



The Tinplate Company of India Limited  
A **TATA** Enterprise



**A Legacy of Leadership  
A Promise of Excellence**

2018-19

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

(as on 15<sup>th</sup> April, 2019)

**Mr. Koushik Chatterjee** (Chairman)

**Mr. Anand Sen**

**Mr. Dipak Kumar Banerjee**

**Dr. Sougata Ray**

**Mr. B.N. Samal**

**Ms. Atrayee Sanyal**

**Mr. Shashi Kant Maudgal**

**Mr. Subir Bose**

**Mr. R N Murthy** (Managing Director)

### MANAGEMENT

(as on 15<sup>th</sup> April, 2019)

**Mr. R N Murthy** (Managing Director)

**Mr. Santosh Antony** (Vice President - Marketing & Sales)

**Mr. Rupam Bhaduri** (Vice President - Safety & Corporate)

**Mr. Sanjay Kumar Shrivastav** (Chief Financial Officer - ceased  
w.e.f. 18<sup>th</sup> April, 2019)

**Mr. Sourabh Agarwal** (Chief Financial Officer w.e.f. 1<sup>st</sup> June, 2019)

**Mr. S. Venkat Raman** (General Manager - Works)

**Mr. Harjit Singh** [DGM (HRM & Support Services)]

**Dr. Atul Srivastav** (Chief - Medical Services)

**Mr. Kaushik Seal** (Company Secretary)

### AUDITORS

**Price Waterhouse & Co. Chartered Accountants LLP**

### PRINCIPAL BANKERS

**The Hongkong & Shanghai Banking Corporation Limited**

**State Bank of India**

**HDFC Bank Limited**

**Union Bank of India**

### REGISTERED OFFICE

**4, Bankshall Street, Kolkata - 700 001**

**Phone: +91 33 2243 5401**

**Fax: +91 33 2230 4170**

**E-mail: [company.secretariat@tatatinplate.com](mailto:company.secretariat@tatatinplate.com)**

**Website: [www.tatatinplate.com](http://www.tatatinplate.com)**

### CORPORATE IDENTITY NO.

**L28112WB1920PLC003606**



For more details, please  
visit: [www.tatatinplate.com](http://www.tatatinplate.com)



## **A Legacy of Leadership A Promise of Excellence**

We began our journey almost a century ago.

Before us, Indian industries were entirely dependent on imported tinsplate from England. But World War I changed this scenario completely, as German warships cut off all trade lines between the UK and India, creating a deficit of tinsplate in the market.

This war-time crisis resulted in the formation of The Tinsplate Company of India Limited (the Company / TCIL) as a joint venture between Burma Oil Company Limited (BOC) — holding two-third of the share capital — and The Tata Iron & Steel Company Limited [currently, known as Tata Steel Limited (TSL)], with one-third of the share capital. The Company was incorporated on 20<sup>th</sup> January, 1920 in Kolkata with the proposed site for production at Golmuri village, 3 miles from TSL Works in Jamshedpur, our principal raw material supplier. The registered office of the Company continues to be at 4, Bankshall Street, Kolkata - 700001 from the time of its inception. In 1986, TSL acquired the entire shareholding of BOC in the Company. At present, TSL holds 74.96% of the Company's equity share capital and is the holding company of TCIL.

Over the years, our indomitable spirit continued to spur our growth, despite challenges and hardships; and for several decades, we single-handedly represented India's tinsplate industry. Our product basket consists of Electrolytic Tinsplate (ETP) and Tin Free Steel (TFS) in sheet form, coil form and lacquered / printed sheets, which are among the world's most versatile packaging substrates. Our entire product portfolio comprises eco-friendly products that can be reused and recycled completely.

We have a single production facility in Jamshedpur and enjoy a pan-India presence with 24 export destinations. We primarily export to South-East Asia, the Middle East, West Asia and select regions of Europe.

# CELEBRATING MILESTONES



**1998**

Entered into a conversion arrangement with TSL



**1996**

Commissioned a cold rolling mill as part of our backward integration process



**1986**

Bladite Holdings Limited UK (formerly BOC) sold their entire shareholding to TSL



**1999**

Phased out the operation of Hot Dip Plant (HDP)



**2005**

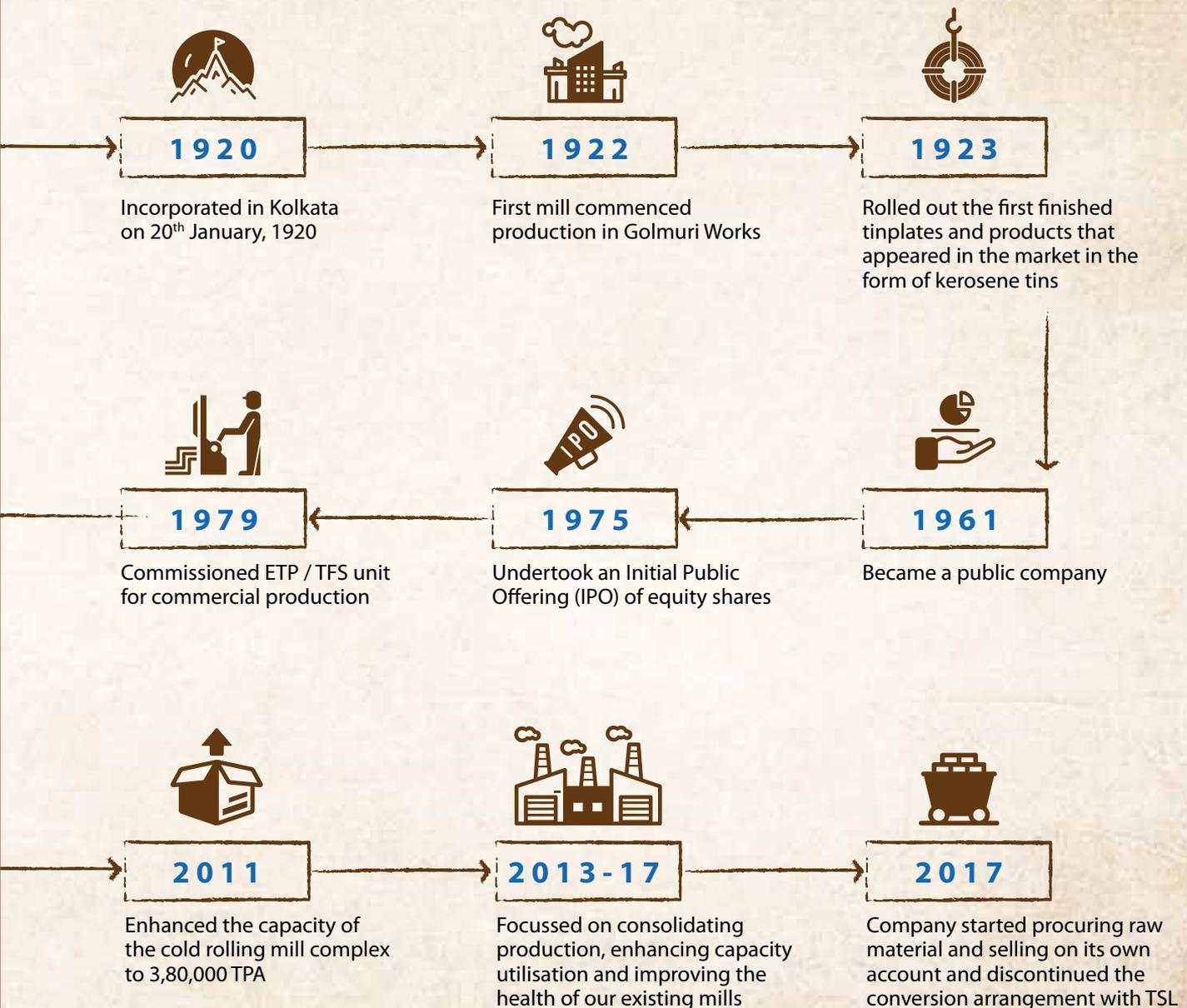
Commissioned Solution Centre to produce printed and lacquered tinplate sheets



**2008**

Installed capacity of tinning line enhanced to 3,79,000 TPA

Commenced commercial production in Second Electrolytic Tinning Line



## EXCELLENCE AND LEADERSHIP

We consistently offer our customers high-quality products that meet the most stringent industry requirements. With wide geographical reach and a variety of end uses, our products cater to various industries like processed food, edible oil and ghee, paints, pesticides, battery, aerosol and crown, among others. We have a significant presence in the domestic market, with a 45% market share.

### Vision

Be an industry leader in value creation, servicing packaging needs and creating a greener future.

### Mission

Service customer requirements of green packaging by offering reliable, cost-effective & value-added tin mill products.

<b>1<sup>ST</sup></b> Domestic tinplate producer	<b>99 YEARS</b> Since inception	<b>1,400+</b> Team strength	<b>68%</b> Prime tinplate domestic market share
<b>45% +</b> Domestic market share	<b>74.96%</b> Ownership by Tata Steel	<b>15</b> Stocking points across India	<b>24</b> Export destinations
<b>14%</b> Exports' share in revenue	<b>3,79,000 MTPA</b> Production capacity	<b>Printing and Lacquering</b> Downstream capability	<b>100% recyclable</b> Product portfolio

## What is Tinplate?

Tinplate is a high-quality, steel-based, environment-friendly packaging medium, which is 100% recyclable. It is a nine-layer sandwich with low-carbon mild-steel base, electrolytically coated with layers of alloy and free tin. This is then given a chrome passivation layer and a layer of Dioctyl Sebacate (DOS) oil to prevent friction and rust.

### WHAT MAKES TINPLATE ONE OF THE WORLD'S BEST PACKAGING SUBSTRATES?

#### Formability

Tinplate can easily be welded, soldered or lock-seamed into place to manufacture cans and other packaging materials. This offers infinite possible shapes to the finished cans.

#### Printability

Tin coating accentuates the effectiveness of colours, as the surface quality of tinplate is an ideal medium for printing. Every shade of the colour gamut can be transferred to the metal surface in gloss or matte finish in lacquered or varnish coatings.

#### Impermeability

Tinplate is among the most tolerant packaging materials due to its steel base. It is rodent-safe and provides barrier protection from bacteria and sunlight.

#### Compatibility

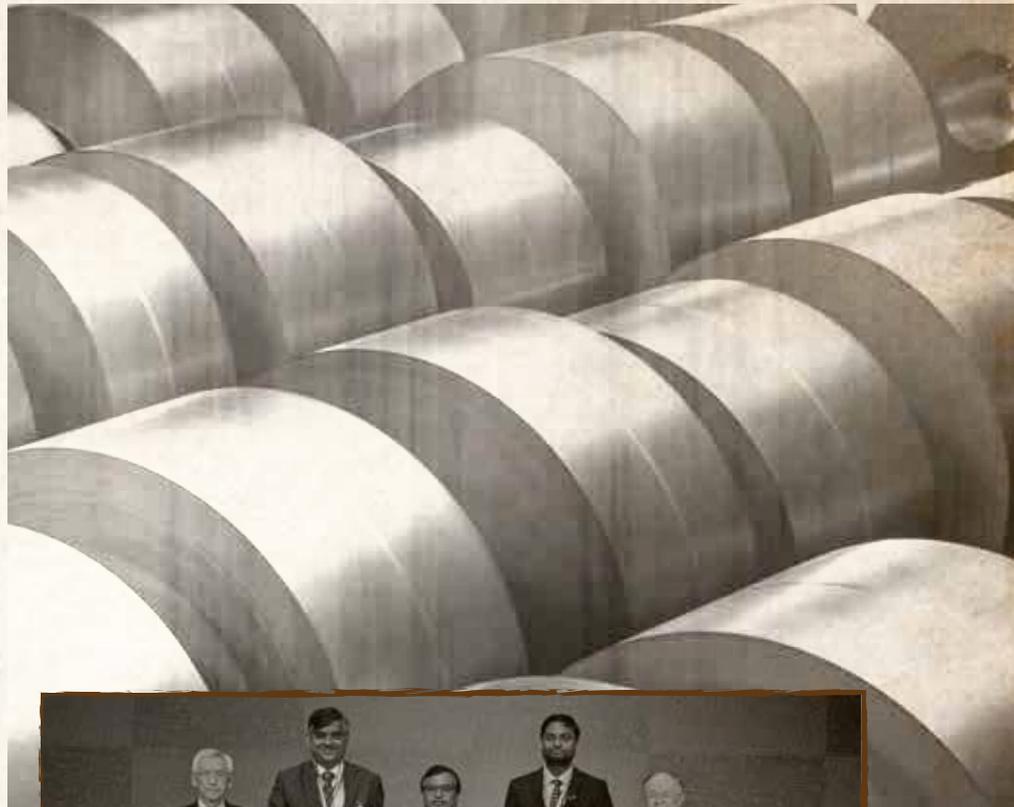
The non-reactive nature of tinplate makes it an ideal partner for food storage. Various coatings and finishes enhance its properties, preparing it for a wide range of applications.

#### Dependability

Tinplate packaging provides long shelf life to food items. It is pilfer- and tamper-proof.

#### Durability

Tinplate protects against leakages and breakages and can endure the rigours of handling and transportation. Additionally, its compressive strength allows it to be stacked, which optimises storage capacity compared to other packaging media available.



📷 During 2018-19, we received an award for 'Excellence in Consistent TPM Commitment' for the year 2018 by Japan Institute of Plant Maintenance (JIPM).

## PILLARS OF GROWTH

At TCIL, our focus is on growing as an industry leader that delivers value for all its stakeholders, addresses the packaging requirements of key industries and helps develop a greener future. Our sustainable progress is a result of a dedicated workforce, consistent customer centricity and flexible processes.

### SOPHISTICATED PRODUCTION

We are equipped to produce Single Reduced (SR) and Double Reduced (DR) tinplate, along with chrome coating (electro chromium coated steel / TFS), with equal / differential tin coatings and facilities to service the needs for Open Top Sanitary Cans (OTSC) manufacturing. All our products can be serviced in coil or sheet form according to customer requirements. Moreover, we offer additional downstream capability of printing and lacquering, in-house at the Solution Centre, making us a preferred choice of customers.

Our new venture with Service and Solutions Partners (SSPs) has paved a path for further downstream integration of the edible oil value chain. TCIL's branded product, PAXEL, is India's first branded tin can that can be directly supplied to edible oil fillers across the country. It promises unmatched value with quality par excellence, on-time delivery, and immense supply chain benefits.

### QUALITY ASSURANCE

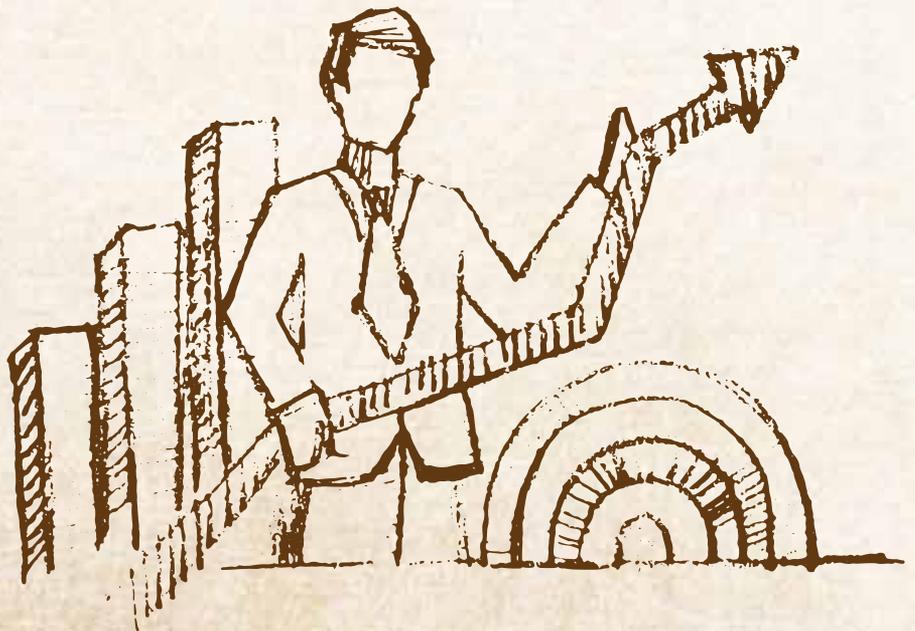
Every sheet of tinplate produced at TCIL undergoes stringent quality checks. We have a modern laboratory equipped with high-tech instruments that facilitate quick and consistent process control and product evaluation. We also conduct automatic inspection and classification that enable us to deliver value-added products to our customers.

### STATE-OF-THE-ART TECHNOLOGY

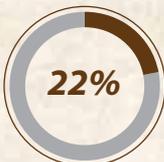
We have invested in technologies to address changing customer requirements, both for export and domestic markets. We have automated our quality processes with online quality inspection that is aimed at minimising defects at customers' end.

### CUSTOMER DELIGHT

Customer-centric services and new product solutions remain our key focus areas for promoting growth in tinplate packaging applications. Our customer delight journey begins before sales and involves helping customers select the right products. Our dedicated team of tinplate experts are available constantly to assist our customers to make the right choice, helping establish a bond that goes beyond the boundaries of customer and supplier.



## INDUSTRIES WE SERVE

Industry	What we store	How we store	Domestic market share
Edible oils	<ul style="list-style-type: none"> <li>Vegetable and seed-based oil</li> <li>Fats (Ghee)</li> </ul>	<ul style="list-style-type: none"> <li>15 l/kg metal cans</li> </ul>	
Chemicals (paints)	<ul style="list-style-type: none"> <li>Decorative paints and industrial paints</li> <li>Lube, oil, pesticides and specialty chemicals</li> </ul>	<ul style="list-style-type: none"> <li>1, 2, 4 l solvent-based paints</li> </ul>	
Processed foods	<ul style="list-style-type: none"> <li>Processed fruits, vegetables and meat</li> <li>Specialty foods and baby foods</li> <li>Milk, milk products and beverages</li> </ul>	<ul style="list-style-type: none"> <li>Large SKUs (500 ml – 2 l)</li> <li>Specialty packaging</li> <li>A2.5 – A12</li> <li>Drawn cans</li> <li>Lug caps</li> <li>Juice cans</li> <li>Open Top SanitaryCan</li> </ul>	
Aerosols	<ul style="list-style-type: none"> <li>Personal care</li> <li>Home care</li> <li>Industrial and others (e.g., Pharma)</li> </ul>	<ul style="list-style-type: none"> <li>150+ ml cans (home care, maintenance, body care, industrial and other subcategories)</li> <li>3-piece cans in chemicals but not in personal care segment</li> </ul>	
Crowns	<ul style="list-style-type: none"> <li>Beers</li> <li>Carbonated soft drinks</li> <li>Flavoured milks</li> <li>Ketchups</li> </ul>	<ul style="list-style-type: none"> <li>Crowns with 0.20 – 0.24 mm thickness</li> </ul>	
Battery	<ul style="list-style-type: none"> <li>Dry-cell batteries</li> <li>D, AA and AAA</li> </ul>	<ul style="list-style-type: none"> <li>Battery jackets</li> <li>Battery components</li> <li>R20 and R6 battery</li> </ul>	

# SUSTAINABLE COMMUNITY DEVELOPMENT



*In a free enterprise, the community is not just another stakeholder in business, but is in fact the very purpose of its existence.*

Jamsetji Tata



Inspired by the definition of Jamsetji Tata's purpose for an enterprise, we are committed to bring positive changes in the lives of the underprivileged communities through a range of social initiatives in the fields of Education, Employability, Healthcare and Sports.

