

**Annexure D****REPORT ON  
CORPORATE  
GOVERNANCE**

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

**Philosophy**

Governance has been an integral part of the way the business of your Company is carried on since inception. Your Company firmly believes that good governance emerges from application of sound and effective management practices coupled with adherence to the highest standards of transparency and business ethics. We consider it our inherent responsibility to disclose timely, accurate and adequate information regarding our financial and operational performance, as well as the leadership and governance of the Company.

Your Board has adopted the Tata Group Guidelines on Board effectiveness to fulfill its Corporate Governance responsibility towards all its stakeholders. These guidelines ensure that the Board has necessary authority and processes in place to review and evaluate the Company's operations.

**Board of Directors**

Your Board is vested with the ultimate responsibility of the management, strategic direction and performance of your Company. The Board stands in a fiduciary position and provides leadership, strategic guidance, objective and independent view to the management while discharging its responsibilities.

**Board Composition and Diversity**

Your Board has an appropriate composition of Independent and Non-Independent Directors to maintain the Board's independence, diversity and effectiveness. Independent Directors (ID) have diverse backgrounds and guide holistic decision making process in the Board. IDs take an active part in the Board and Committee Meetings by providing expert advice and appropriate guidance on various aspects of business operations, strategic direction, governance, compliance etc., which adds immense value to the overall decision-making process of the Board. Brief profiles of Directors are available on the website of the Company at [www.tatametaliks.com](http://www.tatametaliks.com).

In line with the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Board Diversity Policy, your Board comprises of 8 (Eight) Directors, including 4 (Four) Independent and 4 (Four) Non-Independent Directors, as detailed below.

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

### Composition, Category and other details

The Board Composition, category and other prescribed details are as below:

Name of Directors	Category	No. of Directorship (s) held in other Public Companies	No. of Committee positions held in other Public Companies as on 31 March, 2017*	
			Chairman	Member
Mr. Koushik Chatterjee DIN: 00004989	Non- Executive / Non – Independent Chairman	4	Nil	1
Mr. Krishnava Dutt DIN: 02792753	Non - Executive/ Independent Director	7	3	3
Dr. Pingali Venugopal DIN: 05166520	Non - Executive/ Independent Director	Nil	Nil	Nil
Mr. Amit Ghosh** DIN: 00482967	Non-Executive / Additional (Independent) Director	Nil	Nil	Nil
Dr. Rupali Basu** DIN: 01778854	Non-Executive / Additional (Independent) Woman Director	3	Nil	Nil
Ms. Samita Shah DIN: 02350176	Non – Executive/ Non - Independent Woman Director	3	3	Nil
Mr. Sandeep Kumar*** DIN: 02139274	Executive / Non – Independent Director	Nil	Nil	Nil
Mr. Sanjiv Paul**** DIN: 00086974	Managing Director / Non – Independent Director	Nil	Nil	Nil
Mr. Ashok Kr. Basu***** DIN: 01411191	Non - Executive/ Independent Director	N.A.	N.A.	N.A.

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

\*\* Dr. Rupali Basu and Mr. Amit Ghosh were appointed as Additional (Independent) Directors w.e.f. 24 January, 2017;

\*\*\* Mr. Sandeep Kumar was appointed as an Additional Director of the Company w.e.f. 20 March, 2017 and as an Executive Director of the Company w.e.f. 10 April, 2017. Mr. Sandeep Kumar has been subsequently appointed as the Managing Director of the Company w.e.f. 1 July, 2017;

\*\*\*\* Mr. Sanjiv Paul, will relinquish office as the Managing Director of the Company on the close of business hours of 30 June, 2017;

\*\*\*\*\* Mr. Ashok Kumar Basu, Independent Director, retired from the Board w.e.f. 24 March, 2017.

#### Notes :

1. No Director has any inter-se relationship among themselves or with any employee of the Company;
2. None of the Non-Executive Directors holds any shares and/ or convertible instruments in the Company;

#### Selection of New Directors and Board Membership Criteria

The Nomination and Remuneration Committee (NRC) has a Policy in place, which acts as a guideline for determining qualifications, positive attributes, independence of a Director and matters relating to appointment and removal of Directors. The Policy on appointment and removal of Directors is available on our website at [www.tatametaliiks.com](http://www.tatametaliiks.com). The NRC recommends suitable candidates to the Board, based on their qualifications, skills and experiences for Board Membership. 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.

