of the Board and the senior management team, expressed that it has been a rare privilege to be part of a mission that forges unity amidst diversity - between the unique competitive agendas of businesses and the larger corporate purpose and identity; between the imperatives of the present and that of the future; between the needs of the shareholder and that of society. Chairman stated that in the ultimate analysis, the capacity of TML's human resource makes the decisive difference in creating sustainable growth.

Chairman, expressed his heartfelt thanks to every stakeholder for standing by TML in tough times, assuming responsibilities of true partnership and reassured that the management is working towards a complete turnaround of the Company.

Having concluded his opening speech, Chairman took up the various items of the Notice convening the meeting.

The Directors' Report having been circulated along with the Accounts for the year ended 31st March, 2010 was taken as read, with the approval of the members.

At the behest of Chairman, Mr. Vishwanath G. Malagi, Chief (Corporate Governance) & Co. Secy., read out the Auditors' Report.

The Company Secretary also informed that the Company has received necessary approvals of the Central Government, in relation to Managerial Remuneration, as approved by members at the previous Annual General Meeting of the Company held on 15th September, 2009.

Company Secretary also informed that there have been certain errors in the printed copies of the Annual Report of the Company for the year 2009-10. Members and all others present were requested to refer to the corrigendum provided at the entrance of the meeting hall. Company Secretary expressed sincere regret for the errors and the inconvenience caused.

Agenda Item No.1

To receive, consider and adopt the Audited Profit & Loss Account of the Company for the year ended 31 March 2010 and the Balance Sheet as at that date together with the reports of the Directors and the Auditors thereon.

Mr. Joytirindra Narayon Kundu (**DP ID IN30026 CL ID 310037101)** proposed the following as an Ordinary Resolution, which was seconded by Mr. Sudhindra Lal Basak (**DP ID 300394 CL ID 15595148)**

> "RESOLVED, THAT the standalone and consolidated Audited Profit and Loss Account of the Company and the Cash Flow Statement for the year ended March 31, 2010 and the Balance Sheet as at that date along with the Schedules and Notes forming part thereof, together with the Reports of the Directors' and Auditors', laid before the meeting, be and are hereby received and adopted."

Thereafter the Chairman invited clarifications / queries from members, if any, before putting the resolution to vote by show of hands. The following members raised queries, sought clarification and/or offered suggestions:

Mr. B.N. Kundu (DP ID 300263 CL ID 10101052)
Mr. Manoj Gupta (DP ID IN300450 CL ID 11218986)
Mr. Kashmirilal Mallick (DP ID 1202650 CL ID 100002667)
Mr. K. Srimal (DP ID 13041400 CL ID 00779144)
Mr. Sitaram Banka (DP ID IN302951 CL ID 20000823)
Mr. Krishnendu Das (DP ID IN300263 CL ID 10064688)
Mr. Amit Kr. Banerjee (DP ID IN300327 CL ID10068402)

The queries raised, clarifications sought, suggestions made, were as under:

a. **Appointment of Mr. Koushik Chatterjee as Chairman**
Members present welcomed Mr. Koushik Chatterjee as Chairman of the Board and expressed that Mr. Chatterjee's rich experience shall go a long way in providing vision and direction to the Company.

b. Annual Report

Members informed that they had received the Annual reports along with the Notice within the stipulated statutory time and well in advance of the Annual General meeting.

c. **Performance of Company and its subsidiary**

Members congratulated the Board and Management on the various steps taken for effecting turnaround and expressed that the same would result in reducing its accumulated losses. Members also expressed that in the near future TML would generate profits to pay dividend to its shareholders. Members also expressed their concern about the losses incurred by Tata Metaliks Kubota Pipes Limited which had significantly impacted the Consolidated Financial Statement of TML.

d. Other comments & suggestions

- Preparedness of the Company for migration to IFRS;
- Steps taken by the Company to protect its assets & plant personnel against external threats in the volatile political climate;
- Financial tie-up for Karnataka project and issue of Right shares;
- Total expenditure on account of CSR activities should be separately highlighted in the Annual Report;
- As a part of good Corporate Governance, the Partner of the Statutory Audit Firm of the Company should be rotated;
- Efforts should be made to convene the AGM within two to three months of approval of Audited Annual Accounts by the Board;
- Factory visit may be organized for both KGP and Redi;

Chairman thanked all the members for their compliments and stated that suggestions made by the members would receive due consideration.