## REACH OF OUR SOCIAL COMMITMENTS

Our key community-focus areas are located within 1 km radius of our Works, mostly bastees. We also extend our education initiatives to two villages and four tolas under Hurlung Panchayat, located 6 - 7 kms away from our Works. These villages and tolas are inhabited primarily by tribal communities had a high school dropout rate.

## EDUCATION

We ensure both equity and inclusion in education by enabling children from underprivileged communities, including school dropouts, to meet their learning requirements and complete their education successfully.



### Pre-nursery classes

We conduct pre-nursery classes for underprivileged children in our two Community Development Centres. We have equipped both the Centres with teaching aids and play materials to attract children to the joy of learning, attend classes regularly and learn through play. These Centres are enabling the children to get admission in formal schools across the city.

### Masti Ki Pathshala (Residential Camp School)

We started a residential camp school (Masti Ki Pathshala) as a joint initiative with Tata Steel Rural Development Society (TSRDS) for street children, who are involved in various activities like rag/slag picking, petty vending and working in street-side eateries, besides begging, to make a living. This residential campus provides shelter to these children. They are counselled and coached by a team of dedicated teachers to enable their entry into the mainstream education system. We currently have 100 children staying with us and 45 of them have been mainstreamed and admitted to a CBSE-affiliated English-Medium School.

### Remedial coaching centres for school dropouts

We run six remedial coaching centres in two villages, located 6 - 7 kms away from our Works. Our objective is to coach school dropouts to enable their admission in formal schools and track and support children studying in schools to ensure zero dropouts. This programme has helped in minimising school dropout rates in these villages.

### Education Excellence Program for Community Schools

We support seven community schools (government schools) located in the vicinity of the Tinsplate township and bastees. These schools have a high percentage of students from economically backward families and we focus on enhancing the standard of education for these children. We have introduced Tata Education Excellence Model in these schools, which encourages self-assessment and continuous improvement.

### Cash award to meritorious students

We encourage and motivate underprivileged meritorious students from community schools with cash awards under different categories. They include academics, best attendance, overall best performer in terms of discipline and other co-curricular activities.

## EMPLOYABILITY

We are helping empower girls from underprivileged and SC/ST communities by conducting various need-based skill development training programmes that enhance employability opportunities for them.



### Community Health Provider Training Programme

We facilitate the Community Health Provider Training Programme at Tinplate Hospital exclusively for girls from SC/ST and underprivileged communities to serve the growing demand for semi-nursing staff in the healthcare sector. This is a two-year training programme that covers primary, as well as advanced training, on successful completion of which, the trainees are employed at various nursing homes or serve as healthcare assistants (Dai) at village primary healthcare centres. We also coach second-year girls to appear for the General Nursing and Mid-Wifery (GNM) course and those who qualify are sponsored by us for the three-year GNM Programme, which ensures employment in government medical centres.

### Vocational training courses at Community Development (CD) Centres

We conduct vocational training in tailoring and stitching, and beautician courses at our CD Centres to provide self-earning opportunities to girls, especially from underprivileged backgrounds. These trainings enable the girls to find employment across the city or start their own establishments.

### Basic Computer & Communication Skill Training

We offer a Basic Computer & Communication Skill Training Programme. The programme's objective is to enable girls from underprivileged backgrounds acquire basic computer and communication skills, which will make them employable at BPOs, malls and other commercial establishments.

### GNM Nursing Training at government-run nursing schools in West Bengal.

We support Society for Indian Children's Welfare (SICW), Kolkata by sponsoring the annual tuition fees of 10 girls hailing from impoverished families for GNM Nursing Training at government nursing schools in West Bengal.

## SPORTS

We believe all-round development and empowerment of children can only be possible through the promotion of sports.



### Specialised training in athletics

We identify potential athletes from our community areas and groom them by providing training through a certified coach. Several children trained here have participated and won accolades at district, state and national level junior athletic meets.

### Football Feeder Centre (JFC)

It is a joint initiative of the Company and Tata Football Academy (TFA), with an objective to identify local talent from the community and train them to be a member

of the Feeder Team of Jamshedpur Football Club (JFC). JFC members also represent the state in football through specialised training under TFA.

## HEALTHCARE

We are promoting good health and providing medical care to the population at the bottom of the pyramid by supporting cancer patients and organising blood donation and health camps for communities near us.



### Tata Medical Centre, Kolkata

We extend financial support every year to 10 cancer patients from very poor financial background who are being treated at Tata Medical Centre, Kolkata.

### Blood donation camps

We arrange blood donation camps once in every three months, where people from the community participate and donate blood.

### Health camps

We organise health camps in the nearby villages and community schools.

### TataEngage Volunteering Programme

We encourage our employees to participate in the TataEngage Volunteering Programme, which makes a positive impact in the lives of the people from underprivileged communities.

## CHAIRMAN'S STATEMENT



**DEAR SHAREHOLDERS,**

**It gives me immense pleasure to present you the 100<sup>th</sup> Annual Report of your Company, along with the financial and operating performance for the financial year 2018-19.**

After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of 2018, reflecting a confluence of factors affecting major economies. Conditions have eased in 2019 as the central banks signalled a more accommodative monetary policy stance. However, global growth in 2019 is expected to be slow compared to 2018. Across all economies, the imperative is to take actions that boost potential output growth, improve inclusiveness and strengthen resilience. Additionally, there is potential upside from an early and positive resolution of the US-China trade disagreement.

In the last fiscal, the Indian economy slowed marginally due to declining growth in private consumption and muted exports, though, it continues to remain one of the fastest growing major economies of the world. Economic momentum is expected to remain steady this fiscal. Robust government spending should support growth, as should looser monetary policy and greater political certainty following the elections. However, weak public finances and global trade protectionism both weigh on prospects. The demand for tinplate has, however, remained stable, driven by paints, processed food, aerosol cans and export of crowns.

During the financial year under review, your Company achieved its highest ever production and overall sales although ETP sales performance has marginally declined due to lower exports in the first quarter of the fiscal. The Company was also bestowed the prestigious Award for Excellence in Consistent TPM Commitment for 2018 by JIPM. The Company's turnover has increased since the Company is now procuring its raw material on its own account and has discontinued the conversion arrangement with Tata Steel. The Company's profitability in FY 2018-19 declined compared to that of the previous financial year due to higher raw material costs. In spite of the decline in profit the Board of Directors of the Company have recommended the same rate of dividend.

In the present competitive environment, strategic cost reduction and efficient working capital management will play a pivotal role in achieving the desired level of performance. In order to improve market-share in metal packaging, the Company continues to focus on business development and promotion with brand owners. The Company's leadership team will continue to work towards making the enterprise more efficient, profitable and value creating in future while ensuring a safer workplace for its employees and

servicing the community at large. I may add here that with increase in domestic competition and entry of substitutes, the margins in the business may come under strain, for which your Company would place greater efforts on cost reduction, new product development, along with increased focus on customer satisfaction. In addition, the Company will continue to invest in technology to meet its quality, cost, environment and safety objectives.

On behalf of the Board of Directors of the Company, I sincerely thank all the shareholders for their continuous trust and support towards the Company. I also thank the respective Unions for their efforts and contributions. I take this opportunity to personally thank all the stakeholders and business associates who have continued to repose faith and confidence in the Company and to reassure all stakeholders that the Company remains committed to creating long-term value.

Yours sincerely,

A handwritten signature in blue ink that reads "Koushik Chatterjee".

**Koushik Chatterjee**

Chairman

DIN. 00004989

Kolkata, April 15<sup>th</sup>, 2019

# MEASURING OUR PERFORMANCE

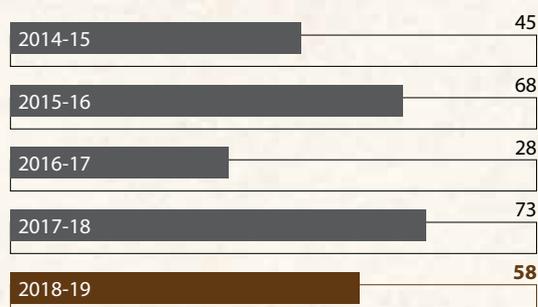
## EBIDTA (₹ in crore)



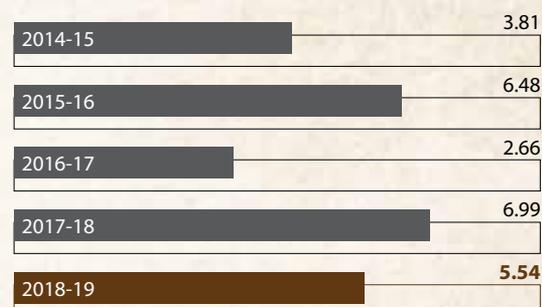
## PBT (₹ in crore)



## PAT (₹ in crore)



## EPS (₹)



## Net worth (₹ in crore)



## Production (mt)

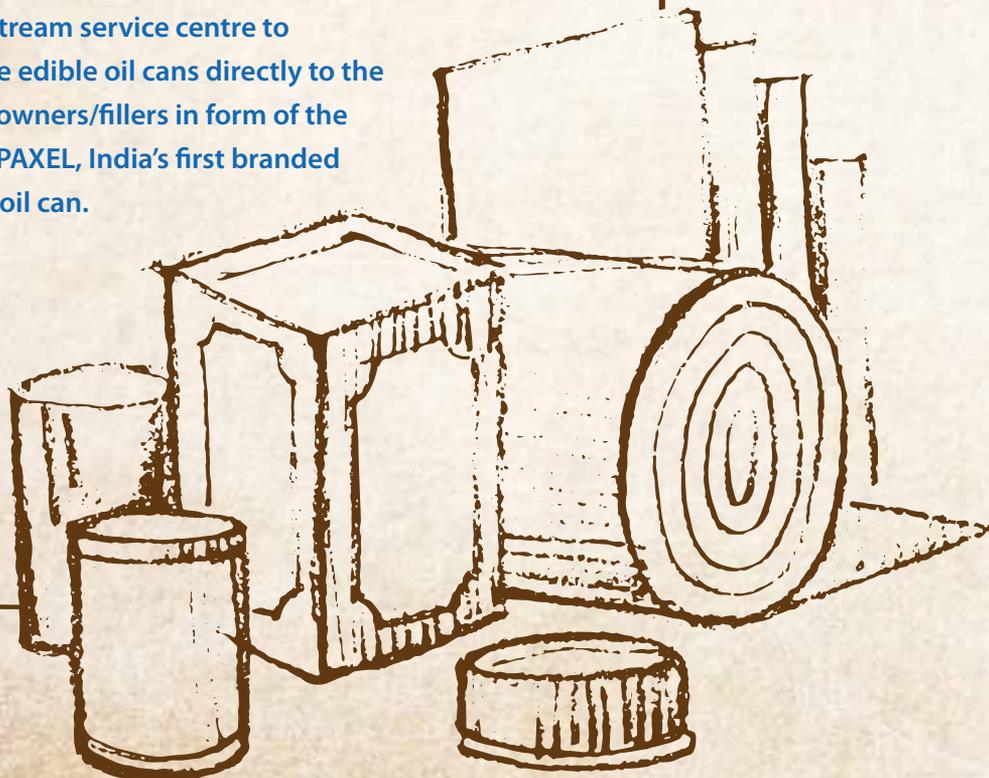


## OUR OFFERINGS

At TCIL, we manufacture Electrolytic Tinplate (ETP) and tin free steel (TFS) in sheet and coil forms, including downstream tin-mill products such as lacquered and printed sheets. Our products are 100% recyclable, and tinplate's malleability makes it suitable for fast and efficient seaming in the high-speed production of tin containers.

TCIL serves across segments such as edible oil, processed food, paints, pesticides, aerosol, battery and crown, among others. We have in-house facilities for producing printed and lacquered sheets that enable us to cater to downstream product requirements.

With the help of our Service and Solution Partners (SSPs), we recently added a downstream service centre to provide edible oil cans directly to the brand owners/fillers in form of the brand PAXEL, India's first branded edible oil can.



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## **STATUTORY REPORTS**

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## **FINANCIAL STATEMENTS**

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# NOTICE

Notice is hereby given that the HUNDRETH ANNUAL GENERAL MEETING of the members of THE TINPLATE COMPANY OF INDIA LIMITED will be held on Monday, August 26, 2019 at 3.00 p.m. at the Kala Mandir, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata 700017, to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of Rs. 2/- per fully paid Equity Shares of face value Rs.10/- each for the Financial Year 2018-19.
3. To appoint a Director in place of Mr. Anand Sen (DIN: 00237914), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

4. **Appointment of Mr. R N Murthy (DIN: 06770611) as Managing Director.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Schedule V to the Act, the consent of the Members of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. R N Murthy (DIN: 06770611) as the Managing Director of the Company for a period commencing from July 10, 2018 to July 9, 2021, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the notice convening this Annual General 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 the overall limits of Section 197 of the Act, with liberty to the Board of Directors (the ‘Board’ which term includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment and terms of remuneration in such manner so as to not exceed the limits specified in Schedule V to the Act, and as may be agreed to between the Board of Directors and Mr. R N Murthy.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. **Re-appointment of Dr. Sougata Ray (DIN: 00134136) as an Independent Director.**

To consider and if thought fit, to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, Dr Sougata Ray (DIN: 00134136), who was appointed as an Independent Director at the 95th Annual General Meeting of the Company and who holds office up to September 4, 2019, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term of five years with effect from September 5, 2019 up to September 4, 2024, not liable to retire by rotation.”

6. **Re-appointment of Mr. B N Samal (DIN : 00429902) as an Independent Director.**

To consider and if thought fit, to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, Mr. B N Samal (DIN: 00429902), who was appointed as an Independent Director at the 96th Annual

General Meeting of the Company and who holds office up to January 21, 2020, and who is eligible for re-appointment, and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term commencing from January 22, 2020 up to March 3, 2023, not liable to retire by rotation."

**7. Ratification of excess quantum of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2018-19**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting of the Company held on July 3, 2018 and pursuant to the provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the relevant provisions of the Companies Act, 2013 read with related Rules thereto, if applicable, and the Company's policy on Related Party Transaction(s), consent of the Members of the Company be and is hereby accorded for the transactions entered into by the Company with Tata Steel Limited ("TSL") [a "Related Party" in terms of Regulation 2(1)(zb) of SEBI Listing Regulations] in connection with purchase of Hot Rolled Coils, in the ordinary course of business and also at arm's length, for a sum of Rs. 2,051.82 crores (Rupees Two thousand Fifty one crores and eighty two lakhs) in FY 2018-19, which is in excess of the shareholders' approval taken on July 3, 2018 for Rs. 2,000 crores (Rupees Two Thousand crores) per annum for FY 2018-19 and accordingly the excess quantum of transactions carried out in FY 2018-19 be and is hereby ratified.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**8. Approval of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2019-20 and subsequent financial years.**

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 Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and the relevant provisions of the Companies Act, 2013 read with related Rules thereto, if applicable, and the Company's policy on Related Party Transaction(s), consent of the Members of the Company be and is hereby accorded to enter into contract(s) / arrangement(s) / transaction(s) to purchase Hot Rolled Coils from Tata Steel Limited (TSL) [a "Related Party" in terms of Regulation 2(1)(zb) of SEBI Listing Regulations], as per the contract(s) / arrangement(s) (as detailed in the Statement annexed to the Notice), in the ordinary course of business and also at arm's length for a sum not exceeding Rs. 2,500 crores (Rupees Two Thousand Five Hundred crores) per annum for FY 2019-20 and each subsequent financial years, till the termination of the said arrangement.

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, Company Secretary or 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).

**9. Ratification of Cost Auditors' remuneration.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of Rs.1.80 lakhs per annum plus applicable taxes, out-of-pocket, travelling and living expenses, payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration No.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 Audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company."

**NOTES :**

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice, is annexed hereto. The relevant details of Directors seeking appointment / reappointment under item Nos. 3, 4, 5 and 6 pursuant to applicable Regulations of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India is furnished as annexure to the Notice.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (c) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (d) In case of joint holders attending the Meeting, 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.
- (e) The Register of Members of the Company will be closed

from Wednesday, August 14, 2019 to Monday, August 26, 2019 (both days inclusive) for the purpose of Annual General Meeting and dividend for Financial Year 2018-19.

- (f) If dividend on the Equity Shares as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made on and from Thursday, August 29, 2019 as under:
- In respect of Equity Shares held in physical form, to all those members whose names appear on the Company's Register of Members as on Tuesday, August 13, 2019 after giving effect to valid transmission or transposition requests lodged with the Company on or before the close of business hours on Tuesday, August 13, 2019.
  - In respect of Equity Shares held in electronic form, to all the beneficial owners of the shares as at the end of business hours on Tuesday, August 13, 2019 as per details furnished by the Depositories for this purpose.

Members are requested to register their bank details with their depository participant in case they hold shares in electronic form or with the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited in case of holding in physical form to facilitate payment of dividend etc. either in electronic mode or for printing on the payment instruments.

- (g) 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 at [company.secretariat@tatatinsplate.com](mailto:company.secretariat@tatatinsplate.com) or Company's Registrars and Transfer Agents, TSR Darashaw Limited at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) and at + 91 22 66568484 for assistance in this regard.
- (h) 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 Depository Participants in case the shares are held in electronic form and to TSR Darashaw Limited in case the shares are held in physical form.
- (i) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TSR Darashaw Limited, 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.