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

### Board Meetings

Your Board has complete access to all information within the Company. The information as required under Regulation 17(7) read with Schedule II, Part A of the Listing Regulations is made available to the Board.

### Frequency, proceedings and post-meeting mechanism

Your Board meets at least once every quarter, *inter-alia*, to review the quarterly financial results. The Company complies with the Secretarial Standards (SS-I) on Board and Committee Meetings as prescribed by The Institute of Company Secretaries of India. Dates of Meetings of the Board are decided well in advance. Additional meetings are held whenever necessary. Directors are given an option to attend the meetings through audio-visual mode with due compliances under the Act and the Rules framed therein.

Your Board monitors the overall operating performance, Safety and Health performance, Compliance reports of applicable laws and reviews such other items which require the Board's attention. Board directs and guides the activities of the Management towards achieving the set goals and seeks accountability therein.

In addition to the Directors, the Company Secretary, the Chief Financial Officer and the Divisional Heads are invited to attend all Board Meetings to foster quality decision-making. Other Members of the Senior Management Team are also invited as and when necessary to provide additional inputs to the Board. The Chairmen of various Board Committees also brief the Board on all important matters discussed and decided at their respective meetings, which are usually held prior to the Board meetings.

All important decisions taken at the meetings are communicated to concerned officials and departments. An Action Taken Report is prepared and the Board is updated at subsequent meetings.

During the year under review, there were 6 (six) Board Meetings held on 28 April, 2016, 22 July, 2016, 3 October, 2016, 24 October, 2016, 24 January, 2017 and 20 March, 2017. The interval between any two consecutive meetings was within the maximum prescribed limit of 120 days.

### Attendance of Directors at Board Meetings and at last AGM :

Name of Directors	Attendance at Board Meetings held on						Attendance at last AGM
	28 April 2016	22 July 2016	3 October 2016	24 October 2016	24 January 2017	20 March 2017	
Mr. Koushik Chatterjee <i>Chairman</i>	Present	Present	Present	Present	Present	Present	Present
Mr. Sanjiv Paul *	Present	Present	Present	Present	Present	Present	Present
Mr. Krishnava Dutt	Present	Present	Leave of Absence	Present	Present	Present	Present
Dr. Pingali Venugopal	Present	Present	Present	Present	Present	Present	Present
Ms. Samita Shah	Present	Present	Present	Present	Leave of Absence	Present	Present
Mr. Amit Ghosh**	n/a	n/a	n/a	n/a	n/a	Present	n/a
Dr. Rupali Basu**	n/a	n/a	n/a	n/a	n/a	Present	n/a
Mr. Sandeep Kumar***	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mr. Ashok Kumar Basu <i>Retired w.e.f. 24 March '17</i>	Leave of Absence	Present	Present	Present	Present	Present	Present

\* Mr. Sanjiv Paul will relinquish office as the Managing Director of the Company on the close of business hours of 30 June, 2017.

\*\* Mr. Amit Ghosh and Dr. Rupali Basu were appointed as Additional (Independent) Directors w.e.f. 24 January, 2017.

\*\*\* Mr. Sandeep Kumar was appointed as an Additional Director of the Company w.e.f. 20 March, 2017 and as an Executive Director of the Company w.e.f. 10 April, 2017. Mr. Sandeep Kumar has been subsequently appointed as the Managing Director of the Company w.e.f. 1 July, 2017.

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

### **Familiarisation programme for Independent Directors**

The newly inducted IDs are familiar with their roles and responsibilities, nature of the industry in which the Company operates and the business model of the Company. In addition, your Company provides induction and familiarisation programme in the form of interactive sessions with the Managing Director and other Functional Heads of the Company's manufacturing, marketing, finance and other functions. The Company Secretary briefs the Director(s) about their legal and regulatory responsibilities. The programme also includes a visit to the manufacturing plant to familiarise them with various aspects of the business operations of your Company. The Policy on familiarisation programme for Directors is available on our website at [www.tatametaliks.com](http://www.tatametaliks.com).

