



Annexure 8

Mr.K.Hari Manager - Listing The National Stock Exchange of India Ltd. 5 Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051. <u>Stock Code - TATAMETALI & TAME14</u>	Mr.Sanjay Golecha DGM - Corporate Relationship Dept. Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001. <u>Stock Code - 513434</u>
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TML: 3852 :2013

April 11, 2013

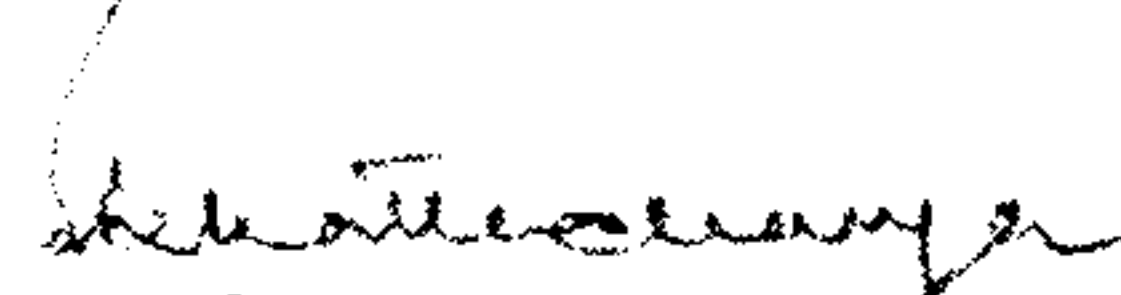
Dear Sir,

Re : Enforcement of Corporate Governance

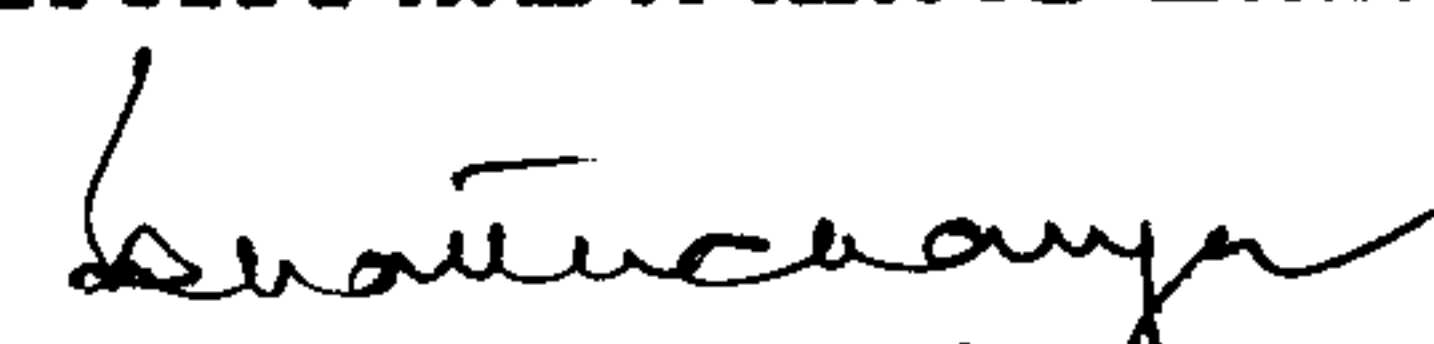
This has reference to the SEBI circular no. SEBI/CFD/DIL/CG/1/2004/12/10 dated October 29, 2004 regarding Corporate Governance in Listed Companies under Clause 49 of the Listing Agreement. We are enclosing the quarterly compliance report on Corporate Governance as on 31st March, 2013 as per the revised format prescribed by Stock Exchange.

Thanking you,

Yours faithfully,
For Tata Metaliks Limited


Sankar Bhattacharya
Chief -Corp.Gov. & Company Secretary

CERTIFIED TO BE TRUE COPY
For **TATA METALIKS LIMITED**


Sankar Bhattacharya
Chief of Corporate Governance
& Company Secretary

Encl : As above

TATA METALIKS LIMITED

Tata Centre 43 Jawaharlal Nehru Road Kolkata 700 071 India
Tel 91 33 66134205 Fax 91 33 22884372 e-mail tml@tatametaliks.co.in

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Quarterly Compliance Report on Corporate Governance

Name of the Company : TATA METALIKS LIMITED

Quarter Ending on : 31st March, 2013

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
I.	Board of Directors	49(I)		
(A)	Composition of Board	49(IA)	Yes	Total strength of the Board is – 8 No. of Independent Directors – 4 No. of Non-Independent Directors – 4
(B)	Non-executive Directors' compensation & disclosure	49(IB2)	Yes	<ul style="list-style-type: none"> ➤ Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationships or transactions with the Company, subsidiaries or associated Companies. ➤ No Commission has been paid during the quarter ended 31.03.2013. ➤ No Stock Options has been granted to any of the Directors during the quarter ended 31.03.2013.
(C)	Other provisions as to Board and Committees	49(IC)	Yes	-
(D)	Code of Conduct	49(ID)	Yes	-
II.	Audit Committee	49(II)	Yes	Total strength of the Committee is – 4 of which 3 are independent including Chairman
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	-
(B)	Meeting of Audit Committee	49(IIB)	Yes	-
(C)	Powers of Audit Committee	49(IIC)	Yes	-
(D)	Role of Audit Committee	49(II(D)	Yes	-
(E)	Review of information of Audit Committee	49(II(E)	Yes	-

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For **TATA METALIKS LIMITED**


Sankar Bhattacharya
 Chief of Corporate Governance
 & Company Secretary





III.	Subsidiary Companies	49(III)	Yes	<ul style="list-style-type: none"> ➤ An independent Director of the Board is a Director on the Board of Subsidiary Company. ➤ Minutes of the Board Meeting of the unlisted subsidiary company is placed before the Board of the Company.
IV.	Disclosures	49(IV)		
(A)	Basis of related party transactions	49(IV A)	Yes	Summarised statement of transactions with Related Parties is submitted on a quarterly basis to the Audit Committee and on an Annual Basis in the Annual Report.
(B)	Disclosure of Accounting treatment	49(IV B)		Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report
(C)	Board Disclosures	49 (IV C)	Yes	-
(D)	Proceeds from public issues, right issues, preferential issues etc	49 (IVD)	N.A.	NIL
(E)	Remuneration of Directors	49 (IVE)	Yes	Compliance met in Annual Report on a continual basis.
(F)	Management	49 (IVF)	Yes	
(G)	Shareholders	49 (IVG)	Yes	
V.	CEO/CFO Certification	49(V)	Yes	
VI.	Report on Corporate Governance	49(VI)	Yes	
X.	Compliance	49(VII)	Yes	

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For **TATA METALIKS LIMITED**


Sankar Bhattacharya
 Chief of Corporate Governance
 & Company Secretary