- (j) Members/proxies/authorized representatives are requested to bring their duly filled attendance slips to attend the Meeting.
- (k) Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the Members.
- (l) Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
- (m) 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](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
- Members may note that the list of unpaid/ unclaimed dividend is available on the website of the Company at [www.tatatinplate.com](http://www.tatatinplate.com).
- (n) Members who have not yet encashed their dividend warrants for the financial years ended March 31, 2012 onwards are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for financial year 2011-12 can be claimed by shareholders by October 3, 2019.
- (o) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.
- (p) As per the provisions of the Companies Act, 2013 facility for making nominations is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants. The contact details of the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited are given in this Annual report.
- register their email addresses with TSR Darashaw Limited / Depositories based on the mode in which the shares were held.
- (q) In accordance with the Companies Act, 2013 read with the applicable Rules the Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that Annual Report 2018-19 will also be available on the Company's website at [www.tatatinplate.com](http://www.tatatinplate.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- (r) At the 98th AGM held on July 25, 2017 the members approved appointment of Price Waterhouse & Co. Chartered Accountants LLP, Chartered Accountants (Firm Registration No.304026E/E300009) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 103rd AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 100th AGM.
- (s) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI Listing Regulations, as amended, and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

The procedure and instructions for remote e-voting are as under :

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b) Click on "Shareholders" tab.
- c) Now enter your User ID
  - i. For CDSL : 16 digits beneficiary ID,
  - ii. For NSDL : 8 Character, DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.

To support the Green Initiative, the Members who have not yet registered their email addresses are requested to

- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name followed by the last 8 digits of their Demat Account Number / Folio Number as the case may be in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records for the said demat account or folio.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records for the said demat account or folio. If both details are not recorded with the Depository or Company please enter the number of shares held in the bank account field.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not

to share your password with any other person and take utmost care to keep your password confidential.

- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant "The Tinsplate Company of India Limited" on which you choose to vote.
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting cast by you by clicking on "Click here to print" option on the Voting page.
- p. If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Note for Institutional Shareholders :
  - ▶ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - ▶ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ▶ After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - ▶ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ▶ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

2. In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call CDSL at 1800225533.
3. E-voting period will commence from Friday, 23rd August, 2019 (9.00 AM IST) and will end on Sunday, 25th August, 2019, (5.00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, August 19, 2019 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
4. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, August 19, 2019.  
  
Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting, as well as voting at the Annual General Meeting (AGM) through ballot paper.
5. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of cut-off date i.e. Monday, August 19, 2019, may obtain login ID and password by following the procedure and instructions for remote e-voting as stated above. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using “Forgot User Details / Password” option available on [www.evotingindia.com](http://www.evotingindia.com).
6. A Member can opt for only one mode of voting i.e., either through e-voting or at the venue of AGM through ballot paper. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting through ballot paper shall be treated as invalid.
7. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting.
8. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
9. Mr A K Labh, Practising Company Secretary (FCS-4848 / CP-3238) of M/s A K Labh & Co. Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the venue of AGM in a fair and transparent manner.
10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
11. The Scrutinizer will collate the votes cast at the AGM, votes downloaded from the e-voting system and make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
12. The results declared along with the Scrutiniser’s Report shall immediately be placed on the Company’s website [www.tatatinplate.com](http://www.tatatinplate.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

15th April, 2019

By Order of the Board of Directors

Registered Office :

4, Bankshall Street

Kolkata 700001

CIN : L28112WB1920PLC003606

Tel : 91 33 22435401, Fax : 91 33 22304170

Email : [company.secretariat@tatatinplate.com](mailto:company.secretariat@tatatinplate.com)

Website : [www.tatatinplate.com](http://www.tatatinplate.com)

**Kaushik Seal**

Company Secretary

ACS No. : 21647

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Statement sets out all material facts relating to the business mentioned under item Nos. 4 to 9 of the accompanying Notice.

### Item No. 4

Consequent upon stepping down of Mr Tarun Kumar Daga as Managing Director of the Company with effect from July 10, 2018, the Board of Directors of the Company (the Board), at its meeting held on July 6, 2018, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. R N Murthy, Executive Director of the Company as the Managing Director of the Company for a period of 3 years with effect from July 10, 2018 subject to the approval of the shareholders.

Further, the Board, based on the recommendation of the NRC, approved the terms and conditions of Mr. Murthy's appointment, subject to the approval of the shareholders.

Mr. Murthy is a Metallurgical Engineer from IT – BHU. He joined Special Steels Limited (SSL) in 1986 and gained experience in the various production units. Then he joined the International Trading Division of Tata Steel Ltd. (TSL) in 1992 and thereafter held various positions in TSL. In December, 2013, Mr. Murthy was appointed as the Managing Director of TM International Logistics Limited (TMILL) and thereafter he was appointed as the Executive Director of the Company with effect from July 1, 2017.

The main terms and conditions relating to the appointment and terms of remuneration of Mr. R N Murthy as Managing Director are as follows:

1. **Period** : 3 years. From July 10, 2018 to July 9, 2021
2. **Duties and Powers** : Mr. Murthy 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 : Current basic salary Rs.3,75,772/- per month in the salary scale of Rs.3,00,000/- to Rs.5,30,000/- per month, with annual increments effective 1st April, each year, as may be decided by the Board, based on merit and taking into account the Company's performance for the year.
  - b. Performance Bonus/Commission : Mr. Murthy shall be entitled to annual performance linked bonus and/

or Commission, not exceeding twice of 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. Murthy 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%
		<u>50.00%</u>
iv) Personal Accident Insurance	} @ actuals subject to a cap of	
v) Club Membership fees		5.00%
		<u>55.00%</u>

- f. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.

- g. Mr. Murthy shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by Mr. Murthy 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. Murthy's appointment, the Company shall pay him remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as approved by the Board, subject to provisions of the Act and Schedule V of 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 of 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 of the Company. This would be applicable in lieu of the Special Retirement Benefits for MD/ED as per the Tata Group norms.
7. **Variation**  
The terms and conditions of the appointment of the Managing Director and / or this Agreement 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. Murthy, so long as he functions as such, 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. Murthy 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. Murthy 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 Murthy 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. Murthy 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 R N Murthy 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. R. N. Murthy are provided as annexure to this Notice.
- None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. R. N. Murthy, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the 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 appointment and terms of remuneration of Mr. Murthy as Managing Director as set out above.
- The Board recommends the Resolution set forth in Item No. 4 for the approval of Members.

### Item No. 5

Dr. Sougata Ray (DIN 00134136) was appointed as a Non-Executive Director of the Company effective May 4, 2011. On April 1, 2014, the Ministry of Corporate Affairs notified Section 149 of the Act and related Rules. Pursuant to the said provisions, Dr. Ray was appointed as an Independent Director of the Company by the Shareholders of the Company at the 95th Annual General Meeting held on September 5, 2014, for a period of five years with effect from September 5, 2014 up to September 4, 2019.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Dr. Sougata Ray (DIN 00134136) as Independent Director, for a second term of five years from 5th September, 2019 to 4th September, 2024, not liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Dr. Ray would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act, an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and is eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in the Board's Report.

The Company has received from Dr Ray a consent in writing to act as a Director in Form DIR-2 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Dr. Ray has also given a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Dr Ray is a person of integrity, fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday and Sunday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Dr Sougata Ray graduated in Mechanical Engineering from Indian Institute of Engineering, Science and Technology, Shibpur. He is a Fellow (Ph.D) in Management from Indian Institute of Management, Ahmedabad. Dr. Ray is a professor of strategic management of Indian Institute of Management Calcutta. He has more than 25 years of experience in industry and academics as an Executive, Researcher, Teacher, Administrator and Corporate Advisor. He has worked as a front-line manager in SAIL during 1989-1993, as Head of innovation Lab in Infosys Technologies during 2008-2010, as the founding faculty and Chairman of the MBA programme at IIM-Indore during 1998-2000. Since early 2000, he has been associated with IIM, Calcutta and has been a professor since 2006 and a faculty member on the Board of Governors of Indian Institute of Management Calcutta since 2017. He has served as dean of IIMC during 2010-12. He has been an advisor and Senior Research Fellow of Thomas Schmidheiny Centre of Family Enterprise at Indian School of Business since 2014. He has also served as short term visiting scholar in a number of well-known business schools in Asia, Europe and North America.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, 2015, each as amended, the re-appointment of Dr. Ray as an Independent Director of the Company for a second term commencing September 5, 2019 through September 4, 2024 is being placed before the Shareholders for their approval by way of a special resolution. Dr. Ray once appointed, will not be liable to retire by rotation.

The Board recommends the special resolution at Item No.5 of the Notice for approval of the shareholders.

None of the directors and/or Key Managerial Personnel (KMP) of the Company and/or their respective relatives except Dr Sougata Ray to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

### Item No. 6

Mr B N Samal (DIN 00429902) was appointed as Independent Director at the Annual General Meeting ("AGM") of the Company held on 23rd September, 2015 and holds office up to 21st January 2020. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr Samal as Independent Director, for a second term commencing from 22nd January 2020 till 3rd March 2023, when he retires as per the Company's Governance Guidelines. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr Samal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act, an Independent Director can hold office for

a term of up to five consecutive years on the Board of a company, and is eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in the Board's Report.

The Company has received from Mr Samal a consent in writing to act as Director in Form DIR-2 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr Samal has also given a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mr Samal is a person of integrity, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday and Sunday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr Samal had retired as the Executive Director from LIC of India at the end of 2013, where he shouldered various responsibilities for 36 years. He was a Senior Executive in LIC's Top Management for 11 years. As the founding Director & Chief Executive of their start up subsidiary company, LIC HFL Care Homes, he pioneered its unique CSR venture, the first time from a public sector company in India. He headed LIC Housing Finance's Recovery portfolio simultaneously wherein he brought down their NPA to a record low.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, 2015, each as amended, the re-appointment of Mr. B N Samal as an Independent Director of the Company for a second term commencing January 22, 2020 through March 3, 2023 is being placed before the Shareholders for their approval by way of a special resolution. Mr. Samal once appointed, will not be liable to retire by rotation.

The Board recommends the special resolution at Item No.6 of the Notice for approval of the shareholders.

None of the directors and/or Key Managerial Personnel (KMP) of the Company and/or their respective relatives except Mr B N Samal, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

## Item Nos. 7 & 8

### i. Context

The shareholders of the Company at the AGM held on July 3, 2018, had approved purchase of Hot Rolled Coils ("HRC") from

Tata Steel Limited ("TSL") for a sum not exceeding Rs. 2,000 crores per annum as a material related party transaction. However, in FY 2018-19, the value of HRC purchased from TSL was Rs. 2,051.82 crores and hence had exceeded the approved limit of Rs. 2,000 crores by Rs. 51.82 crores due to increase in price of HRC. The Company had sought necessary prior approval from the Audit Committee and the Board of Directors to continue purchase of HRC from TSL beyond the approved limit. Further considering the increase in price of HRC, the value of HRC required to be purchased from TSL in FY 2019-20 and for each subsequent financial year is estimated to be Rs. 2,500 crores per annum, till the termination of the arrangement. The above said related party transaction for FY 2019-20 was approved by the Audit Committee.

Resolutions are placed before the Members to ratify the excess purchase of HRC from TSL amounting to Rs. 51.82 crores for FY 2018-19 and to approve the purchase of HRC from TSL for a sum not exceeding Rs. 2,500 crores for FY 2019-20 and for each subsequent financial years, till the termination of the arrangement.

### ii. Background, details and benefits of the transaction

The Company, commencing from the quarter ended September 30, 2017 had transitioned from the arrangement of converting HRC supplied by TSL into Electrolytic Tinplate ("ETP") and assisting TSL in selling the same to the end consumers, to purchase of HRC from TSL and/or other suppliers and manufacture and sale of ETP and other products on its own account. In the previous financial year, the Company had purchased HRC amounting to Rs. 2,051.82 crore from TSL. In this context it is pertinent to mention that the performance of the Company primarily depends on the price, quality and availability of HRC. In view of the above, the Company, in relation to FY 2019-20 and for subsequent financial years, proposes to continue the purchase of HRC from TSL in order to benefit from the lower freight cost because of its proximity to TSL works and to ensure consistent supply of required quality of HRC.

### iii. Approval being sought

As per the requirements of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Regulation 2015], all material related party transactions shall require the approval of the shareholders through a Resolution. Further, the Explanation to Regulation 23(1) of SEBI Regulations 2015 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 SEBI Regulations 2015. In the previous financial year, due to increase in HRC price, the total value of HRC purchased from TSL was Rs. 2,051.82 crores which exceeded the shareholders' approval of Rs 2,000 crores at the AGM held on July 3, 2018. Moreover, considering the increase in price of HRC, the value

of HRC required to be purchased from TSL in FY 2019-20 is estimated to be Rs. 2,500 crores per annum which would breach the materiality threshold of 10% of the annual consolidated turnover of the Company i.e. Rs 261.36 crores as per the last audited financial statements of FY 2018-19.

Hence, it is proposed to obtain shareholders' ratification for the excess purchase of HRC amounting to Rs.51.82 crores in FY 2018-19 and for purchase of HRC from TSL for a sum not exceeding Rs.2,500 crores for FY 2019-20 and each subsequent financial years, till the termination of the arrangement.

iv. **Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 as amended till date, particulars of transaction, etc. are as under:**

Sl. No.	Description	Details
1.	Name of the Related Party	Tata Steel Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr Koushik Chatterjee, Chairman of the Board
3.	Nature of Relationship	<ul style="list-style-type: none"> <li>Tata Steel Limited is holding 74.96% of the equity shares of the Company</li> <li>Mr Koushik Chatterjee, the Chairman of the Company is also the Executive Director and Chief Financial Officer of Tata Steel Limited</li> </ul>
4.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves purchase of Hot Rolled Coils from Tata Steel Limited upto an annual amount of Rs. 2,500 crores for the purpose of manufacturing of Electrolytic Tinplate and other products and thereafter selling of the same to end consumers.
5.	Any other information relevant or important for 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.

v. **Arm's length pricing**

The related party transaction mentioned in this proposal has been evaluated by external independent consulting firm and the firm has confirmed that the proposed pricing mechanism mentioned above meets the arm's length testing criteria. The related party transactions are also in the ordinary course of business.

- vi. The Board recommends the ordinary resolutions set forth in item nos. 7 & 8 of the Notice for approval of the shareholders.
- vii. None of the Directors, Key Managerial Personnel (KMPs) or their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions mentioned at Item Nos. 7 & 8 of the Notice.

**Item No. 9**

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice.

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Shome & Banerjee, Cost Accountants (Firm Registration No.000001) as Cost Auditors, to conduct Cost Audit for the financial year ending March 31, 2020 at a fee of Rs. 1.80 lacs per annum plus applicable taxes and reimbursement of out-of-pocket, travelling and living expenses.

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. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

M/s Shome & Banerjee have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s Shome & Banerjee have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company.

The Board recommends the Resolution set forth in Item No. 9 for approval of the shareholders.

None of the Directors or Key Managerial Personnel (KMPs) or their relatives are concerned or interested in the Resolution mentioned at item No.9 of the convening Notice.

15th April, 2019

By Order of the Board of Directors

Registered Office :  
4, Bankshall Street  
Kolkata 700001  
CIN : L28112WB1920PLC003606  
Tel : 91 33 22435401, Fax : 91 33 22304170  
Email : company.secretariat@tatatinplate.com  
Website : www.tatatinplate.com

**Kaushik Seal**  
Company Secretary  
ACS No. : 21647

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING :**

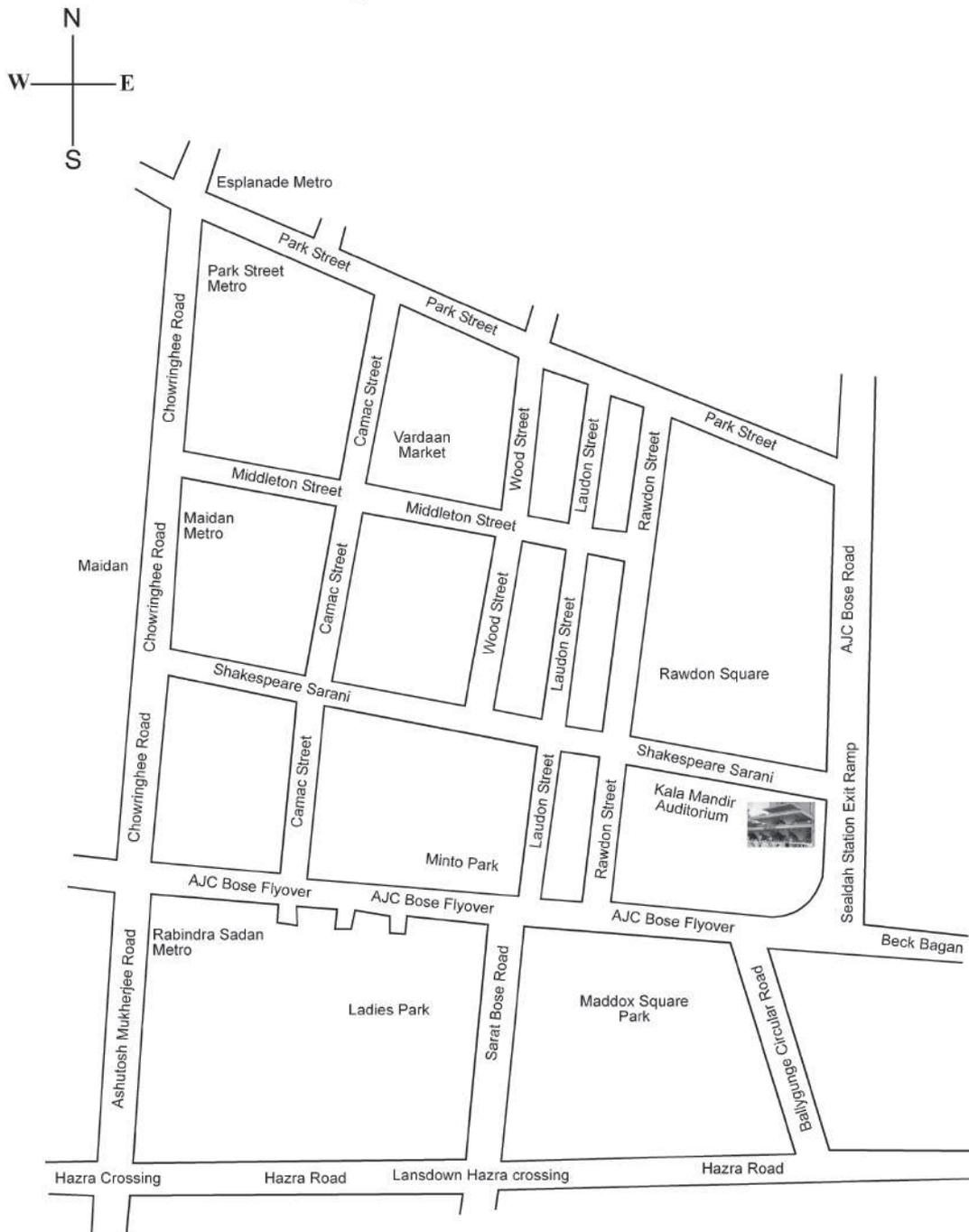
<b>Name of Director</b>	<b>Mr Anand Sen</b>	<b>Dr Sougata Ray</b>	<b>Mr B N Samal</b>	<b>Mr R N Murthy</b>
<b>Date of Birth</b>	17th September 1959	10th September 1968	4th March 1953	17th November 1964
<b>Date of Appointment</b>	25th July 2002	5th September 2014	22nd January 2015	10th July 2018
<b>Qualification</b>	B.Tech. (Met), PGDBM	B.Tech(Mechanical), Ph.D in Management	B.Com. (Distinction) from Utkal University, Odisha	Metallurgical Engineer from IT – BHU
<b>Expertise in specific functional areas</b>	Expertise in the field of Marketing, presently President (TQM & Steel Business) of Tata Steel Limited	Experienced in Business Strategy, international business, organizational transformation, innovation and corporate sustainability strategy.	Experienced in the fields of Insurance, Housing Finance & Administration. Also associated with providing in-house training to serving officials as well as with service activities of various renowned institutions.	General Management, Steel Manufacturing, Revenue Planning & Cost Control, Business Development & Supply Chain Management.
<b>Directorship held in other Companies</b>	Tayo Rolls Limited Tata Steel Processing & Distribution Ltd. Tata Steel BSL Ltd Tata Blue Scope Pvt.Ltd. Jamshedpur Continuous Annealing & Processing Co. Pvt. Ltd. Natsteel Holdings Pte Ltd., Singapore	Tata Sponge Iron Ltd Neomega Intelligent Solutions Private Ltd CINI Community Initiatives (Section 8 Company) Xpertifi Private Ltd	N.A.	Golmuri Club Tinplate Promotion Council
<b>Membership/ Chairmanship of Committees*</b>	Tayo Rolls Ltd (SRC, NRC) Natsteel Holdings Pte Ltd., Singapore (AC, NRC) Tata Steel Processing & Distribution Ltd (NRC) Tata Blue Scope Pvt. Ltd. (CSR, NRC) Jamshedpur Continuous Annealing & Processing Co. Pvt. Ltd.(NRC) Tata Steel BSL Ltd (NRC, SRC, CSR)	Tata Sponge Iron Ltd (SRC, CSR)	N.A.	N.A.
<b>No. of shares held in the Company</b>	NIL	NIL	NIL	NIL

\* Includes Audit Committee (AC), Stakeholders' Relationship Committee (SRC) Nomination and Remuneration Committee (NRC) Corporate Social Responsibility Committee (CSR).