### **Formal letter of appointment to the Independent Directors**

Your Company issues a formal letter of appointment to the IDs after their appointment is approved by the Shareholders at the Annual General Meeting (AGM). All IDs have confirmed that they have met the criteria of independence as mentioned under Section 149(6) of the Act. As required under Regulation 46 of the Listing Regulations, the terms and conditions of appointment of IDs are available at [www.tatametaliks.com/static-files/pdf/stock-exchange-releases/tandc-appointment-independent-directors.pdf](http://www.tatametaliks.com/static-files/pdf/stock-exchange-releases/tandc-appointment-independent-directors.pdf)

### **Independent Directors' Meeting and Performance Evaluation**

In accordance with the provisions of the Listing Regulations, the evaluation process for the performance of the Board, its various committees and individual Directors was carried out during the year.

The IDs met separately on 23 February, 2017 and reviewed the performance of the Non-Independent Directors and the Board of Directors as a whole and also reviewed the performance of the Board Chairman.

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

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

Based on the outcome of the evaluation cum feedback, the Board and the Management have drawn up an improvement plan to be taken up during FY-18.

The IDs appreciated the exemplary leadership role of the Chairman of the Board in upholding the highest standards of corporate governance.

### **Code of Conduct**

All Directors have adopted Tata Code of Conduct (TCoC / Code) for Executive Directors, Non-Executive Directors, Independent Directors, senior management personnel and all employees of the Company. In compliance with Regulation 26 (3) of the Listing Regulations, all Board Members and senior management personnel have affirmed compliance with the Code for the year ended 31 March, 2017. The Code is available on our website at [www.tatametaliks.com/corporate/pdf/tatacodeofconduct-2015.pdf](http://www.tatametaliks.com/corporate/pdf/tatacodeofconduct-2015.pdf). A declaration to this effect, duly signed by the Managing Director is annexed hereto.

### **Prevention of Insider Trading**

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

The trading window in dealing with the equity shares of the Company is closed during declaration of financial results and occurrence of any material events as per the code. There are awareness sessions conducted within the organisation to create a sense of awareness among employees about their rights and responsibilities under this code. During the year under review there has been due compliance with the said code.

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

### Board Committees

Your Board has multiple Committees, mandatory and non-mandatory, each being duly constituted with suitable combination of Independent and Non-Independent Directors as stipulated under the Act and the Listing Regulations. Each Committee has been entrusted with specific terms of reference to focus effectively on pre-defined matters to ensure specific resolution on diverse matters. The Board reviews the functioning of these committees from time to time. The Company Secretary acts as Secretary to all Committees. Minutes of all Committee Meetings are placed before the Board for their review and noting. The recommendations of the Committees are also placed before the Board, by their respective Chairmen. The constitution, terms of reference and other relevant details on functioning of the various Board Committees are explained herein.

The Board has constituted the following committees:

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

### Audit Committee

The Board has constituted an Audit Committee in line with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations.

The primary objective of the Audit Committee is to monitor and oversee the Management's financial reporting process, to ensure accurate and timely disclosures with highest levels of transparency, integrity and quality of financial reporting. All Committee Members are financially literate and have due exposure in areas of finance, taxation and audit. The Committee invites and takes due clarifications from Statutory Auditors, as and when required. The Managing Director and other senior functional executives, including the Internal Auditor, are also invited to provide necessary inputs to the Committee's decision-making process.

The Terms of Reference (ToR) of the Committee are governed by the regulatory requirements mandated by the Act and Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:

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

During the year under review, there were 6 (six) meetings of the Audit Committee held on 22 April, 2016, 17 May, 2016, 21 July, 2016, 19 October, 2016, 18 January, 2017 and 30 March, 2017.

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

Composition and Attendance of Members are given below:

Name of Directors	Attendance at Meetings of Audit Committee held on					
	22 April 2016	17 May 2016	21 July 2016	19 October 2016	18 January 2017	30 March 2017
Mr. Krishnava Dutt <i>Chairman</i>	Present	Present	Present	Present	Present	Present
Dr. Pingali Venugopal	Present	Present	Present	Present	Present	Present
Ms. Samita Shah	Leave of Absence	Present	Present	Present	Leave of Absence	Present
Mr. Amit Ghosh <i>inducted w.e.f. 21 April '17</i>	n/a	n/a	n/a	n/a	n/a	n/a
Mr. Ashok Kumar Basu <i>retired w.e.f. 24 March '17</i>	Leave of Absence	Leave of Absence	Leave of Absence	Present	Present	n/a

Mr. Krishnava Dutt, Chairman of the Audit Committee was present at last AGM.