In reply to specific queries Chairman explained as under:

- Being a subsidiary of Tata Steel, TML has undertaken necessary steps for seamless migration to IFRS
- Members were assured that adequate steps, including deployment of security personnel, insurance, etc, have been taken to protect the Company's assets & plant personnel against external threats;
- In Karnataka project Tata Steel would play a majority role and the financial burden on TML would be commensurate to its financial strength;
- Details of expenditure on account of CSR activities would be provided in the Annual Report;
- Factory visit would be to KGP would be held on Saturday 8th January, 2011 and the last date for submission of request letters would be 31st October, 2010. Members would be informed of the formalities to be complied and arrangements made for the Plant visit;

that In view of the investments in long term projects and strengthening the financial position of the company, the Board of Directors of has not recommended any dividend for the year 2009-10. He further stated that Tata Metaliks Kubota Pipes Limited has already applied for BIS license and will soon sell its goods in the domestic market.

Thereafter, the Chairman put the resolution to vote by calling for a show of hands, apart from Mr. Bharat Kumar Mehta (**DP ID IN301250 CL ID 28263989**) all others present voted in favour of the resolution.

Chairman declared the resolution as "Carried with requisite majority".

Agenda Item No.2

Chairman took up the second item of the Notice relating to appointment of a Director in the place of Mr. Dipak Banerjee who retires by rotation and who being eligible offers himself for re-appointment.

Mr. Kashmirilal Mallick (**DP ID 1202650 CL ID 100002667**) proposed the following as an Ordinary Resolution, which was seconded by Mr. Rajendra Kumar Sharma (DP ID IN301250 CL ID 13413889).

"**RESOLVED THAT** Mr. Dipak Banerjee, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his office shall be subject to retirement by rotation."

Thereafter, the Chairman put the resolution to vote by calling for a show of hands, apart from Mr. Bharat Kumar Mehta (**DP ID IN301250 CL ID 28263989**) all other voted in favour of the resolution.

Chairman declared the resolution as "Carried with requisite majority".

Agenda Item No. 3

Chairman took up the third item of the Notice relating to appointment of a Director in the place of Mr. Ashok Kumar who retires by rotation and who being eligible offers himself for re-appointment.

Mr. B.N. Kundu **(DP ID 300263 CL ID 10101052)** proposed the following as an Ordinary Resolution, which was seconded by Mr. Manoj Gupta (**DP ID IN300450 CL ID 11218986**).

"**RESOLVED THAT** Mr. Ashok Kumar, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his office shall be subject to retirement by rotation."

Thereafter, the Chairman put the resolution to vote by calling for a show of hands, apart from Mr. Bharat Kumar Mehta (**DP ID IN301250 CL ID 28263989**) all other voted in favour of the resolution.

Chairman declared the resolution as "Carried with requisite majority".

Agenda Item No.4

Chairman took up the fourth item of the Notice relating to appointment of a Director in the place of Mr. VSN Murty who retires by rotation and who being eligible offers himself for re-appointment.

Mr. Sitaram Banka (DP ID IN302951 CL ID 20000823) proposed the following as an Ordinary Resolution, which was seconded by Mr. Manoj Gupta **(DP ID IN 300450 CL ID 11218986**).

"**RESOLVED THAT** Mr. VSN Murty, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his office shall be subject to retirement by rotation."

Thereafter, the Chairman put the resolution to vote by calling for a show of hands, apart from Mr. Bharat Kumar Mehta (**DP ID IN301250 CL ID 28263989**) all other voted in favour of the resolution.

Chairman declared the resolution as "Carried with requisite majority".

Agenda Item No.5

Chairman took up the fifth item of the Notice relating to appointment of M/s. Deloitte, Haskins & Sells, Chartered Accountants, the retiring auditors, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual

General Meeting of the Company, to examine and audit the accounts of the Company for the F.Y. 2010-11, and to authorise the Board of Directors of the Company to fix their remuneration.

Mr. Manoj Gupta (**DP ID IN300450 CL ID 11218986**) proposed the following as an Ordinary Resolution, which was seconded by Mr. Rajendra Kumar Sharma (DP ID IN301250 CL ID 13413889).

"**RESOLVED THAT** M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number: 302009E) the retiring Auditors of the Company, from whom necessary certificate as required under Section 224 (1) of the Companies Act, 1956 has been received, be and are hereby re-appointed Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to examine and audit the accounts of the Company for the financial year 2010-11."

"**RESOLVED FURTHER THAT** M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number: 302009E) be paid for the financial year 2010-11 such remuneration as may be agreed between themselves and the Board of Directors apart from reimbursement of service tax and other out-of-pocket expenses."