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

# Road Map to the AGM Venue is provided in the next page.

### ROAD MAP TO THE AGM VENUE



**KALA MANDIR**  
**SANGIT KALA MANDIR TRUST**  
**48, SHAKESPEARE SARANI**  
**KOLKATA 700 017**

# DIRECTORS' REPORT

TO THE MEMBERS,

The Board of Directors hereby present the 100th Annual Report on the business and operations of your Company along with the audited financial statements for the year ended 31st March 2019.

## FINANCIAL RESULTS

	₹ Lacs	
	FY 2018-19	FY 2017-18
Gross Sales/Income	258,450	191,869
Total Expenditure	245,124	175,473
Operating Profit	13,326	16,396
Add: Dividend and Other Income	2,918	1,648
Profit before finance cost, depreciation, exceptional items and taxes	16,244	18,044
Less : Finance Cost	715	330
Profit before depreciation, exceptional items and taxes	15,529	17,714
Less : Depreciation	6,352	6,192
Profit before exceptional items and taxes	9,177	11,522
Add : Exceptional Items	-	-
Profit before taxes	9,177	11,522
Less : Taxation Expenses	3,377	4,206
Profit for the period	5,800	7,316
Add : Other Comprehensive Income (net of taxes)	163	142
Total Comprehensive Income	5,963	7,458
Retained earnings Opening Balance	13,922	8,480
Add : Transfer from Equity Revaluation Reserve on disposal of Investment	-	-
Less : Dividend paid to Equity Shareholders	2,094	1,675
Less : Tax on Dividends	430	341
Less : Transfer to General Reserve	-	-
Retained Earnings Closing Balance	17,361	13,922

## DIVIDEND

The Board has recommended a dividend of Rs. 2 per fully paid-up Equity Shares on 10,46,67,638 Equity Shares of face value of Rs.10 each for the year ended 31st March, 2019 (Rs. 2 per Equity Share for the year ended 31st March, 2018). The total dividend on Equity Shares including dividend tax for FY 2018-19 would aggregate to Rs. 2,524 lacs.

The dividend on Equity Shares is subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM).

## TRANSFER TO RESERVE

The Board of Directors have decided to retain the entire amount of Rs 17,361 Lacs in the Statement of profit and loss.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (SEBI Regulations, 2015) is incorporated herein by reference and forms an integral part of this report as **Annexure 1**.

## ECONOMIC ENVIRONMENT

Global economy in 2018 grew at 3.7%, touching its peak in first half of the year and later tapering down marginally. US led tariff actions de-railed the global trade growth in second half of the year while economic sanctions imposed by US on Iran and Venezuela supported rise in crude oil prices that impacted growth of importing countries. Higher energy prices coupled with consistent hikes in Fed Rate supported increase in inflation globally.

Economic growth is expected to decline marginally in 2019 with growth in advanced economies projected below 2%. Slowdown in trade may remain with continuation of protectionist policies led by US and China. Crude oil prices are projected to be in the range of \$60-70/barrel. Elections across emerging markets (India, Indonesia, Philippines, Thailand, Nigeria and South Africa) and Europe (Greece, Poland, Ukraine) may temporarily slow down the pace of economic growth. Protectionism and external debt management of Emerging Markets and Developing Economies (EMDEs) amidst 'Capital Flight' may remain as key risk to be managed.

India's GDP growth slipped marginally in FY 2018-19 at 7% compared to 7.2% in FY 2017-18 on account of trade slowdown, higher import bill, though it remained the fastest growing economies amongst the EMDEs. Manufacturing capacity utilization increased but private investment pickup was moderate. Increase in global crude oil prices leading to high import bill paid in USD kept pressure on Rupee throughout the year. Indian economy witnessed stabilization of GST besides significant steps being undertaken towards resolution of problems associated with non-performing assets of the banks and further liberalization of foreign direct investments. This has further strengthened the reforms momentum and has resulted in increased economic activities across the organized sectors of the Indian economy.

India is expected to continue with its growth trajectory (7.3% in FY 2019-20) led by consumption, rural development, infrastructure investment, expansion of manufacturing activities and with greater political certainty following the elections. Crude oil prices are likely to remain high and pressure on INR is likely to continue due to a strong dollar, keeping pressure on Government finances.

Apparent steel use in India grew by 7% in FY 2018-19 over FY 2017-18 crossing 104 million MT mark driven primarily by increase in flat product steel use. Indian steel demand is likely to remain healthy, however, India will become net importer of steel again due to expected rise in imports. Capacity utilization of steel manufacturers in FY 2018-19 increased to 80% (5% higher than previous year) and is expected to further improve on account of resolution of stressed assets.

Tinplate consumption in India grew by 6% in FY 2018-19 primarily driven by paints and aerosol end use segments growing at ~8% each. Tin Free Steel (TFS) for crown caps also increased considerably by 18% on the back of domestic consumption and increasing export orders with Indian Crown fabricators. Demand from Oil Can, one of the largest end use segments, was much lower than expected as fillers chose alternate packaging medium owing to steep increase in tinplate price. India witnessed its highest ever imports of Tinplate in FY 2018-19 with a growth of 14% while domestic production remained marginally higher in FY 2018-19.

## PERFORMANCE

During the year under review the operational performance of the Company marginally improved achieving all-time high production of 357,600 MT. Sales of finished goods marginally declined to 359,500 MT on account of lower exports due to lower international prices. However domestic sales crossed the 300,000 MT barrier achieving an all-time high. The Company's EBITDA (Earnings before interest, taxes, depreciation, and amortization) for FY 2018-19 is Rs. 16,244 lacs as compared to Rs.18,044 lacs in FY 2017-18 mainly due to higher cost of raw materials. Consequently, profit after tax decreased from Rs. 7,316 lacs in FY 2017-18 to Rs. 5,800 lacs in FY 2018-19.

The Company, from July 2017 had started procuring its raw material and selling finished goods on its own account and had discontinued the conversion arrangement with Tata Steel. In view of this transition and coupled with price escalation the turnover of the Company in FY 2018-19 had significantly increased and is not comparable with that of the previous years.

The Company's domestic sales increased to 302,000 MT from 293,000 MT in FY 2017-18 helping in retaining the domestic market share of 45%. Company's sales to end-use segments such as paints and crown grew by 32% and 75% respectively. In the present financial year the Company attained much higher level of Customer satisfaction through its efforts for improvement in product quality, delivery performance and complaints handling mechanism.

The Company launched its branded tin cans - "PAXEL" in domestic market for Multinational Companies edible oil brands through a Service & Solution Partners [SSP] at Kandla. This is one of the initiatives taken by the Company to protect the Company's market share in Oil can market in light of growing competition. In addition it improves Company's knowledge and skill sets while interacting with the brand owners directly. PAXEL sales ramped up through Q4 and recorded sales of 22 lacs cans in FY 2018-19.

About 16% of the Company's production was exported to neighboring countries, Middle East, SE Asia, Europe and parts of Africa. Exports at 57,100 MT were 17% lower compared to previous financial year, owing to subdued international prices in Q1 FY 2018-19. The year also witnessed an all-time high sales into Africa on the back of winning some of the Food & General Line businesses in Tunisia.

The Company also increased its sales of new products by 45% over the previous year while sales to new markets increased by 22%. Conversion of Conipails & Drums from traditionally used CRCA steel to Electrolytic Tinplate (ETP) has been well accepted by some of the top industrial paints and chemical brands, resulting in an increase of 140% in sales of these products. These initiatives would go a long way in protecting Company's domestic market share.

## SAFETY, HEALTH AND ENVIRONMENT

Your Company is committed to ensuring zero harm to employees, to any person in the Company premises and to the community. Safety has been considered as one of the key performance indicators of the Company and Employees' health and safety is accorded highest priority by the Company. Safety and occupational health responsibilities are integral to your Company's business processes as laid down in the Company's Safety & Health Policy, Standards and Working procedures. In order to enhance safety in the workplace the Company is continuously focusing on improved training, new initiatives and communications.

In the last financial year there were two lost time injury (LTI) incidents. These incidents have undergone detailed investigation and the recommendations have been implemented. For FY 2018-19, the Lost Time Injury Frequency rate is at 0.40.

As a process the Company has been continuously monitoring the health of the employees, with respect to the work environment and no significant deficiencies in workplace health and hygiene conditions have been observed.

Through adoption of sustainable practices your Company is committed to minimizing the environmental impact of its operations. Approved Rainwater harvesting plan has been implemented at hospital and is under progress at works. Efforts are being made to reduce fumes in workplace by installation of fume extraction system and improve air ventilation. The major focus areas are - water conservation, reduction in emission / effluents, waste minimization, energy management and tree plantation. Actions to reduce carbon footprint through reduction in energy and fuel consumption, have been continued in the year FY 2018-19 as well.

## MEETINGS OF THE BOARD AND ITS COMMITTEES

### BOARD MEETINGS

In the last financial year i.e. FY 2018-19 the Board of Directors met five times. The intervening gap between the meetings was within the limits prescribed under the Act and SEBI Regulations, 2015. The details of the Board Meetings are provided in the Corporate Governance Report forming part of this Report.

### FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has adopted a policy on familiarization programme for independent directors. All new Independent Directors (IDs) inducted into the Board are presented with an overview of the Company's business operations, products, organization structures and about the Board constitution and its procedures. Details of the familiarization program for Independent Directors can be accessed at <http://www.tatatinplate.com/content/pdf/corporate-governance/IndependentDirectorFamiliarizationEducationProgramme.pdf>

### BOARD EVALUATION

In compliance with the provisions of the Act and SEBI Regulations, 2015 the process and criteria for annual performance evaluation of the Board, its Committees and individual Directors had been laid down by the Nomination and Remuneration Committee and the Board of Directors of the Company. In adherence to the statutory requirement the Board of Directors have carried out an evaluation of its own performance, its Committees and that of its individual Directors.

Various aspects had been covered under the evaluation process which included Board structure and composition, frequency

of Board Meetings, participation in the long term strategic planning, contribution to and monitoring of corporate governance practices and the fulfilment of Directors' obligation and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

The Independent Directors at their meeting, reviewed the performance of the Board, Chairman of the Board and of Non-Executive Directors. Nomination and Remuneration Committee at its meeting reviewed the performance of the Board as a whole; and that of the individual directors.

The Board at its meeting reviewed the performance of the Board as a whole, its Committees and individual Directors, taking into account feedback of the Nomination and Remuneration Committee and the Independent Directors which included the evaluation of the Chairman and Non-Independent Directors of the Company.

The evaluation process of the Board is based on constructive relationship between the Board and the Management and it communicates to all stakeholders about the Board's accountability for its performance and thus strengthening the sense of responsibility among its stakeholders. The evaluation process demonstrates the Board's commitment towards best practice and its confidence towards the ethical standards of the Company.

## POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, SENIOR MANAGEMENT AND OTHER DETAILS

The Board of Directors of the Company in adherence to Section 178(3) of the Act and considering the recommendation of the Nomination and Remuneration Committee has adopted the following two policies:

1. Policy on Appointment and Removal of Directors
2. Remuneration Policy of Directors, KMPs and others

The details of the above two policies forms part of this report as **Annexure 2** and are also available at <http://www.tatatinplate.com/content/pdf/policies/appointment-removal-policy.pdf> and <http://www.tatatinplate.com/content/pdf/policies/remuneration-policy.pdf> respectively.

## PARTICULARS OF EMPLOYEES

The information required under Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report as **Annexure 3(a)**. The statement containing particulars of employees as required under Section 197 (12) of the Act read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 also forms part of this reports as **Annexure 3(b)**.

## INDEPENDENT DIRECTORS' DECLARATION

In compliance with Section 149(7) of the Act and SEBI Regulations,

2015 all Independent Directors, have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI Regulations, 2015.

## DIRECTORS

### CESSATION

Mr Tarun Kumar Daga had stepped down from the office of Managing Director as well as from the Board of Directors of the Company with effect from 10th July, 2018. Mr Daga joined the Company in the year 1997 and was appointed as the Managing Director in the year 2009. The Board of Directors of the Company places on record their deep sense of appreciation towards the valuable contribution made by Mr. Daga, during his long tenure in the Company and as the Managing Director.

### APPOINTMENT & RE-APPOINTMENTS

Consequent upon Mr Tarun Kumar Daga ceasing to be the Managing Director of the Company with effect from 10th July 2018, the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, appointed Mr R N Murthy, as the Managing Director with effect from 10th July, 2018 for a period of three years. The appointment is subject to the approval of the Members of the Company at the ensuing AGM of the Company. The Board seeks support from the Members in confirming the appointment of Mr R N Murthy as Managing Director.

As per the provisions of the Act and Articles of Association of the Company, Mr. Anand Sen retires by rotation in the ensuing AGM and being eligible, seeks re-appointment. The Board recommends and seeks your support in confirming re-appointment of Mr. Anand Sen.

Dr Sougata Ray and Mr B N Samal were appointed as the Independent Directors of the Company on 5th September, 2014 and 22nd January, 2015 respectively. The five year tenure of Dr Ray's and Mr Samal's directorship in the Company ends on 4th September, 2019 and 21st January, 2020 respectively. The Nomination and Remuneration Committee and the Board considering the contribution of both the Independent Directors is of opinion that they should be re-appointed for another term. The Board after considering the contribution of both the Independent Directors during their tenure and the recommendation of the Nomination and Remuneration Committee recommends the re-appointment of Dr Ray and Mr Samal for another term, as specifically mentioned in the statement to the notice of the ensuing AGM. The Board seeks support from the Members in approving their re-appointment by passing the relevant special resolutions which form part of the notice convening the ensuing AGM.

The profile and particulars of experience, attributes and skills that qualify the above Directors for the Board membership is disclosed in the Notice convening the AGM.

## KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act, the following are the Key Managerial Personnel (KMP) of the Company as on the date of this report :

- i. Mr. R N Murthy - Managing Director
- ii. Mr. Sanjay Kumar Shrivastav - Chief Financial Officer
- iii. Mr. Kaushik Seal - Company Secretary

The remuneration and other details of the KMPs for FY 2018-19 are provided in the Extract of the Annual Return which forms part of this Directors' Report.

## AUDIT COMMITTEE

The Audit Committee was constituted in the year 1987. Presently, the Audit Committee comprises of Mr. Dipak Kumar Banerjee, Chairman (Independent Director), Dr. Sougata Ray (Independent Director), Ms. Atrayee Sanyal (Non-executive Director) and Mr Subir Bose (Independent Director) as Members. Mr Subir Bose was appointed as the Member of the Audit Committee with effect from 14th September, 2018.

The Committee has adopted a charter for its functioning. The primary objective of the Committee is to monitor and provide effective supervision of the Management's financial reporting process to ensure accurate and timely disclosures, with the 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 met four times during the year, the details of terms of reference of the Committee, number and dates of meetings held, attendance of Directors during the year are given in the Corporate Governance Report forming part of this Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on 31st March, 2019.

Accordingly, pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that :

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there were no material departures;
- ii. that we have selected such accounting policies and applied them consistently and made judgments and estimates that

were 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;

- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the annual accounts have been prepared on a going concern basis;
- v. that proper internal financial controls were laid down and that such internal financial controls were adequate and were operating effectively; and
- vi. that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

#### **VIGIL MECHANISM AND WHISTLE BLOWER POLICY**

The Board of Directors of the Company had adopted a Vigil Mechanism comprising of Whistle Blower Policy for Directors, employees and vendors of the Company. Whistle Blower Policy is a mechanism through which Directors, employees and vendors can report concerns about unethical, actual or suspected fraud or violation of Company's code of conduct or ethics to the Ethics Counsellor / Chairman Audit Committee, thereby ensuring that the activities of the Company are conducted in a fair and transparent manner. The said policy is available at the Company's website at <http://www.tatatinplate.com/content/pdf/policies/vigil-policy.pdf>

#### **CORPORATE SOCIAL RESPONSIBILITY POLICY**

In alignment with Tata Group's core purpose service to community has been part of the Company's commitment. Over the years the Company has put in place a well-defined process in the key thrust areas of education, employability, skill development and health care. With the enforcement of Section 135 of the Act, the Company's initiatives towards Corporate Social Responsibility have been suitably focused. The main purpose of the Company's CSR activities is to improve the quality of life of people through long term value creation. The brief outline of the CSR policy and the CSR initiatives undertaken by the Company during the financial year under review are provided in the 'Annual Report on Corporate Social Responsibility Activities 2018-19' forming part of this report as **Annexure 4**. The Policy adopted by the Company can be viewed at <http://www.tatatinplate.com/content/pdf/policies/CorporateSocialResponsibilityPolicy.pdf>. For other details regarding CSR Committee refer to the Corporate Governance Report which forms part of this report.