### Nomination and Remuneration Committee

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

The Committee, inter-alia, co-ordinates and oversees the annual performance evaluation of the Board, Committees and individual Directors.

The Committee has formulated a Remuneration Policy for Directors, Key Managerial Personnel (KMP) and other employees of the Company, which is available at [www.tatametaliks.com](http://www.tatametaliks.com).

The ToR of this Committee is governed by the regulatory requirements mandated by the Act and Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:

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

During the year under review, there were 4 (Four) Meetings of NRC held on 28 April, 2016, 29 June, 2016, 24 January, 2017 and 14 March, 2017.

The Composition and attendance of Members are given below:

Name of Directors	Attendance at Meetings of NRC held on			
	28 April 2016	29 June 2016	24 January 2017	14 March 2017
Dr. Pingali Venugopal <i>Chairman</i>	Present	Present	Present	Present
Mr. Koushik Chatterjee	Present	Present	Present	Present
Mr. Krishnava Dutt	Present	Present	Present	Present

### Remuneration policy for Board and Senior Management

The Board has approved the Remuneration Policy for Directors, KMPs and all other employees of the Company which is not annexed herewith to maintain brevity of this report, but is available at [www.tatametaliks.com/static-files/pdf/policies/TML-NRC-policy.pdf](http://www.tatametaliks.com/static-files/pdf/policies/TML-NRC-policy.pdf).

**ANNEXURE TO THE DIRECTORS' REPORT** (Contd.)

**Details of Sitting Fees, Commission and other emoluments paid/ payable to Directors during FY-17 are as follows:**

**Non-Executive Directors**

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Name of Directors	Category	Sitting Fees	Commission	Total
Mr. Koushik Chatterjee	Non-Executive	NIL	NIL	NIL
Mr. Krishnava Dutt	Independent	3,40,000	14,20,455	17,60,455
Dr. Pingali Venugopal	Independent	5,00,000	18,18,182	23,18,182
Mr. Amit Ghosh	Additional Independent	20,000	56,818	76,818
Dr. Rupali Basu	Additional Independent	20,000	56,818	76,818
Ms. Samita Shah*	Non-Executive	1,00,000	7,95,455	8,95,455
Mr. Ashok Kumar Basu <i>retired w.e.f. 24 March '17</i>	Independent	2,20,000	8,52,272	10,72,272
<b>Total</b>		<b>12,00,000</b>	<b>50,00,000</b>	<b>62,00,000</b>

\*Ms. Samita Shah being Tata Steel's nominee has waived off her share of commission amounting to ₹ 7,95,455/- as per Policy. Hence, the total amount of commission payout is ₹ 42,04,545/- i.e. lower by ₹ 7,95,455/- (to the extent of the share of Ms. Shah).

**Executive Directors**

Name of Directors	Salary	Perquisites and Allowances	Contribution to Provident, Superannuation and Gratuity Fund	Performance Linked Bonus for FY 2016-17	Total
Mr. Sanjiv Paul, MD	48,85,200	48,55,188	13,19,004	89,56,200	2,00,15,592
Mr. Sandeep Kumar, ED	N/A	N/A	N/A	N/A	N/A

**Note:** Performance linked bonus payable to Managing Director and Commission to Non-Executive Directors have been recommended by the NRC on 21 April, 2017, pending approval of the Shareholders in the AGM to be held on 26 July, 2017.

The appointments of Executive Director(s) is governed by the resolutions passed by the Board and the Shareholders of the Company, which covers all broad terms and conditions of such appointment(s). No separate Service Contract is entered into by your Company 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. 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 will apply.

**Stakeholders' Relationship Committee**

The Board has constituted a Stakeholders' Relationship Committee (SRC) in line with Section 178(5) of the Act and Regulation 20 of the Listing Regulations.

The ToR of the Committee are governed by the regulatory requirements mandated by the Act and Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:

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

During the year under review, there were 4 (four) meetings of SRC held on 15 April, 2016, 24 June, 2016, 31 August, 2016 and 23 February, 2017.