Thereafter, the Chairman put the resolution to vote by calling for a show of hands, apart from Mr. Bharat Kumar Mehta (**DP ID IN301250 CL ID 28263989**) all other voted in favour of the resolution.

Chairman declared the resolution as "Carried with requisite majority".

Agenda Item No.6

Chairman took up the sixth item of the Notice relating to payment of Performance Linked Remuneration to Mr.Harsh K Jha, Managing Director

Mr. Sitaram Banka (**DP ID IN302951 CL ID 20000823)** proposed the following as a Special Resolution, as set out in the notice convening the meeting, which was seconded by Mr. B.N. Kundu (**DP ID 300263 CL ID 10101052**).

"**RESOLVED THAT** pursuant to Section 309 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and subject to necessary approval of the Central Government, the consent of the Company be and is hereby granted to the payment of Performance Linked Remuneration of Rs.31,50,000/- to Mr. Harsh K Jha, Managing Director, for the financial year 2009-10, notwithstanding that the same together with the remuneration paid to Mr. Jha, for the financial year 2009-10, exceeds the limits specified under Table B of Section II, Part-II of Schedule XIII, of the Companies Act, 1956.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board and/or Remuneration Committee constituted by the Board, be and is hereby authorized to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or expedient. "

Thereafter, the Chairman put the resolution to vote by calling for a show of hands, apart from Mr. Bharat Kumar Mehta (**DP ID IN301250 CL ID 28263989**) all other voted in favour of the resolution.

Chairman declared the resolution as "Carried with requisite majority".

Agenda Item No.7
Chairman took up the seventh item of the Notice relating to Modification in the terms of engagement of Managing Director.

Mr. Kashmirilal Mallick (**DP ID 1202650 CL ID 100002667**) proposed the following as a Special Resolution, as set out in the notice convening the meeting, which was seconded by Mr. Manoj Gupta (**DP ID IN300450 CL ID 11218986**).

"**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to necessary approval of the Central Government, the consent of the Company be and hereby granted to the modification of the present terms of appointment of Mr. Harsh K Jha, Managing Director to include payment of Performance Linked Remuneration not exceeding twice the annual salary during the period of continuance in the office of the Managing Director, as may be recommended by the Remuneration Committee and approved by the Board, notwithstanding that the same together with the annual remuneration paid to Mr. Jha, for the financial years 2010-11 and 2011-12, exceeds the limits specified under Table B of Section II, Part-II of Schedule XIII, of the Companies Act, 1956.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Remuneration Committee constituted by the Board be and is hereby authorized to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or expedient."

Thereafter, the Chairman put the resolution to vote by calling for a show of hands, apart from Mr. Bharat Kumar Mehta (**DP ID IN301250 CL ID 28263989**) all other voted in favour of the resolution.

Chairman declared the resolution as "Carried with requisite majority".

Agenda Item No.8

Chairman took up the eighth item of the Notice relating to revision of the borrowing limit from the existing Rs.250 crore to Rs.350 crore.

Mr. Manoj Gupta **(DP ID IN300450 CL ID 11218986)** proposed the following as an Ordinary Resolution, as set out in the notice convening the meeting, which was seconded by B.N. Kundu (**DP ID IN300263CL ID 10101052**).

"**RESOLVED THAT** in supersession of the ordinary resolution passed pursuant to clause (d) of sub section (1) of Section 293 of the Companies Act, 1956 and Article 60 of the Articles of Association of the Company, at the Annual General Meeting of the Company held on 12th July, 2006, approval of the members be and is hereby accorded to the Board of Directors of the Company to borrow moneys and obtain loans and credits from the existing limit of Rs.250 crore to Rs.350 crore (including public deposits but excluding temporary loans obtained from the Company's bankers in the ordinary course of business) for the purpose of financing working capital requirements as also for acquisition of capital assets and/or for the purpose of any other requirements of the Company both capital/revenue in nature, notwithstanding that the moneys to be borrowed and already outstanding will exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purposes"

Thereafter, the Chairman put the resolution to vote by calling for a show of hands, apart from Mr. Bharat Kumar Mehta (**DP ID IN301250 CL ID 28263989**) all other voted in favour of the resolution.

Chairman declared the resolution as "Carried with requisite majority".

Vote of Thanks

Mr. Vishwanath G. Malagi, Chief (Corporate Governance & Company Secretary) conveyed sincere thanks to all the members of the Company, the Chairman, the members of the Board Directors and the management team for having attended the meeting.

Date : 13th October, 2010 sd/-

Place : Mumbai CHAIRMAN