The average net profit of the Company for the last 3 (three) years was Rs. 8,954.60 lacs. As against the minimum statutory requirement of 2% of the aforesaid amount i.e. Rs. 179.09 lacs, the Company has spent Rs. 187.00 lacs during FY 2018-19.

#### **LOANS, GUARANTEES AND INVESTMENTS**

The Company did not give any loans, directly or indirectly to any person (other than to employees) or to other body corporates, 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 term non-current investments, as detailed under Note 6 to the 'Notes to the Financial Statements'; such investments are in compliance with Section 186 of the Act. The loans provided to employees are also in compliance with Section 186 of the Act.

#### **RELATED PARTY TRANSACTIONS**

In compliance with the provisions of the Act and the SEBI Regulations, 2015 all related party transactions had been placed before the Audit Committee for approval. The related party transactions entered into by the Company during FY 2018-19 were at arm's length and in the ordinary course of business and hence do not fall under the ambit of Section 188(1) of the Act. The information pertaining to related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in Form AOC-2 as **Annexure 5** of this report.

The details of material related party transaction entered into by the Company during FY 2018-19, which are at arm's length and in the ordinary course of business, are provided in the Corporate Governance Report forming part of this Report.

The Members at the AGM of the Company held on 3rd July, 2018 had approved the material related party transaction, relating to purchase of Hot Rolled Coils (HRC) from Tata Steel Ltd (TSL), for an amount not exceeding Rs. 2000 crores, for FY 2018-19 and for subsequent financial years. However, during FY 2018-19 the value of HRC purchased from TSL was Rs. 2,051.82 crores which exceeded the approved value by Rs 51.82 crores. In compliance with the statutory requirement prior approval of the Audit Committee was sought to purchase HRC from TSL in excess of the approved limit of Rs. 2,000 crores and the Board while approving such purchase had recommended the shareholders to approve the excess value of HRC purchased from TSL in the forthcoming AGM of the Company.

The Members are further informed that considering the increase in price of HRC, the value of HRC required to be purchased from TSL in FY 2019-20 and for subsequent financial years is estimated to be Rs 2500 crs per annum.

Hence in order to comply with the requirement of SEBI Regulations, 2015 the Board recommends to the shareholders for approving the material related party transaction of purchasing HRC, amounting to Rs.2,500 crores from TSL in respect of FY 2019-20 and for subsequent financial year at the forthcoming AGM of the Company.

As per Regulation 34(3) of SEBI Regulations, 2015 the related party disclosure has been made part of this Report.

## RISK MANAGEMENT

Inherent uncertainties and risks exist in a Company's operational environment and they emerge on a regular basis. One of the key factors in determining a Company's capacity to create sustainable value is the risks that the Company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Your Company has an established Risk Management process which focuses on ensuring that the risks are identified on a timely basis and are suitably mitigated. The Board of Directors of the Company has adopted a Risk Management Policy and in adherence to the same the Management had developed an ERM framework which has helped the Company in identifying the enterprise level risk along with mitigation strategies. The development and implementation of the risk management system has been covered in the Management Discussion and Analysis section which forms a part of this Report.

## FIXED DEPOSITS

The Company has not accepted any fixed deposits nor does the Company has any outstanding deposits under Section 73 of the Act, read with Companies (Acceptance of Deposit) Rules, 2014 as on the Balance Sheet date.

## SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS

No significant material orders were passed by the Regulators or Court during the financial year which would have impacted the going concern status of the Company's operations in the future.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In compliance with Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 the prescribed particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo have been attached as **Annexure 6** to this report.

## DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted Sexual Harassment (Prevention) Policy for prevention, prohibition and redressal of sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) and the Rules thereunder.

During FY 2018-19, the Company has received one complaint on sexual harassment which is under investigation.

## INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board of Directors of the Company is responsible for ensuring that Internal Financial Controls have been laid down in the Company

and that such controls are adequate and operating effectively. The foundation of Internal Financial Controls (IFC) lies in the Tata Code of Conduct (TCoC), policies and procedures adopted by the Management, corporate strategies, annual business planning process, management reviews, management system certifications and the risk management framework. The Company has IFC framework, commensurate with the size, scale and complexity of its operations. The details of the internal financial control system and their adequacy is included in the Management Discussion and Analysis, which forms a part of this Report.

In compliance with Section 143(3)(i) of the Act, the Statutory Auditors have issued an unmodified report on the Internal Financial Control with reference to the Financial Statements which forms part of the Independent Auditors' Report forming part of this Annual Report.

## CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) of the SEBI Regulations, 2015 the Corporate Governance Report has been made a part of this Report as **Annexure 7**.

In compliance with the above regulation, the Managing Director's declaration confirming compliance with the code of conduct has been made part of this Annual Report.

## AUDITORS

### Statutory Auditors

At the Annual General Meeting of the Company held on 25th July, 2017 the shareholders had appointed Price Waterhouse & Co Chartered Accountants LLP, (Price Waterhouse) Chartered Accountants (Firm Registration No. 304026E/E300009), as Statutory Auditors of the Company to hold office till the conclusion of the 103rd AGM of the Company, to be held in the year 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act, and on such remuneration as may be mutually decided between the Board of Directors and the Auditors plus reimbursement of out of pocket expenses, travelling and living expenses. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of the same has been included in the Notice for this AGM.

### Cost Auditors

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice. In adherence to the statutory requirement, the Company maintains cost records and the Board of Directors of the Company based on the recommendation of the Audit Committee, has approved the re-appointment of M/s Shome & Banerjee, Cost Accountants, as the Cost Auditor of the

Company for audit of the cost records maintained by the Company for the year ended 31st March, 2020. Pursuant to Section 148 of the Act read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, ratification of the remuneration of Cost Auditors is being sought from the Members of the Company at the ensuing AGM.

The due date for filing the Cost Audit Report of the Company for the financial year ended March 31, 2018 was September 30, 2018 and the same was filed in XBRL mode on August 14, 2018.

#### **Secretarial Auditor**

The Board of Directors of the Company, in compliance with Section 204 of the Act had appointed Mr. A K Labh, Practicing Company Secretary (FCS - 4848 / CP-3238) of M/s A K Labh & Co., Company Secretaries, as the Secretarial Auditor to conduct secretarial audit of the Company for FY 2018-19. The Report of Secretarial Auditor for FY 2018-19 is annexed to this report as **Annexure 8**.

#### **Auditors' Report and Secretarial Auditors' Report**

The Auditors' Report and Secretarial Auditors' Report does not contain any qualification, reservations or adverse remarks.

#### **REPORTING OF FRAUD**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act.

#### **EXTRACT OF ANNUAL RETURN**

In compliance with Section 92(3) of the Act, an extract of Annual Return for FY 2018-19 in the prescribed format is appended to this report as **Annexure 9**. The same has also been placed at the Company's website at [www.tatatinplate.com](http://www.tatatinplate.com) in terms of the provisions of Section 134(3)(a) of the Act.

#### **SECRETARIAL STANDARDS**

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.

#### **OTHER DISCLOSURES**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

There was no change in the nature of business during FY 2018-19. The Company does not have any subsidiary, joint venture or associate.

#### **ACKNOWLEDGEMENTS**

The Directors would like to place on record their appreciation for Senior Leadership Team and all the employees of the Company for their efforts and contribution to the Company's performance.

The recognised Unions at Jamshedpur and Kolkata have cooperated in an exemplary manner towards achieving the objectives of your Company.

The Directors would also like to thank the shareholders, customers, suppliers, bankers, financial institutions, Central and State Government agencies and all other stakeholders for their trust and continuous support to the Company.

On behalf of the Board of Directors

Kolkata  
15th April, 2019

**Koushik Chatterjee**  
Chairman  
DIN : 00004989

## **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.tatatinplate.com](http://www.tatatinplate.com).

I confirm that the Company has in respect of the Financial Year ended March 31, 2019, 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, 2019.

Kolkata  
15th April, 2019

**R N Murthy**  
Managing Director  
DIN : 06770611

## MANAGEMENT DISCUSSION AND ANALYSIS

### CAUTIONARY STATEMENT

Statements in Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and/or price conditions in the domestic and overseas markets in which the Company operates, changes in Government regulations, tax laws and other statutes and other incidental factors.

The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

### BUSINESS REVIEW

Tinplate is used across a wide range of end uses viz; food (edible oil, processed fruits & vegetables), non-food (paints & chemicals, aerosol sprays, battery) and beverages. Tinplate as a packaging medium provides superior product preservation (fizz and aroma retention, shelf life and compatibly) owing to its excellent barrier properties Tinplate also scores over other options in terms of strength, tamper resistance and stack ability. Tinplate is considered to be the most environment friendly packaging medium because of its recyclable properties. However, Tinplate will continue to face challenges from other packaging substitutes in terms of improved shelf appeal, consumer convenience & cost.

In FY 2018-19, the global steel industry gained positive momentum with an upturn in steel prices driven by surge in raw material prices and growth in emerging and developing economies. In the domestic market, overall tinplate consumption grew by 5-6% over the previous year (FY 20 17-18). Whilst overall domestic production remained at same level as FY 2017-18, imports witnessed increase by 14% (3,05,000 MT in FY 2018-19 compared to 2,63,000 Mt in FY 2017-18). Oil Can demand also remained subdued throughout FY 2018-19 owing to increase in imported edible oil prices coupled with increase in steel prices (making packaging with tinplate more expensive than other packaging materials). In spite of the above adverse scenarios, your Company was able to achieve the best ever domestic sales by focusing on segments such as paints and pesticides, processed food, aerosol can & Tin Free Steel products while improving its share of business with the existing customers. The Company also managed to attain higher level of Customer satisfaction as they appreciated efforts taken by the Company on product quality, Delivery Performance & Complaint handling. However, Company's exports declined by 16% owing to low contribution from international market, especially in the first quarter. There was a remarkable improvement in HR coil, supplies in FY 2018-19 as compared to previous years. Tata Steel's plant in Kalinganagar Odisha was established as another source of input

of Hot Rolled coil supplies. Safeguard and anti-dumping duty on various steel items continued through the year except on imports of tinplate, which triggered cheaper imports and impacted our ability to realize prices in some segments. The Company is taking up measures to mitigate the impact of these challenges by engaging in value creation activities through several customer engagement and relationship building programs. Your Company launched the first ever branded 15 litre Edible Oil Can (through a Service & Solution partner in Kandla) and sold 22 Lacs Cans to key fillers in that region. Your Company is also working with regulatory bodies to develop packaging standards and increase demand of prime tinplate.

### INDUSTRY STRUCTURE AND DEVELOPMENTS

Your Company has pioneered Tinplate manufacturing in India since 1920s and presently the Company is having a leading market share of 45% in India.

The Company is having its manufacturing facility at Jamshedpur in the state of Jharkhand with an installed capacity of 379,000 MT per annum. In the last financial year the total apparent domestic consumption of tinplate in India was around 674,000 MT, of which around 45% was met through imports and the rest through domestic supplies. Domestic competition, continued to strengthen its base in FY 2018-19 and is to commence commercial production of tinplate in western India in its new facility.

Compared to many developed countries and developing economies like China the per capita consumption of tinplate in India is extremely low. Growth of the packaging industry in India is expected to be augmented by high growth in modern retail, FDI in multi-brand retail and Government's thrust on the food processing industries. In addition, Government's focus in the rural economy and the farm sector, especially food processing, is expected to boost overall consumption in the coming year which is evident in policies being showcased by the Ministry of Food Processing at various industry workshops and exhibitions.

Significant imports of non-prime tinplate and their possible use in food, paints & chemicals packaging continue to dampen the demand for prime tinplate. Currently there is no duty differential between prime and non-prime tinplate. The customs duty for tinplate continues to be relatively low and is not a significant barrier to the dumping of tin mill products into India mainly from USA, Europe and Japan (under Free Trade Agreement). While overall imports increased by 14% in FY 2018-19 compared to FY 2017-18, prime tinplate imports increased by 22% and non-prime by 12%.

The industry needs to drive consumer convenience through continuous innovation as well as create cost-competitive and sustainable packaging solutions in order to withstand the strong competition from substitutes.

## OPPORTUNITIES AND THREATS

### Opportunities:

1. Increasing urbanization and change in life-style are likely to promote increased consumption of ready to eat and ready to drink products thereby increasing the demand of Tin packaging.
2. The increasing awareness of health and hygiene coupled with the enforcement of new packaging standards are likely to promote use of good quality packaging medium thereby improving the demand of prime Tinplate.
3. Shift from manual to automatic can making line is expected to increase demand for improved quality of Tinplate.

### Threats:

1. With the commissioning of new facilities by one of the domestic competitors, margins and market share will be under pressure, at least in the short term. Your Company will continue to pursue various cost reduction initiatives and investment opportunities to improve its competitiveness.
2. Cheaper and good quality prime tinplate is expected to be available from countries like Japan and Korea. Moreover, international mills are expected to continue to dump non-prime tinplate in India posing pressure on domestic prices in the absence of tariff barriers (available for other steel products). Your Company will keep sensitizing Government agencies and the consumers about the ill effects of non-prime packaging materials on public health.
3. Non-metal packaging alternatives have been making impact through product development and innovation and thereby continuously putting pressure on Tinplate as a packaging medium. Your Company is continuously undertaking product development efforts to make the metal packaging more cost effective.

## OPERATIONAL PERFORMANCE

In the last financial year the Company had achieved the highest ever production of 357,600 tons with an overall capacity utilization of 94%. Productivity has improved by 14% in last 3 years.

The Company's product mix continues to serve end-uses like edible oils, paints, pesticides, battery jackets, aerosol cans, processed foods and crown corks. The products continue to be supplied in sheet and coil form.

To sustain its leadership position in the domestic market (45% market share) and to cater to different needs of customers, the Company has been working on new products / variants (2.6% of total production in FY 2018-19). Products such as Double Reduced (DR) in different grades & wider widths (> 915 mm), Tin-free-steel (TFS) for Crown, thinner & lower temper tinplate with better formability to reduce cost of battery jackets etc. have been commercialized. The Company is continuing further efforts on developing thinner / thicker tinplate to cater to different end uses.

The Company continued with structured customer-focused initiatives, which consists of cross functional teams from the Company and the customers (Pragati) to address issues related to process efficiency and yields at the customers' end. This has helped the organization to further improve relationships with customers. TPM deployment focus on Process and internal efficiencies helped in reducing the customer complaint (reduced by 25% w.r.t. FY 2017-18). Continued re-engineered focus on process-efficiencies, effective utilization of critical-to-quality (CTQ) equipment resulted in improvement in product quality (Company achieved ever best Prime Yield of 94%). The Company has installed Multi-roll Leveler (MRL) at ETL2, to improve the Shape characteristics of the product to International Standards.

The Company continued with its improvement initiatives related to safety practices [KYT (Kiken Yochi Training) – a Japanese method, Hands free operation, ECAUP (elimination of commonly accepted unsafe practices), line walk by senior management and detailed investigation practices etc.] resulting into 28% reduction in incidences as compared to the previous year. The focus on environment management was through on-line monitoring of effluent & stack data (being shared with Jharkhand State Pollution Control Board on-line), rain water harvesting recharging system constructed in Tinplate Hospital and one in Works, Compost from Canteen food waste.

Deployment of TPM (Total Productive Maintenance) helped in improving the productivity, Quality, and sustained the cost by efficient utilization of raw materials, reduction in power by LED across Plant and VFD installation, fuel and water consumption, consumables, reduction in number of strip breakages at mills and improving the throughput factor at both (6Hi and ETL) etc. Complete rollout of TPM and its Company wide spread has helped in reducing the minor and major stoppages improving the overall productivity. The Company applied for Level-2 TPM Award this year and bagged the "Award for Excellence in Consistent TPM commitment" for 2018 by JIPM, Japan.

The operations of the Company are certified to Integrated Management Systems; namely, ISO 9001:2015 (PMS), ISO 14001:2015 (EMS), OHSAS 18001:2007, SA 8000:2014, ISO 27001:2013 (ITMS) and ISO 22000:2005 (FSMS).

## FINANCIAL PERFORMANCE

The gross revenue from operations of Rs. 2,58,450 lacs for FY 2018-19 was significantly higher as compared to Rs. 1,91,869 lacs in FY 2017-18, mainly due to price escalation and the Company's transitioning from the arrangement of converting Hot Rolled Coils (HRC) supplied by Tata Steel Limited (TSL) into Electrolytic Tinplate (ETP) and assisting TSL in selling the same to the end consumers, to purchase of HRC from TSL and / or other suppliers and manufacture and sale of ETP and other products on its own account. The profit after tax decreased to Rs. 5799.90 lacs in FY 2018-19 as compared to Rs. 7,316.28 lacs in FY 2017-18, due to high cost of raw materials.

In this connection it is pertinent to mention that in view of the transition as mentioned above the turnover of the Company in FY 2018-19 had significantly increased and is not comparable with that of the previous years. This increase in the turnover, coupled with price escalation and increase in average utilization of working capital during FY 2018-19 had impacted the following financial ratios :

SL. No.	Name of Ratios	Ratios	
		2017-18	2018-19
1	Interest Coverage Ratio	3%	7%
2	Operating Profit Margin Ratio	6%	4%
3	Net Profit Margin	6%	4%
4	Changes in Return on Net Worth	11%	8%

Other relevant financial ratios are as follows :

SL. No.	Name of Ratios	Ratios	
		2017-18	2018-19
1	Debtor Turnover Ratio	5%	5%
2	Inventory Turnover Ratio	10%	8%
3	Current Ratio	1.7:1	1.7:1

### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Commensurate with the size, scale and complexity of its operations the Company has established its internal control system. The internal control system has been designed to ensure 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. The Internal Audit department monitors and evaluates the efficacy and adequacy of the Internal Financial Control. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

In compliance with Section 143(3)(i) of the Act, the Statutory Auditors have issued an unmodified report on the Internal Financial Controls with reference to the Financial Statements which forms a part of the Independent Auditors' Report forming part of this Annual Report.

### **RISKS AND CONCERNS**

The Company has adopted a Risk Management Policy (Policy) which aims to detail the objectives and principles of risk management along with an overview of the process and related roles and responsibilities. The Policy lays down Company's approach towards risk mitigation, its risk management objectives and defines the risk management framework of the organization.

The Audit Committee as well as the Board of Directors of the

Company periodically reviews the risk assessment and risk minimization procedure thereby ensuring that management controls risks in adherence to the Policy. Reports containing details of risks along with mitigation plans are also periodically presented to the Audit Committee and the Board of Directors. A Risk Register containing the details of inherent risks, grading of risks, mitigation plans and residual risks is maintained by the Internal Audit Department.