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

Composition and Attendance details are given below:

Name of Directors	Attendance at Meetings of SRC held on			
	15 April 2016	24 June 2016	31 August 2016	23 February 2017
Dr. Pingali Venugopal <i>Chairman</i>	Present	Present	Present	Present
Mr. Sanjiv Paul	Present	Present	Present	Present
Mr. Sandeep Kumar <i>inducted w.e.f. 21 April '17</i>	n/a	n/a	n/a	n/a
Dr. Rupali Basu <i>inducted w.e.f. 21 April '17</i>	n/a	n/a	n/a	n/a
Mr. Ashok Kumar Basu <i>Retired w.e.f. 24 March '17</i>	Present	Present	Present	Present

Details of Shareholders' Complaints received, resolved & pending during FY-17

Particulars	Nos.
Complaints pending as on 1 April, 2016	NIL
Complaints received during the year ended 31 March, 2017	52
Complaints resolved during the year ended 31 March, 2017	51
Complaints pending as on 31 March, 2017	1

### Name, designation and address of Compliance Officer:

Mr. Sankar Bhattacharya  
 Chief - Corporate Governance and Company Secretary  
 Tata Centre, 10th Floor, 43, J.L. Nehru Road, Kolkata - 700071  
 Phone - 033 66134200; Fax- 033 22884372  
 Email - investors@tatametaliks.co.in

### Corporate Social Responsibility Committee

As prescribed under the Act, a Corporate Social Responsibility (CSR) Committee of the Board oversees and provides direction to the Company's various CSR activities. The Board has constituted a CSR Committee under Section 135 (1) of the Act.

The ToR of the Committee is governed by the regulatory requirements mandated by the Act and Listing Regulations. The broad functions of the Committee, as per the ToR, are as under:

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

The CSR policy is available at : [www.tatametaliks.com](http://www.tatametaliks.com).

During the year under review, there were 3 (three) meetings of CSR Committee held on 28 April, 2016, 27 September, 2016 and 23 February, 2017.



**ANNEXURE TO THE DIRECTORS' REPORT** (Contd.)

**Composition and Attendance details of the Members are given below:**

Name of Directors	Attendance at Meetings of CSR Committee held on		
	28 April 2016	27 September 2016	23 February 2017
Dr. Pingali Venugopal <i>Chairman</i>	Present	Present	Present
Mr. Sanjiv Paul	Present	Present	Present
Ms. Samita Shah	Present	Present	Leave of absence
Mr. Sandeep Kumar <i>inducted w.e.f. 21 April '17</i>	n/a	n/a	n/a
Dr. Rupali Basu <i>inducted w.e.f. 21 April '17</i>	n/a	n/a	n/a

**Risk Management Committee**

Your Company has a robust risk management framework to monitor, identify, evaluate and manage enterprise risks. The Board has constituted a Risk Management Committee for monitoring the risk management framework of the Company.

The terms of reference of Risk Management Committee are as follows:

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

During the year under review, there was 1 (one) meeting of the Risk Management Committee held on 3 October, 2016.

**Composition and Attendance details of the Members are given below:**

Name of Members	Attendance at Meeting of Risk Management Committee held on 3 October 2016
Mr. Sanjiv Paul, Managing Director - <i>Chairman</i>	Present
Ms. Samita Shah, Director - <i>Member</i>	Present
Mr. Subhra Sengupta, CFO - <i>Management representative</i>	Present
Mr. Sandeep Kumar, Executive Director - <i>Member</i>	n/a
Mr. Amit Ghosh, Independent Director - <i>Member</i>	n/a

**General Body Meetings**

i. Location and Time where Annual General Meetings of last three years were held:

Financial Year	Details of Location	Date & Time
2013-14	Rotary Sadan, Rotary Children Welfare Trust, Kolkata-700020	10 September, 2014 at 3.00 p.m.
2014-15	Kala Mandir, 48 Shakespeare Sarani, Kolkata-700017	24 September, 2015 at 2.00 p.m.
2015-16	Kala Mandir, 48 Shakespeare Sarani, Kolkata-700017	29 June, 2016 at 3.00 p.m.

No Extra-Ordinary General Meeting of Shareholders was held during the year.

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

ii. Special Resolutions passed in previous three Annual General Meetings:

Shareholders' Meeting	Special Business requiring Special Resolution
24th AGM 10 September, 2014	1. Increase in borrowing limits; 2. Creation of Charges on movable and immovable properties of the Company, both present and future, in respect of borrowings
25th AGM 24 September, 2015	NIL
26th AGM 29 June, 2016	Commission to Non-Executive Directors of the Company

No resolution was passed by the Company last year through Postal Ballot. None of the businesses proposed to be passed at the ensuing AGM require passing a resolution through Postal Ballot.