### **HUMAN RESOURCE DEVELOPMENT**

The Company believes that the quality of its employees is the key to its success in the long run. Keeping this ethos in mind and continuing on our journey of Education & Training Pillar of TPM, focused investment in developing skills and capabilities of employees has been the prime objective of the Company. Improved employee capabilities has also helped in improving manpower utilization which has become an enabler towards our drive of manpower optimization and multiskilling. The Company has remained committed on its efforts for creating progressive HR Policies to build an inclusive work culture and improved employee engagement.

The Company has maintained its glorious tradition of building and maintaining a conducive employee – employer relations environment. The healthy practice of settling issues through discussions with Union has enabled the Company in ensuring workers' participation at different levels and establishing a peaceful IR climate. As on 31.03.2019 the total number of permanent employees of the Company is 1460.

### **REWARDS AND RECOGNITIONS**

Employees of the Company have brought laurels in many external competitions as detailed below :

1. Bagged "Award for Excellence in Consistent TPM Commitment" for 2018. The Award has been handed over to the Company on 21st March 2019 at Kyoto, Japan.
2. Conferred Jury's Appreciation Award in Category A-Sustained. The award has been handed over to the Company on 9th October 2018 by CII (ER) at ITC Sonar, Kolkata.
3. Won Gold Category by 5 teams in CCQC, Kolkata on 11th September 2018. 1 QC Team, 1 Kaizen and 1 SMED Team received Excellent Award and 1 QC Team conferred Distinguish Award at NCQC, Gwalior on 22nd and 23rd December 2018.

### **STATUTORY COMPLIANCE**

At every Board Meeting, the Managing Director, after obtaining confirmation from all the departments of the Company, makes a declaration regarding the compliance with the provisions of various statutes, applicable to the Company. The Company Secretary ensures compliance with the relevant provisions of the Companies Act and SEBI Regulations, 2015 applicable to the Company. Implementation of an IT System (Legatrix) is further facilitating in tracking Company-wide compliance status.

## POLICY ON APPOINTMENT AND REMOVAL OF DIRECTORS

### OBJECTIVE OF THE POLICY

To lay down criteria and terms and conditions with regards to the identification of persons who are qualified to become Directors (executive, non-executive and independent) including their qualifications, positive attributes and independence and who may be appointed as the Senior Management of the Company.

### APPOINTMENT OF DIRECTORS

This Policy enumerates guidelines to be used by NRC in selecting/appointing/re-appointing and removal of a Director

For all the above stated matters, the Parent Company/GIM Center may make suggestions from time to time, to Chairman, NRC or to representative of the Parent Company, who may incorporate the same while recommending to the Board.

1. Assess skill-sets the Board needs given the strategies, challenges faced by the Company.
2. In selecting individuals for appointment/re-appointment/removal of directors, the NRC may refer to the following guidelines/policies:
  - 2.1 Board Membership Criteria (Refer **Schedule A**)
  - 2.2 Board Diversity Policy (Refer **Schedule B**)
  - 2.3 Criteria for determining independence of directors (in case of appointment of Independent Directors (Refer **Schedule C**))
3. Request candidature from the database maintained by Parent Company/GIM Center
4. NRC members (either jointly/individually, as delegated) shall meet the potential candidate and assess his/her suitability for the role.
5. NRC to recommend the appointment of shortlisted candidate to the Board for its consideration.
6. Emergency Succession: If position of a Director suddenly becomes vacant by reason of death or other unanticipated occurrence, the NRC shall convene a special meeting at the earliest opportunity to fill such vacancy.

### POLICY IMPLEMENTATION

1. The Committee is responsible for recommending this Policy to the Board.
2. The Board is responsible for approving and overseeing implementation of this Policy (with the support of the Committee).

### REVIEW OF THE POLICY

This Policy will be reviewed and reassessed by the Committee as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

### APPLICABILITY TO SUBSIDIARY /ASSOCIATE /JOINT VENTURE COMPANIES

This Policy may be adopted by the Company's subsidiaries/ Associates and Joint Ventures, if any, subject to suitable modifications and approval of the Board of Directors of the respective companies.

### COMPLIANCE RESPONSIBILITY

Compliance of this policy shall be the responsibility of the Company Secretary of the Company who shall have the power to ask for any information or clarifications from the management in this regard.

## SCHEDULE - A

### BOARD MEMBERSHIP CRITERIA

The Nominations and Remuneration Committee works with the Board to determine the appropriate characteristics, skills, and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education, and public service. Characteristics expected of all directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner.

In evaluating the suitability of individual Board members, the Committee considers many factors, including general understanding of marketing, finance, operations management, public policy, international relations, legal, governance and other disciplines relevant to the success of the Company in today's business environment; understanding of the Company's business; experience in dealing with strategic issues and long-term perspectives; maintaining an independent familiarity with the external environment in which the company operates and especially in the directors particular field of expertise; educational and professional background; personal accomplishment; and geographic, gender, age, and ethnic diversity.

The Board evaluates each individual in the context of the Board as a whole, with the objective of having a group that can best perpetuate the success of the Company's business and represent stakeholders interests through the exercise of sound judgment, using its diversity of experience.

In determining whether to recommend a director for re-election, the Committee also considers the director's past attendance at meetings, participation in meetings and contributions to the activities of the Board, and the results of the most recent Board self-evaluation.

Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings. Each member is expected to ensure that their other current and planned future commitments do not materially interfere with the responsibilities at The Tinplate Company of India Limited.

## **SCHEDULE - B**

### **BOARD DIVERSITY POLICY**

#### **SCOPE**

This Policy is applicable to the Board of the Company.

#### **POLICY STATEMENT**

The Company recognizes the importance of diversity in its success. It is essential that the Company has as diverse a Board as possible.

A diverse Board will bring in different set of expertise and perspectives. The combination of Board having different skill set, industry experience, varied cultural and geographical background and belonging to different race and gender will bring a variety of experience and viewpoints which will add to the strength of the Company.

While all appointments to the Board are made on merit, the diversity of Board in aggregate will be of immense strength to the Board in guiding the Company successfully through various geographies.

The Committee reviews and recommends appointments of new directors to the Board. In reviewing and determining the Board composition, the Committee will consider the merit, skill, experience, race, gender and other diversity of the Board.

To meet the objectives of driving diversity and an optimum skill mix, the Committee may seek the support of Parent company/GIM Center.

#### **MONITORING AND REPORTING**

The Committee will report annually, in the corporate governance section of the Annual Report of the Company, the process it employed in Board appointments, if required by the law. The report will include summary of this Policy including purpose and the progress made in achieving the same.

#### **REVIEW OF THE POLICY**

This Policy will be reviewed and reassessed by the Committee as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

### **APPLICABILITY TO SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES**

This Policy may be adopted by the Company's subsidiaries/ Associates and Joint Ventures, if any, subject to suitable modifications and approval of the board of directors of the respective companies.

#### **COMPLIANCE RESPONSIBILITY**

Compliance of this policy shall be the responsibility of the Company Secretary of the Company who shall have the power to ask for any information or clarifications from the management in this regard.

## **SCHEDULE - C**

### **CRITERIA FOR DETERMINING INDEPENDENCE OF DIRECTORS**

#### **INDEPENDENCE GUIDELINES**

A Director is considered independent if the Board makes an affirmative determination after a review of all relevant information. The Board has established the categorical standards set forth below to assist it in making such determinations. An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director,—

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b.
  - i. who is or was not a promoter of the company or its holding, subsidiary or associate company;
  - ii. who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. apart from receiving directors remuneration has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives—
  - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be

appointed, of—

- (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
- iii. holds together with his relatives two percent or more of the total voting power of the company; or
- iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company; or
- v. is a material supplier, service provider or customer or a lessor or a lessee of the Company.
- f. who is not less than 21 years of age.
- g. who possesses such other qualifications as may be prescribed from time to time.

### DEFINITIONS IN ADDITION TO THOSE PROVIDED ABOVE

1. "Nominee Director" implies a Director nominated by any financial institution in pursuance of the provisions of any law for the time being in force, or of any agreement, or appointed by any government or any other person to represent its interests.
2. "Associate Company" implies a Company which is an "associate" as defined in Accounting Standard (AS) 23, "Accounting for Investments in Associates in Consolidated Financial Statements", issued by the Institute of Chartered Accountants of India  
Associate Company in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.  
Explanation.— For the purposes of this clause, "significant influence" means control of at least twenty per cent. of total share capital, or of business decisions under an agreement;
3. "Relative" implies anyone who is related to another if they are members of HUF; if they are husband and wife; or if one person is related to the other in such manner as may be prescribed under the Act. A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely – Father (includes step-father), Mother (includes step-mother), Son (includes step-son), Son's wife, Daughter, Daughter's husband, Brother (includes step-

brother), Sister (includes step-sister)

### Explanations :

Consecutive Terms: He/ she shall be eligible for appointment as Independent Director after the expiration of three years of ceasing to be a Director on the Board of the Company provided that he / she shall not during the said period of three years, be appointed in or associated with The Tinsplate Company of India Limited in any other category, either directly or indirectly.

### REMUNERATION POLICY OF DIRECTORS, KMPS AND OTHER EMPLOYEES

**Key principles governing this remuneration policy are as follows :**

1. **Remuneration for independent directors and non-independent non-executive directors**
  - i. Overall remuneration should be reflective of the size of the company, complexity of the sector/ industry/ company's operations and the company's capacity to pay the remuneration.
  - ii. Independent Directors ("ID") and Non-Independent Non-Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). Quantum of sitting fees and NED Commission may be subject to review on a periodic basis, as required.
  - iii. Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
  - iv. Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the company (taking into consideration the challenges faced by the company and its future growth imperatives).
  - v. Overall remuneration practices should be consistent with recognized best practices.
  - vi. The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board, based on company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
  - vii. The NRC will recommend to the Board, the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.
  - viii. In addition to the sitting fees and commission, the company may pay to any director such fair and reasonable expenditure, as may have been incurred

by the director while performing his/ her role as a director of the company. This could include reasonable expenditure incurred by the director for attending Board/ Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organized by the company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

**2. Remuneration for Managing Director (“MD”)/ Executive Directors (“EDs”)/ KMP/ rest of the employees**

- a. The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be
  - i. Market competitive (market for every role is defined as companies from which the company attracts talent or companies to which the company loses talent)
  - ii. Driven by the role played by the individual,
  - iii. Reflective of size of the company, complexity of the sector/ industry/ company’s operations and the company’s capacity to pay,
  - iv. Consistent with recognized best practices and
  - v. Aligned to any regulatory requirements.
- b. In terms of remuneration mix or composition,
  - i. The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
  - ii. Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
  - iii. In addition to the basic/ fixed salary, the company may provide employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The company may also provide all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through reimbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
  - iv. The company provides retirement benefits as applicable.
  - v. In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the company may provide MD/ EDs such remuneration by way of bonus/performance linked incentive and/or commission calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings

stipulated in Section 197 of the Act. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.

- vi. The company may provide the rest of the employees a performance linked bonus and/or performance linked incentive. The performance linked bonus/performance linked incentive would be driven by the outcome of the performance appraisal process and the performance of the company.

**3. Remuneration payable to Director for services rendered in other capacity**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:

- The services rendered are of a professional nature; and
- The NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

**4. Premium on Insurance policy**

- i. Where any insurance is taken by the Parent Company or by the company on behalf of the Company’s NEDs, for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration.
- ii. Where any insurance is taken by the Parent Company or by the company on behalf of the Company’s MD/ EDs, KMP and any other employees for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**Policy implementation**

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

**Review of the Policy**

This Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

**Applicability to subsidiaries, associates and joint venture companies**

This policy may be adopted by the company’s subsidiaries, associates and joint venture companies, if any, subject to suitable modifications and approval of the board of directors of the respective companies.

**Compliance Responsibility**

Compliance of this policy shall be the responsibility of the Company Secretary of the company who shall have the power to ask for any information or clarification from the management in this regard.

## ANNEXURE - 3(a)

## INFORMATION PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :**

SL. No.	Directors	Ratio to median Remuneration <sup>1</sup>
1.	Mr. Dipak Kumar Banerjee	2.34
2.	Mr. B N Samal	1.36
3.	Dr. Sougata Ray	2.71
4.	Mr. Shasi Kant Maudgal	0.84
5.	Mr. Subir Bose	0.79
6.	Mr R N Murthy – (Executive Director upto 01.07.2018 and Managing Director from 10.07.2018 onwards)	36.10

**Note :**

- <sup>1</sup> The median remuneration of all employees of the Company for FY 2018-19 was Rs. 5,30,929
- <sup>2</sup> 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 with any other Tata Company. Hence, ratio of the remuneration to the median remuneration in connection to Mr. Koushik Chatterjee, Mr. Anand Sen and Ms. Atrayee Sanyal is not applicable.
- <sup>3</sup> Mr Tarun Kumar Daga has received remuneration for part of FY 2018-19 hence his ratio of remuneration to the median remuneration is not considered.

- (ii) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year :**

SL. No.	Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase/(decrease) of remuneration in the financial year
1.	Mr. Dipak Kumar Banerjee	10.69
2.	Mr. B N Samal	(7.59)
3.	Dr. Sougata Ray	(2.19)
4.	Mr. Subir Bose <sup>2</sup>	–
5.	Mr. Shashi Kant Maudgal	0.89
6.	Mr. Sanjay Kumar Shrivastav – Chief Financial Officer	21.97
7.	Mr. Kaushik Seal - Company Secretary	4.51

**Note :**

- <sup>1</sup> 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 with any other Tata Company. Hence, increase or decrease in managerial remuneration in connection to Mr. Koushik Chatterjee, Mr. Anand Sen and Ms. Atrayee Sanyal is not applicable.
- <sup>2</sup> Mr Subir Bose was appointed as a director on 29.03.2019, and attended only one meeting in FY 2017-18. Hence remuneration received by Mr. Subir Bose in FY 2017-18 and FY 2018-19 is not comparable.
- <sup>3</sup> Mr Tarun Kumar Daga Received remuneration for part of FY 2018-19, hence not comparable.
- <sup>4</sup> Mr R N Murthy received remuneration for part of FY 2017-18, hence not comparable.

The remuneration paid to Independent Directors includes commission for FY 2018-19 and sitting fees paid in connection to Board and Committee meetings attended during FY 2018-19.

- (iii) **The percentage increase in the median remuneration of employees in the financial year : 8.93%**
- (iv) **The number of permanent employees on the rolls of Company : 1460**
- (v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and if there are any exceptional circumstances for increase in the managerial remuneration :**
  - Average Salary increase/(decrease) of non-managerial employees is : 6.74%
  - Average Salary increase/(decrease) of managerial employees is : (7.74%)
  - There are no exceptional circumstances in increase in managerial remuneration.
- (vi) **Affirmation that the remuneration is as per the remuneration policy of the company :**
  - Remuneration paid during the year ended 31.03.2019 is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors

Kolkata  
15th April, 2019

**Koushik Chatterjee**  
Chairman  
(DIN : 00004989)

## ANNEXURE - 3(b)

**INFORMATION PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) & 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 (RULES)**

Sl. No.	Name	Remuneration Received	Designation	Nature of Employment	Qualification	Experience in Years	Age in Years	Date of Commencement of Employment	Last employment held
1	2	3	4	5	6	7	8	9	10
1.	Mr Tarun Kumar Daga	2,82,78,381	Managing Director <sup>3</sup> (upto 09.07.2018)	Contractual	B.E.(Elec. & Electronics), PGDM- IIM Lucknow, General Management Programme, CEDEP -INSEAD, France	28	53	2-Sep-1991	Tata Steel Ltd
2.	Mr R N Murthy	1,91,65,230	Managing Director (wef 10.07.2018)	Contractual	B. Tech (Metallurgy)	33	54	1-Jul-2017	TM International Logistics Limited
3.	Mr Rupam Bhaduri	72,47,269	Vice President (Safety & Corporate)	Refer Note no. 5	B.Tech. (Mechanical), PGDBM from XLRI	35	57	1-Jul-2016	Refer Note no. 5
4.	Mr Sanjay Kumar Shrivastav	62,70,531	Chief Financial Officer	Refer Note no. 5	B. Com (H), ICWA, CS	26	47	1-Oct-2016	Refer Note no. 5
5.	Mr Santosh Antony	49,69,173	Vice President (Marketing & Sales)	Refer Note no. 5	B. E (Mechanical) from BIT Ranchi, One year General Mgmt programme from XLRI Jsr	28	50	1-Dec-2015	Refer Note no. 5
6.	Mr S Venkat Raman	48,47,931	General Manager (Works)	Permanent	M.Tech. (Electronics)	33	58	15-Jul-1985	-
7.	Mr Sourajyoti Dey	44,63,617	Chief (Quality, Technology & Strategy)	Permanent	M.Tech (Metallurgy)	24	49	1-Jul-1994	-
8.	Mr Uttam Kumar Mishra	40,39,905	Chief (Cold Rolling Mills, Cranes & Instrumentation)	Permanent	B.Sc.Engg. (Electrical)	25	48	2-Aug-1993	-
9.	Mr Somenath Bose	39,49,623	Chief (Project Planning & TPM)	Permanent	B.Sc.Engg. (Mechanical)	29	53	18-Jul-1989	-
10.	Mr Sanjay Malhotra	37,32,073	Chief (Commercial Services)	Permanent	B.Sc. Engg.(Electrical)	30	55	2-Jan-1989	-

**Note :**

- Gross Remuneration comprises salary, allowances, monetary value of perquisites, commission, long term incentive plan to the Directors and the Company's contribution to Provident Fund and Superannuation Funds but excludes contribution to Gratuity Fund, leave encashment and other post retirement benefits.
- None of the employees mentioned above is relative of any Director of the Company or Manager of the Company.
- Remuneration of Mr. Tarun Kumar Daga is for the part of the Financial Year (i.e. 1st April, 2018 to 9th July, 2018) and includes LTIP entitlement amounting to Rs. 236.26 lacs for FY 2009-10 to FY 2017-18.
- Remuneration of Mr. R N Murthy includes Long Term Incentive plan entitlement amounting to Rs. 48.94 lacs relating to FY 2017-18 and FY 2018-19.
- Mr Rupam Bhaduri, Mr Sanjay Kumar Shrivastav and Mr Santosh Antony are employees of Tata Steel Limited (TSL) and have been transferred to the Company on deputation from the dates as mentioned in column no. 9. The amount mentioned against each of the above three executives under the column "Remuneration Received" represents the deputation charges paid by the Company to TSL.
- None of the employees mentioned above holds equity shares of the Company except Mr. S . Venkat Raman (100 Shares) and Mr. Somenath Bose (201 Shares).
- The information provided in Sl. No. 1 & 2 in the above table also relates to the disclosure under Rule 5(2)(i) & (ii) of the above Rules.

On behalf of the Board of Directors

**Koushik Chatterjee**  
 Chairman  
 (DIN : 00004989)

Kolkata  
 Dated : 15th April, 2019

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR FY 2018-19

The Board of Directors in accordance with Section 135 of the Companies Act, 2013 (the Act) read with Companies (Corporate Social Responsibility Policy) Rules, 2014 has adopted the Corporate Social Responsibility (CSR) Policy. The CSR policy lays down thrust areas for CSR activities which include projects benefitting the communities around the Company, its neighboring regions and other under-developed areas. The policy mentions that the CSR activities of the Company would mainly focus on education, employability and health care and outlines the nature of activities / programs proposed to be undertaken by the Company. The details of the CSR policy enumerating the activities / programs proposed to be undertaken by the Company can be viewed at <http://www.tatatinplate.com/CorporateSocialResponsibilityPolicy.pdf>.

The composition of the CSR Committee of the Board is as follows:

Mr. Anand Sen	- Non-Executive Director	- Chairman
Dr. Sougata Ray	- Independent Director	- Member
Mr. R. N. Murthy	- Managing Director	- Member

The average net profit of the Company for last three financial years i.e. 2015-16, 2016-17 and 2017-18 calculated in accordance with Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014. Hence the stipulated 2% to be spent annually on CSR activities as prescribed under section 135(5) of the Act amounts to Rs. 179.09 Lacs.

The details of the spending on CSR activities during FY 2018-19 are as follows:

	<b>Amount</b>
i. Total amount to be spent during FY 2018-19	- Rs. 179.09 Lacs
ii. Actual amount spent during FY 2018-19	- Rs. 187.00 Lacs
iii. Amount unspent	Nil
iv. Details of the amount spent during FY 2018-19 are provided as Annexure to this report.	

The CSR Committee confirms that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and the CSR Policy adopted by the Company.

Kolkata  
15th April, 2019

**R. N. Murthy**  
Managing Director  
(DIN : 06770611)

**Anand Sen**  
Chairman, CSR Committee  
(DIN : 00237914)

## ANNEXURE TO ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

Manner in which the amount spent during the financial year is detailed below:

Sl. no.	CSR project or activity identified	Sector in which the Project is covered	Project or programs (1) Local area or other (2) State & district where projects or programs were undertaken.	Amount outlay project or programwise (budget) (Rs. lacs) 2018-19	Amount spent on the projects or programs Subheads: (1) Direct Expenditure (2) Overheads (Rs. Lacs) 2018-19	Cumulative expenditure upto 31.03.2019 (Rs. Lacs)	Amount Spent (FY 2018-19) : Direct or through Implementing agency
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	(i) Enabling under-privileged children to get admission into Schools (ii) Infrastructure for Remedial Centers	Promoting Education	Golmuri, Jamshedpur, East Singhbhum, Jharkhand	35.40	36.90	153.79	Direct (Rs. 45.90 Lacs)
				10.00	9.00		
				45.40	45.90		
2.	Improving quality of education and Specialized training in Athletics / Football Feeder Centre (JFC)	Promoting Education	Golmuri, Jamshedpur, East Singhbhum, Jharkhand	43.72	43.45	150.15	Direct (Rs.41.95 Lacs) CII – Yi (Rs. 1.50 Lacs)
3.	Scholarship to SC/ST students (Diploma / ITI)	Promoting Education & Employability	Golmuri, Jamshedpur, East Singhbhum, Jharkhand	14.40	15.18	46.90	Foundation of Academic Excellence & Access, NTF & ITI (Rs 15.18 Lacs)
4.	Training for creating employability	Employment enhancement	Golmuri, Jamshedpur, East Singhbhum, Jharkhand & Kolkata	45.50	51.09	245.75	Direct (Rs. 48.59 Lacs) SICW, Kolkata (Rs. 2.50 Lacs)
5.	Healthcare & Sanitation	Health Care & Environmental Sustainability	Kolkata, West Bengal & Jamshedpur, East Singhbhum, Jharkhand	18.50	18.50	128.34	TMC Kolkata, (Rs.15.00 Lacs), Direct (Rs. 3.50 Lacs)
6.	Miscellaneous :	Promotion of traditional handicrafts	Village: Kuilisuta East Singhbhum, Jharkhand	--	--	--	Direct (Rs. 12.55 lacs)
	a. Promotion & Development of traditional Art	NA	NA	11.59	12.88	43.50	
	b. Essential Amenities/ Govt. related CSR projects	NA	NA				
	<b>Direct Expenditure</b>			<b>179.09</b>	<b>187.00</b>	<b>768.43</b>	
	<b>Overheads</b>			<b>–</b>	<b>–</b>	<b>–</b>	
	<b>TOTAL CSR EXPENDITURE</b>			<b>179.09</b>	<b>187.00</b>	<b>768.43</b>	

**FORM NO. AOC - 2**

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

The Form pertains to the 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 transaction under fourth proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis :**

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2019 which were not at arm's length basis.

**2. Details of material contracts or arrangements or transactions at arm's length basis :**

The details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2019 are as follows :

Name of Related Party	Nature of Relationship	Nature of Contract	Duration of Contract	Salient Terms	Date of Approval	Amount paid as advance, if any (Rs. in Lacs)
Tata Steel Limited	Holding Company	Purchase of Hot Rolled Coils	Ongoing arrangement	Refer Note 1	Refer Note 2	Nil

Note :

- The Company, purchases Hot Rolled Coils from Tata Steel Limited and manufactures and sells ETP and other products on its own account.
- The transactions are in the ordinary course of business and are at arm's length basis approved by the Audit Committee and reviewed by Statutory Auditors. The above transaction was approved by the shareholders at the AGM held on 3rd July, 2018.

On behalf of the Board of Directors

**Koushik Chatterjee**  
Chairman  
(DIN : 00004989)

Kolkata  
15th April, 2019

## ANNEXURE - 6

## CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars pursuant to the Companies (Accounts) Rules, 2014

### (A) CONSERVATION OF ENERGY –

#### (i) Steps taken or impact on conservation of energy :

##### a) On Conservation of fuel :

- Running hours of boiler were reduced by optimizing operating pressure between 5.5 Kg to 7.0 Kg / Cm<sup>2</sup> from 6.0 to 8.0 Kg / Cm<sup>2</sup>.
- Monthly survey of Steam-lines of all Units has been continued and corrective actions are being taken on deviations observed, to ensure the working of steam-traps and plugging of leakages.
- Optimization of Batch annealing furnaces with respect to WIP to ensure less heat loss during transition of furnaces. This results into maximize heat utilization.

##### b) On Conservation of power :

- The overhead conventional lights (approx. 600 nos. of 400W HPSV and 250 W MH lights) of factory bay replaced with LED lights (120 W & 150 W) resulting into an annual saving of 11.6 lacs kWhr.  
Replacement of additional 2800 numbers of conventional light fitting (ECRs, cellars, offices, etc) with LED lights is in progress which will result in annual energy saving of 6.0 lakcs kWhr in FY20.
- Installation of six VFDs (Variable Frequency Drives) in BAF ICW pumps and ETL-2 Air Drier which resulted in annual saving of 8 lacs kWhr.
- Replacement of 03 nos. of old packaged AC's at 6 Hi -1 ECR with AHU connected to existing chillers which will result in annual energy saving of 1.6 lacs kWhr.

#### (ii) Steps taken by the Company for utilizing alternate resources of energy :

At the hospital & canteen, solar power is being used for water heating. A study is being carried out to examine further use of solar power at Works and at Township.

#### (iii) Capital investment on energy conservation equipments during FY 2018-19 :

Sl. No.	Particulars	Amount Rs. lacs
1.	LED Lighting inside Works (Bay lighting)	44.38
2.	VFD for BAF ICW & ETL-2 Drier	55.41
	<b>Total</b>	<b>99.79</b>

### (B) TECHNOLOGY ABSORPTION :

#### (i) Efforts made towards technology absorption :

Sl. No.	Technology Absorption	Benefits
a	Commissioning of Multi Roll leveler at ETL # 2 ( ETL #1 MRL will be commissioned in FY'20 )	Improvement in shape of finished product.
b	Upgradation of DC motors and drives of ECL-1 Helper rolls into AC motors and drives; conversion from friction driven to motor driven in six of the rolls for increased life (of rolls)	Improved protection, less maintenance and increased life of rolls
c	Conversion of single head to twin head welder at ECL-2	Throughput improvement
d	New Electro Static Precipitator (ESP) installed at Boiler with better emission norms ( 50 mg / NM <sup>3</sup> )	Improved stack emission parameters
e	RFID based gate entry system for contract employees	Elimination of manual process of gate pass and improvement in tracking system

(ii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - NIL

(iii) Expenditure incurred on Research and Development: Research and development activity is undertaken as a Group level activity and knowledge pieces are shared across the Group. Various improvement and development processes are also undertaken within the Company but have not been accounted under Research and Development

### (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 :

(i)	CIF value of imports (Rs Lacs)	20,389.06
(ii)	Expenditure in foreign currency (Rs Lacs)	375.48
(iii)	Foreign exchange earned (Rs Lacs)	35,161.91

## CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2018-19

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company has been practicing good Corporate Governance over the years upholding the Tata traditions and values. The Company has not only put in place the system for compliance of regulatory requirements but also the system for customers satisfaction and meeting the expectations of stakeholders, employees and the society. It is the philosophy of the Company to continue to have accountability, transparency and integrity in all its business transactions and practices.

Your Company ensures full compliance with various Corporate Governance regulations as per 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, as amended, [the "SEBI Regulations, 2015"]. Further, adherence to the various policies and codes, in conformity with regulatory needs, helps your Company fulfil its inherent responsibility towards its stakeholders.

### 2. BOARD OF DIRECTORS

2.1 The Board of the Company consists of nine members comprising of a Non-executive Chairman, seven other Non-executive Directors (out of them – five are Independent Directors) and one Managing Director. None of the Directors on the Board is a member in more than 10 Committees and Chairman in more than 5 Committees, as specified in Regulation 26(1) of SEBI Regulations, 2015, across all Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

2.2 Composition, Category of Directors and Number of Board and Committee positions held by them as on 31st March 2019

Name Promoter (P) Non-promoter (NP)	Executive / Non-Executive / Independent Director	Number of Director- ships held in Companies incorporated in India <sup>1</sup>	Number of Committee positions held <sup>2</sup>	
			As Chairman	As Member
Mr. Koushik Chatterjee (P) DIN : 0004989	Chairman – Non Executive	7	1	3
Mr. Anand Sen (P) DIN : 00237914	Non-Executive	4	1	2
Mr. Dipak Kumar Banerjee (NP) DIN : 0028123	Independent	10	3	7
Mr. B N Samal (NP) DIN : 00429902	Independent	1	1	0
Dr. Sougata Ray (NP) DIN : 00134136	Independent	2	0	3
Ms. Atrayee Sanyal (P) DIN : 07011659	Non Executive	2	0	1
Mr. Shashi Kant Maudgal (NP) DIN : 00918431	Independent	2	0	0
Mr. Subir Bose (NP) DIN : 00048451	Independent	4	0	2
Mr. R N Murthy (P) <sup>3</sup> DIN : 06770611	Managing Director	1	0	0

- Private Limited Companies, Foreign Companies and Companies under section 8 of the Companies Act, 2013 have not been considered.
- Committee positions held in listed and unlisted Indian Public Limited Companies are considered including the reporting Company. For this purpose only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.
- Mr. Tarun Kumar Daga ceased to be the Managing Director w.e.f. 10th July, 2018 and Mr. R N Murthy was appointed as the Managing Director w.e.f. 10th July, 2018.

- 2.3 All Independent Directors have confirmed their independence to the Company.
- 2.4 The Non-executive Directors have no pecuniary relationship or transactions with the Company in their personal capacity.
- 2.5 None of the Directors of the Company has inter-se relations amongst themselves and none of the Directors of the Company are above seventy five years of age.
- 2.6 The minimum information to be placed before Board of Directors as mentioned in Part A of Schedule II of the SEBI Regulation 2015 was made available to the Board members. The Board periodically reviews compliance reports of all laws applicable to the Company.
- 2.7 The Company has adopted the Tata Code of Conduct for the Managing Director, Senior Management Personnel and other employees of the Company. It has also adopted a separate Code of Conduct for the Non-Executive Directors and Independent Directors of the Company. Both the Codes of Conduct are posted on the website of the Company at www.tatatinplate.com. The Company has received confirmations from the Non-Executive Directors, Managing Director and Senior Management Personnel regarding compliance with their Code of Conduct for the year ended 31.03.19. A declaration to this effect signed by the Managing Director forms part of this Annual Report.
- 2.8 In the opinion of the Board, the Company's Independent Directors fulfill the 'criteria for independence' as mentioned in Regulation 16 of the SEBI Regulations, 2015 read with Section 149 of the Companies Act, 2013, each as amended. The Independent Directors are independent of the Management of the Company.
- 2.9 There was no instance of non-acceptance of any recommendation of any Committee of the Board which was mandatorily required.
- 2.10 ATTENDANCE RECORD OF THE DIRECTORS

During the year five meetings of the Board of Directors were held on 24.04.2018, 06.07.2018, 26.07.2018, 31.10.2018 and 15.01.2019. The Companies Act, 2013 (the Act) has permitted the participation of Directors in Board Meetings through electronic mode. In compliance with the Act, some of the Directors participated through electronic mode at the aforesaid Board Meetings.

Sl. No.	Name of Director	No. of Board Meetings		Attendance at last AGM held on
		Held during the year	Attended during the year	3rd July, 2018
1	Mr. Koushik Chatterjee	5	5	No
2	Mr. Anand Sen	5	2	Yes
3	Mr. Dipak Kumar Banerjee	5	4	Yes
4	Mr. B N Samal	5	3	Yes
5	Dr. Sougata Ray	5	5	Yes
6	Ms. Atrayee Sanyal	5	3	Yes
7	Mr. Shashi Kant Maudgal	5	5	Yes
8	Mr. Subir Bose	5	4	Yes
9	Mr. Tarun Kumar Daga @	5	2	Yes
10	Mr. R N Murthy	5	5	Yes

@ Mr. Tarun Kumar Daga ceased to be the Managing Director w.e.f. 10th July, 2018.

### 3. AUDIT COMMITTEE

- 3.1 Brief Description of terms of reference
- The Audit Committee of the Company was initially constituted on 20.04.87.
  - The Audit Committee acts in accordance with the broad terms of reference specified by the Board of Directors in adherence to Section 177 of the Companies Act, 2013 (the Act) and Part C of Schedule II of the SEBI Regulation 2015. A brief description of terms of reference is provided in Annexure to the Corporate Governance Report. The revised roles of the Committee were approved by the Board vide circular resolution dated 31.03.2019.
- 3.2 During the year 4 meetings of the Audit Committee were held on 16.04.2018, 18.07.2018, 23.10.2018 and 10.01.2019.
- 3.3 The Audit Committee met on 11.04.2019 and reviewed the Annual Audited Accounts of the Company for the year ended 31st March 2019 before recommending the same to the Board of Directors. The Audit Committee had also periodically reviewed the Audited Financial Results during the year before recommending the same to the Board of Directors for adoption and publication.
- 3.4 During the year the Audit Committee comprised of Mr. Dipak Kumar Banerjee, Chairman, Dr. Sougata Ray, Mr. Subir Bose and Ms. Atrayee Sanyal as Members. Mr. Subir Bose was appointed as member of the Audit Committee w.e.f. 14th September, 2018.

- 3.5 The composition of the Committee during the financial year and the number of meetings attended by each of the Directors are given below :

Sl. No.	Name of Director	Position	No. of Meetings	
			Held	Attended
1	Mr. Dipak Kumar Banerjee	Chairman	4	4
2	Dr. Sougata Ray	Member	4	4
3	Ms. Atrayee Sanyal	Member	4	3
4	Mr. Subir Bose *	Member	4	1

\*Mr. Subir Bose was appointed as member with effect from 14th September, 2018.

- 3.6 All the members of the Committee have accounting or related financial management expertise.
- 3.7 The Chairman of the Audit Committee, Mr. Dipak Kumar Banerjee was present in the last Annual General Meeting held on 3rd July, 2018. The Chief Financial Officer, Chief Internal Auditor and the Statutory Auditors were present at all the Audit Committee meetings as invitees.
- 3.8 The Company Secretary, Mr. Kaushik Seal is the Secretary to the Audit Committee and was present at all the meetings held since the date of his appointment as the Company Secretary.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

- 4.1 In order to comply with Section 178 of the Act the erstwhile Remuneration Committee of the Company was renamed as Nomination and Remuneration Committee (NRC) at the meeting of the Board of Directors held on 22.04.2014.
- 4.2 During the year the NRC comprised of Mr. Dipak Kumar Banerjee as Chairman (Independent Director), Mr. Koushik Chatterjee (Non-Executive Director) and Dr. Sougata Ray (Independent Director) as members.
- 4.3 The role of NRC includes the areas laid out in Section 178 of the Act and Part D of Schedule II of the SEBI Regulation, 2015. A brief description of terms of reference is provided in the Annexure to the Corporate Governance Report. The revised roles of the Committee were approved by the Board vide circular resolution dated 31.03.2019.
- 4.4 During the year three meetings of NRC were held on 24.04.2018, 06.07.2018 and 26.07.2018. The number of meetings attended by each of the Directors is given below :

Sl. No.	Name of Director	Position	No. of Meetings	
			Held	Attended
1.	Mr. Dipak Kumar Banerjee	Chairman	3	3
2.	Mr. Koushik Chatterjee	Member	3	3
3.	Dr. Sougata Ray	Member	3	3

- 4.5 The Board of Directors on recommendation of NRC and in accordance with the Guidance Note on Board Evaluation issued by SEBI on 5th January, 2017 has adopted a policy for evaluation of the Board, its Committees and Directors and the same has been discussed in the Directors' Report forming part of this Annual Report. The evaluation process covered the aspects relating to frequency of Board meetings, participation in long-term strategic planning, fulfillment of Director's obligation and fiduciary responsibilities.

#### Details of remuneration for year ended 31.03.2019

##### (i) Non-Wholetime Directors

Sl. No.	Name of Director	Commission (₹)	Sitting Fees Paid (₹)
1	Mr. Dipak Kumar Banerjee	10,00,000	2,40,000
2.	Mr. B N Samal	6,00,000	1,20,000
3.	Dr. Sougata Ray	11,00,000	3,40,000
4.	Mr. Shashi Kant Maudgal	3,25,000	1,20,000
5.	Mr. Subir Bose	3,00,000	1,20,000

The commission to be paid to the Non-Executive Directors is decided by the Board every year based on the recommendation of the Nomination and Remuneration Committee and distributed amongst the non-executive directors based on the Board evaluation process, considering the criteria such as their attendance and contribution at the Board and Committee meetings. 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 with any other Tata Company. Hence, Mr Koushik Chatterjee, Mr Anand Sen and Ms Atrayee Sanayal being in full time employment with Tata Steel Limited do not receive any sitting fees and commission. None of the Non-executive Directors have been paid remuneration in excess of fifty percent of the total remuneration as paid to all the Non-executive directors of the Company.