The Company had appointed Mr. P. V. Subramanian, Practicing Company Secretary, to conduct and scrutinise the e-voting process.

### Communication to the Shareholders

In accordance with Regulation 47 of the Listing Regulations, quarterly, half-yearly and annual financial results of your Company are published in Business Standard (English - all editions) and Aajkaal (Bengali). As required under Regulation 46 of the Listing Regulations, the results are also displayed on the Company's website at [www.tatametaliks.com](http://www.tatametaliks.com) after its dissemination to the Stock Exchanges.

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 reference for all stakeholders as prescribed under the Listing Regulations.

### Disclosures to Shareholders

#### Disclosure regarding Appointment / Re-appointment of Directors

In terms of Section 152 of the Act, Ms. Samita Shah will retire at the ensuing AGM and is eligible for re-appointment.

In terms of Section 161 of the Act, Mr. Amit Ghosh and Dr. Rupali Basu were appointed as Additional (Independent) Directors w.e.f. 24 January, 2017 and they hold office up to the date of the ensuing AGM.

Mr. Sandeep Kumar was appointed as an Additional Director w.e.f. 20 March, 2017 and was also appointed as an Executive Director of the Company w.e.f. 10 April, 2017. Mr. Sandeep Kumar has been subsequently appointed as Managing Director of the Company w.e.f. 1 July, 2017.

The Company has received requisite notices under Section 160 of the Act proposing candidature of Mr. Amit Ghosh, Dr. Rupali Basu and Mr. Sandeep Kumar as Directors of the Company at the ensuing AGM.

The detailed profiles of Ms. Samita Shah, Mr. Amit Ghosh, Dr. Rupali Basu and Mr. Sandeep Kumar are provided in the Annexure to the Notice of AGM, as required under Regulation 36 (3) of the Listing Regulations.

### General Shareholder Information

#### AGM Details:

Day	Wednesday
Date and Time	26 July, 2017 at 10.30 a.m.
Venue	Kala Mandir, 48 Shakespeare Sarani, Kolkata-700017

**ANNEXURE TO THE DIRECTORS' REPORT** (Contd.)

**Date of Book Closure:**

<b>Book Closure Date</b>	15 July, 2017 to 26 July, 2017 (both days inclusive)	For the purpose of AGM and payment of dividend
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**Tentative Financial Calendar:**

Financial Year 2017-18	
1st quarter result	July, 2017
2nd quarter & half-yearly result	October, 2017
3rd quarter result	January, 2018
4th quarter & annual result	April, 2018

**Dividend Payment Date:**

Dividend Payment Date	29 July, 2017
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**Names and Addresses of the Stock Exchanges and Stock Codes**

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

Listing Fees as applicable have been paid on 17 April, 2017 to NSE and BSE.

**Market Price Data**

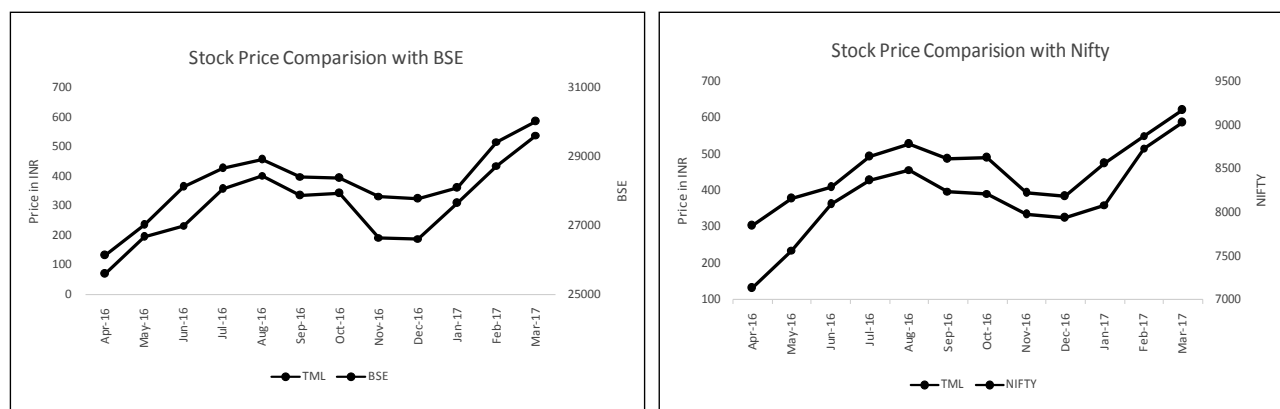
The monthly high and low prices and trading volume of shares of your Company at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended 31 March, 2017 are as under:

Month	BSE			NSE		
	High (in ₹)	Low (in ₹)	Volume (No. of shares)	High (in ₹)	Low (in ₹)	Volume (No. of shares)
April-16	132.60	96.30	20,71,808	132.90	96.05	1,01,14,792
May-16	272.30	115.50	37,00,607	272.00	115.65	1,26,31,811
June-16	409.70	235.00	49,26,357	410.00	231.20	1,68,86,313
July-16	512.90	335.75	92,09,856	512.70	335.00	3,88,99,609
August-16	475.00	401.00	50,24,746	474.50	400.00	1,70,14,262
September-16	461.35	338.55	18,39,131	461.50	341.00	69,60,769
October-16	449.00	358.00	18,77,845	447.75	358.55	79,36,749
November-16	395.90	280.00	15,90,109	396.45	280.00	51,07,992
December-16	381.40	310.45	35,13,197	381.40	309.60	1,21,23,600
January-17	369.00	323.65	17,99,064	368.90	323.30	73,46,275
February-17	526.75	363.00	36,10,933	526.40	362.90	1,53,43,955
March-17	590.00	478.80	30,73,584	589.70	478.10	1,30,28,296

\*source: BSE and NSE

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

### Stock price performance as compared to BSE and NSE(Sensex & NIFTY)for year ended 31 March, 2017



### Registrar and Transfer Agent and Share Transfer Process

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

R & D Infotech Pvt. Ltd.  
 1st Floor, 7A, Beltala Road  
 Kolkata - 700 026.  
 Phone : +91-33-24192642  
 Telefax : +91-33-24761657  
 E-mail : [rd.infotech@vsnl.net](mailto:rd.infotech@vsnl.net); [tml@rdinfotech.in](mailto:tml@rdinfotech.in); [rdinfotech@yahoo.com](mailto:rdinfotech@yahoo.com)

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

Your Company has a Stakeholders' Relationship Committee to examine and redress investors' complaints. The status of complaints and share transfers are reported periodically to the Board at its Meetings. Share transfer in physical form can be lodged with the Company's RTA. The transfers are normally processed within 10 working days from the date of receipt, provided the documents are complete in all respects.

In terms of Regulation 40(9) of the 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.

### Nomination Facility

If any Shareholder 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.

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

### Shares Held in Electronic Form

Shareholders 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.

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

### Distribution of Equity Shareholding as on 31 March, 2017

No. of Ordinary Shares held	No. of Shareholders	%age of total Shareholders	No. of Shares	Percentage of total number of Shares
1 – 500	50,828	95.58%	51,18,244	20.24%
501 – 1000	1,330	2.50%	10,57,312	4.18%
1001 – 10000	938	1.76%	24,62,541	9.74%
10001 – 50000	67	0.13%	13,96,538	5.52%
50001 and above	18	0.03%	1,52,53,365	60.32%
<b>Total</b>	<b>53,181</b>	<b>100.00%</b>	<b>2,52,88,000</b>	<b>100.00%</b>

### Categories of Shareholders as on 31 March, 2017

Shareholders	No of Shareholders	% of total Shareholders	No of Shares	Shareholding %age
Promoter	1	0.00%	1,26,67,590	50.09%
UTI/ Mutual Fund/ Banks	15	0.03%	7,98,198	3.16%
Insurance Companies	2	0.00%	5,15,000	2.04%
FIs (Trust)	12	0.02%	27,426	0.11%
Corporate Bodies	932	1.75%	16,82,904	6.65%
Resident Individuals	51687	97.19%	90,43,635	35.76%
State Government - WBIDC	1	0.00%	2,50,000	0.99%
FII/ NRIs/ OCBs	531	1.00%	3,03,247	1.20%
<b>Total:</b>	<b>53181</b>	<b>100.00%</b>	<b>2,52,88,000</b>	<b>100.00%</b>

### Top 10 Shareholders as on 31 March, 2017

Name of Shareholders	No. of Shares held	% of Share Capital
Tata Steel Limited	1,26,67,590	50.09%
Dolly Khanna	2,67,108	1.06%
The Oriental Insurance Company Limited	2,65,000	1.05%
General Insurance Corporation of India	2,50,000	0.99%
West Bengal Industrial Development Corporation Ltd	2,50,000	0.99%
Nirmal Bang Financial Services Pvt. Ltd.	2,00,168	0.79%
Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Small and Midcap Fund	1,93,000	0.76%
Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Balanced Advantage Fund	1,66,700	0.66%
Bhavesh Dhiresbhai Shah	1,62,516	0.64%
DSP Blackrock Micro Cap Fund	1,62,370	0.64%

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

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

Your Company has not issued any GDRs/ ADRs/ Warrants or any convertible instruments and hence as on 31 March, 2017 your Company does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

### **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.

### **Location of the Plant :**

Village Maheshpur, P.O. Samraipur  
Kharagpur, Dist. West Midnapur, West Bengal - 721301  
Phone : +91-3222-233325, 233877, 233290  
Telefax : +91-3222-233316  
Email : [tml@tatametaliks.co.in](mailto:tml@tatametaliks.co.in)

### **Address for correspondence**

Tata Metaliks Limited  
Tata Centre, 10th Floor  
43, J L Nehru Road  
Kolkata – 700 071  
Phone: +91-33-66134200,  
Fax : +91-33-2288 4372  
Email: [investors@tatametaliks.co.in](mailto:investors@tatametaliks.co.in)

### **Other disclosures:**

#### *Related Party Transactions*

All transactions entered into with related parties, as defined under Section 2 (76) of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, during the year under review were on an arm's length basis and in the ordinary course of business. These have been duly approved by the Audit Committee. Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements, forming part of the Annual Report.

There are no materially significant transactions with related parties' viz. Promoters, Directors or the Management, or their relatives or subsidiaries that had potential conflict of interest with the Company. There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

Suitable disclosure as required by the IND AS - 24 has been made in the Annual Report. The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements. The duly adopted Policy on Related Party Transactions is available on the Company's website at <http://www.tatametaliks.com/static-files/pdf/policies/rpt-policy.pdf>

#### *Policy for determining Material Subsidiaries*

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at <http://www.tatametaliks.com/static-files/pdf/policies/policy-on-material-subsiary.pdf>

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

### Details of Compliance

The Company has complied and disclosed all mandatory corporate governance requirements as stipulated in Regulations 17 to 27 and sub-regulation (2) of Regulation 46 of Listing Regulations (relating to disclosure on the website of the Company).

The Company has complied with all applicable rules and regulations as prescribed by the Stock Exchanges, SEBI or any statutory authority relating to capital markets during the last 3 (three) years.

There has been no instance of any non-compliance with any legal requirement. No penalties or strictures have been imposed on the Company.

### Vigil Mechanism / Whistle Blower Policy

In accordance with Regulation 22 of the Listing Regulations, the Company has formulated a Whistle Blower Policy which is also available at <http://www.tatametaliks.com/static-files/pdf/whistleblower-policy.pdf>. Under the Policy, no personnel has been denied access to the Ethics Counsellor / Chairman of the Audit Committee.

### Non-mandatory disclosures

The Company has fulfilled the following non-mandatory requirements as prescribed in Part E of Schedule II of the Listing Regulations:-

- a) The Auditors have provided an unmodified audit opinion on the financial statements of the Company.
- b) Mr. Koushik Chatterjee is the Chairman and Mr. Sanjiv Paul is the Managing Director of the Company. The Company has complied with the requirements of having separate persons to the positions of Chairman and Managing Director respectively.
- c) The Internal Auditor reports directly to the Audit Committee.

### Reconciliation of share capital audit

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.

### CEO and CFO Certification

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

### Certificate on Corporate Governance

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

**ANNEXURE TO THE DIRECTORS' REPORT** (Contd.)**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](http://www.tatametaliks.com)

I confirm that the Company has in respect of the Financial Year ended 31 March, 2017, 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 31 March, 2017.

Kolkata, June 1, 2017

sd/-  
**Sanjiv Paul**  
*Managing Director*  
DIN: 00086974



## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

### **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 31 March 2017, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as "SEBI Listing Regulations, 2015"].

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

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

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

Place : Kolkata  
Date : 1 June, 2017

**P V SUBRAMANIAN**  
*Company Secretary in Whole-time Practice*  
ACS No.: 4585  
C.P. No.: 2077