The sitting fees as on 31.03.2019 paid to the Non-Executive Directors for attending each Board and Committee Meetings are as follows:

		Amount in Rs.
Sl. No.	Type of Meeting	Sitting Fees per Meeting
1.	Board Meeting	20,000
2.	Audit Committee	20,000
3.	Nomination and Remuneration Committee	20,000
4.	Corporate Social Responsibility Committee	20,000
5.	Stakeholders' Relationship Committee	20,000
6.	Meeting of Independent Directors	20,000

None of the Non-Executive Directors is holding any shares of the Company, except Mr. Koushik Chatterjee who holds 1000 equity shares of the Company as on 31.03.2019. The Company does not have any convertible instruments.

## ii) Wholetime Directors

						Rs. in lacs
Name	Salary	Allowance and Perquisites	Contribution to Provident and other funds	Performance linked bonus	Long Term Incentive Plan (LTIP)	
Mr. R N Murthy (as Executive Director – 01.04.18 to 09.07.18 and as Managing Director – 10.07.18 to 31.03.19)	45.09	34.34	6.91	56.37	48.94	
Mr. Tarun Kumar Daga (as Managing Director – 01.04.18 to 09.07.18)	12.54	13.85	3.00	17.14	236.25	

Note: Mr Tarun Kumar Daga ceased to be the Managing Director wef 10.07.2018. Mr R N Murthy was the Executive Director of the Company upto 09.07.2018 and was appointed as the Managing Director w.e.f 10.07.2018. The LTIP entitlement of Mr. Tarun Kumar Daga as given above relates to the period FY 2009-10 to FY 2017-18 and LTIP entitlement of Mr. R N Murthy relates to the period FY 2017-18 and FY 2018-19. The above remuneration does not include gratuity, leave encashment and other post retirement benefit.

**Period of contract of MD :** Mr. R N Murthy was appointed as the Managing Director at the Meeting of the Board of Directors held on 06.07.2018 based upon the recommendation of the Nomination and Remuneration Committee for a period of 3 years w.e.f 10.07.2018 to 09.07.2021, subject to the approval of Shareholders at the forthcoming AGM.

The contract may be terminated by either party giving the other party 6 months' notice or the Company paying 6 months' salary in lieu thereof.

Severance fees - Nil.

The Company at present has no stock option scheme.

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

- 5.1 The Shareholders' Grievance Committee was constituted on 19.03.2001 to specifically look into the redressal of shareholders' grievances relating to transfer of shares, non-receipt of dividend, non-receipt of balance sheet and any other matters concerning shareholders' grievance.
- 5.2 Pursuant to the notification of the Companies Act, 2013, the Shareholders' Grievance Committee was renamed as Stakeholders' Relationship Committee (the Committee) at the meeting of the Board of Directors held on 22.04.2014. The revised roles of the Committee were approved by the Board vide circular resolution dated 31.03.2019.
- 5.3 The Committee was reconstituted on 31st March, 2017. The Committee presently comprises of Mr. B N Samal (Independent Director) as Chairman, Mr. Anand Sen (Non-Executive Director) and. Dr. Sougata Ray (Independent Director) as Members. Mr. Kaushik Seal, Company Secretary is the Compliance Officer of the Company. The contact details of the Compliance Officer is available at the Company's website at <http://www.tatatinplate.com/investor/investor-contacts>.

5.4 During the financial year two meetings of the Stakeholders' Relationship Committee were held on 20.09.2018 and 04.01.2019 which were attended by all three members of the Committee.

5.5 The role of Stakeholders' Relationship Committee includes as specified in part D of Schedule II of the SEBI Regulation, 2015.

5.6 The details of shareholders' grievances received and attended during FY 2018-19 were as follows :

- a) Number of pending complaints as on 31.03.2018 – 1.
- b) Number of complaints received during the year ended 31.03.2019 – 18.
- c) Number of complaints disposed off during the year ended 31.03.2019 – 19.
- d) Number of complaints not resolved to the satisfaction of the shareholders during the year ended 31.03.2019 – 0.
- e) Number of pending complaints as on 31.03.2019 – 0.

The number of share transfers pending as on 31.03.2019 – 24.

5.7 TSR Darashaw Limited is the Registrar and Share Transfer Agent of the Company. The delegated authority is taking measures so that share transfer formalities are attended to at least once in a fortnight. The Company Secretary is also authorized by the Board to do all acts, deeds and matters and sign all documents that may be required in the matter relating to shares from time to time.

## **6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

6.1 The Corporate Social Responsibility Committee was constituted on 22.04.2014 to formulate and recommend to the Board, a Corporate Social Responsibility Policy regarding the activities to be undertaken by the Company as specified in Schedule VII of the Act. The Committee shall also recommend the amount of expenditure to be incurred on the activities as mentioned above and monitor the Corporate Social Responsibility Policy of the Company from time to time and is available at the Company's website at [www.tatatinplate.com](http://www.tatatinplate.com)

6.2 The Committee presently comprises of Mr. Anand Sen – Chairman (Non-Executive Director), Dr. Sougata Ray - Member (Independent Director) and Mr. R N Murthy – Member (Managing Director). Mr. R N Murthy was appointed as Member w.e.f. 10.07.2018 in place of Mr Tarun Kumar Daga.

6.3 During the year two meetings of the Corporate Social Responsibility Committee were held on 10.07.2018 and 04.01.2019 which were attended by all the three members of the Committee.

## **7. MEETING OF INDEPENDENT DIRECTORS**

During the financial year a meeting of the Independent Directors was held on 14.03.2019 which was attended by all the Independent Directors as on that date i.e. Mr. Dipak Kumar Banerjee, Mr. B. N. Samal, Dr. Sougata Ray, Mr Shashi Kant Maudgal and Mr Subir Bose. At this meeting the Independent Directors reviewed the performance of the Board, Chairman of the Board and that of the Non-Executive Non-Independent Directors in the line with requirement of Regulation 25(4) of SEBI Regulations, 2015.

## **8. GENERAL BODY MEETINGS**

8.1 Location, date and time, where last three Annual General Meetings (AGM) were held :

<b>Year</b>	<b>AGM/ EGM</b>	<b>Location</b>	<b>Date</b>	<b>Time</b>	<b>No. of Special Resolutions</b>
2015-16	AGM	Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata 700001	30.06.2016	11.00 AM	0
2016-17	AGM	Kala Mandir, Sangit Kala Mandir Trust 48, Shakespeare Sarani Kolkata - 700017	25.07.2017	3.00 PM	0
2017-18	AGM	Kala Mandir, Sangit Kala Mandir Trust 48, Shakespeare Sarani Kolkata - 700017	03.07.2018	10.30 AM	1

During the year under review, no Resolution was passed by postal ballot and there is no proposal pending as on date for approval as Special Resolution through Postal Ballot.

- 8.2 As per the provisions of the Act and SEBI Regulation, 2015 with the Stock Exchanges the shareholders were given option to vote on all resolutions through electronic means, and by means of ballot at the AGM. Mr A K Labh of A K Labh & Co., Practicing Company Secretaries (Membership No. FCS. 4848/ CP 3238) was appointed as Scrutinizer to scrutinize the voting process connected with the AGM.
- 8.3 Particulars of the Director seeking re-appointment at the ensuing Annual General Meeting is given in the Notice convening the Annual General Meeting as required under Regulation 36(3) of the SEBI Regulation, 2015.

## 9. DISCLOSURES

- 9.1 The Company had adopted a policy on dealing with Related Party Transactions and the same is disclosed at <http://www.tatatinplate.com/content/pdf/policies/related-party-transaction.pdf>

In accordance with Regulation 27(2)(b) of SEBI Regulation 2015 material transaction with related party have been disclosed quarterly along with the compliance report on Corporate Governance. Details of the material related party transaction for the year ended 31.03.2019 is given below:

Sl. No.	Name of the Company	Relationship	Nature of Transaction	Amount Rs/crores
1.	Tata Steel Limited	Holding Company	Purchase of Hot Rolled Coils	2051.82

The shareholders' at the Annual General Meeting of the Company held on 3rd July, 2018 had approved the above material related party transaction, relating to purchase of Hot Rolled Coils (HRC) from Tata Steel Ltd (TSL), for an amount not exceeding Rs. 2000 crores, for FY 2018-19 and for subsequent financial years. However, during FY 2018-19 the value of HRC purchased from TSL was Rs. 2051.82 crores which exceeded the approved value by Rs 51.82 crores. In compliance with the statutory requirement prior approval of the Audit Committee was sought to purchase HRC from TSL in excess of the approved limit of Rs 2,000 crores and the Board while approving such purchase had recommended the shareholders to approve the excess value of HRC purchased from TSL in the forthcoming Annual General Meeting of the Company. The said transaction is in the ordinary course of business and at arms' length. In continuation of it, the shareholders' approval for transaction limit of Rs. 2,500 crores with TSL during the financial year 2019-20 is also proposed by the Board of Directors of the Company with due recommendation of the Audit Committee.

For the details of all related party relationships and transactions as required by the Indian Accounting Standard - 24 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India please refer Note No 39 of notes to the Audited Financial Statements for the year ended 31.03.2019.

- 9.2 The Company has adopted a Risk Management Policy and has laid down procedures for informing the Board members about the risk assessment and minimization procedures.
- 9.3 The Company has formulated a Whistle Blower Policy and established a Vigil Mechanism for Directors and Employees and the same has been disclosed on the Company's website at <http://www.tatatinplate.com/content/pdf/policies/vigil-policy.pdf>. The Management affirms that no personnel has been denied access to the Chairman of the Audit Committee.
- 9.4 The Senior Management has informed the Board in accordance with Regulation 26(5) of the SEBI Regulation, 2015 that they are not having any personal interest in material, commercial and financial transactions of the Company that may have potential conflict with the interest of the Company at large.
- 9.5 The Managing Director and Chief Financial Officer have given the necessary certificates as required under Regulation 17(8) of SEBI Regulation, 2015.
- 9.6 The Company has issued formal appointment letters to all Independent Directors and the terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company at [http://www.tatatinplate.com/content/pdf/corporate-governance/21\\_Terms\\_Conditions\\_ID\\_Appt.pdf](http://www.tatatinplate.com/content/pdf/corporate-governance/21_Terms_Conditions_ID_Appt.pdf). The appointments of Independent Directors are in compliance with Regulation 25(1) and (2) of SEBI Regulation, 2015.

- 9.7 The Company has adopted a policy on remuneration for Directors, Key Managerial Personnel and other employees and has laid down evaluation criteria for Independent Directors. The details of the above policies have been disclosed on the Company's website at <http://www.tatatinplate.com/content/pdf/policies/remuneration-policy.pdf>
- 9.8 All new Independent Directors (IDs) inducted into the Board are provided with copies of the Board and Board Committee Charter, Tata Code of Conduct, last published Annual Reports, Whistle Blower Policy and schedule of upcoming Board and Committee meetings which help them to familiarize with the Company. Periodically presentations are sent to the Independent Directors to familiarize them with the strategy, operations and functioning of the Company. The Company has adopted a policy on Independent Director's Familiarization and Continuing Education Programme. The details of the Independent Director's Familiarization and Continuing Education Programme are available at <http://www.tatatinplate.com/content/pdf/corporate-governance/IndependentDirectorFamiliarizationEducationProgramme.pdf>.
- 9.9 Management Discussion and Analysis is annexed to the Directors' Report and forms part of Annual Report.
- 9.10 Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years - Nil.
- 9.11 None of the Non-executive Director has any pecuniary relationship or transactions with the Company.
- 9.12 All the mandatory requirements in respect of Corporate Governance under SEBI Regulation 2015 have been appropriately complied.
- 9.13 The Company has complied with all other requirements specified in Regulation 17 to 27 and applicable Clauses of Sub Regulation (2) of Regulation 46 of SEBI Regulation 2015.
- 9.14 The Board has identified the certain experience/skill/competencies viz-a-viz Strategic Planning Focus, Leadership experience, Legal /Regulatory expertise, Marketing experience, Financial expertise, Human Resource appreciation and Risk Management Focus, fundamental for the effective functioning of the Company which are currently available with the Board.
- 9.15 In compliance with Regulation 30 of SEBI Regulation, 2015 the Company has adopted Policy on Determination of Materiality for Disclosure and the same is available in the Company's website at <http://www.tatatinplate.com/content/pdf/policies/PDMD22122015.pdf>
- 9.16 In compliance with Regulation 9 of SEBI Regulation, 2015 the Company has adopted Document Retention and Archival Policy and the same is available in the Company's website at <http://www.tatatinplate.com/content/pdf/policies/DRAP2212205.pdf>
- 9.17 Details of disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018 has been made in the Directors' Report.
- 9.18 Pursuant to the disclosure requirement under Regulation 34(3) read with Schedule V of the SEBI Regulations 2015 following disclosures are provided in the Annexure to the Corporate Governance Report :
- Names of listed entity in which the Directors hold directorship along with category details.
  - A certificate from a Company Secretary in Practice that none of the Directors on the Board 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.
- 9.19 The Company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad hence no credit rating has been obtained during the year in connection to the above. However, the credit ratings obtained from ICRA in connection to long term and short term facilities are available in the Company's website at <http://www.tatatinplate.com/investor/credit-rating>.
- 9.20 Total fees for all services paid by the Company to its Statutory Auditors is Rs. 27.40 lacs. The Company does not have any subsidiary company.

## 10. MEANS OF COMMUNICATION

- 10.1 In compliance with the requirements of the SEBI Regulation 2015, the Company, on quarterly basis, intimates audited financial results to the Stock Exchanges after they are taken on record by the Board. Further, the financial results are published in the Business Standard/ Financial Express (English) and Aajkal (Bengali).
- 10.2 The financial results of the Company are also put on the website of the Company after these are submitted to the Stock Exchanges. Official information like press releases, if any, are also available on the website. The Company's website address is [www.tatatinplate.com](http://www.tatatinplate.com). The shareholders are free to communicate their grievances and queries to the Company through email id: [company.secretariat@tatatinplate.com](mailto:company.secretariat@tatatinplate.com). The contact details of the Company Secretary, responsible for assisting and handling investor grievance are made available on the Company's website.

## 11. GENERAL INVESTORS INFORMATION

### Annual General Meeting

Date & Time	:	26th August, 2019 at 3.00 pm
Venue	:	Kalamandir, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700 017

### Financial Year [April 2019 to March 2020]

Financial Reporting for quarter ending 30.06.2019	-	July 2019
Financial Reporting for half year ending 30.09.2019	-	October 2019
Financial Reporting for quarter ending 31.12.2019	-	January 2020
Financial Reporting for the year ending 31.03.2020	-	April 2020
Annual General Meeting for the year 2020	-	July 2020

Date of Book Closure	:	Wednesday, August 14, 2019 to Monday, August 26, 2019
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Dividend Payment Date	:	On and from August 29, 2019
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### Listing on Stock Exchanges

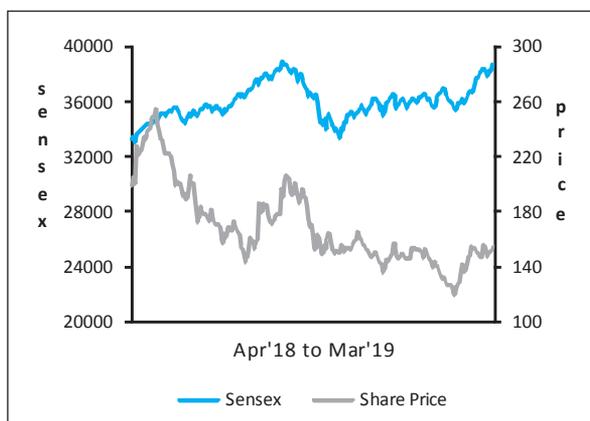
	Stock Code /Symbol
BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	504966
National Stock Exchange of India Ltd. "Exchange Plaza", Bandra - Kurla Complex, Bandra (E) , Mumbai - 400051	TINPLATE EQ

Annual Listing fees for FY 2019-20 in respect of both the Stock Exchanges will be paid within due date.

The closing high and low market prices , average volume, average number of trades and average value of shares during each month at BSE Ltd. during April 2018 to March 2019 were as follows :

MONTH	HIGH (Closing)	LOW (Closing)	Average per day		
			Avg. Volume / day	Avg. No. of Trades / day	Avg. Value / day (₹)
April '18	254.15	199.10	3,52,193	4,359	8,16,31,329
May '18	226.75	187.90	1,76,136	1,823	3,64,98,589
June '18	190.40	156.70	79,051	922	1,38,32,130
July '18	173.40	143.05	49,248	764	78,72,848
August '18	206.30	160.75	3,02,762	4,271	5,76,91,794
September '18	203.60	152.35	1,56,248	2,211	2,97,66,794
October '18	164.00	148.35	1,18,296	1,655	1,84,20,524
November '18	165.20	147.35	69,320	994	1,09,71,236
December '18	157.15	135.35	72,218	1,033	1,08,20,916
January '19	153.90	139.95	79,261	1,194	1,18,64,479
February '19	141.40	119.35	55,378	864	73,37,275
March '19	155.20	141.10	94,496	1,248	1,42,77,357

**Performance of TCIL Share Price in comparison to BSE Sensex**



**Registrar & Share Transfer Agent**

TSR Darashaw Limited was appointed as the Registrar and Share Transfer Agent of the Company with effect from 01.04.2002 for the Equity Shares held in both physical and dematerialized form. Their address for communication :

Head Office	Branch Office
TSR Darashaw Limited 6-10 Haji Moosa Patrawala Ind Estate 20, Dr. E Moses Road, Mahalaxmi Mumbai 400 011 Tel No. (022) 6656 8484 Fax No. (022) 6656 8494 E-mail : csg-unit@tsrdarashaw.com	TSR Darashaw Limited Tata Centre, 1st Floor 43, J.L.Nehru Road Kolkata 700071 Tel No. (033) 2288 3087 Fax No. (033) 2288 3062 E-mail : tsrdlcal@tsrdarashaw.com

ISIN in respect of Equity Share is INE 422C01014.

**Investor grievance and share transfer system**

We have a Board-level Stakeholders’ Relationship Committee to examine and redress investors’ complaints. The status on complaints and share transfers are reported to the entire Board.

During Fiscal 2019, the Securities and Exchange Board of India (‘SEBI’) and Ministry of Corporate Affairs (‘MCA’) has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 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 sent necessary intimations to its shareholders regarding 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, shareholders should approach the Depository Participants (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.

Shareholders should communicate with TSR Darashaw Limited, 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.

**Prevention of Insider Trading**

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

The trading window for dealing with equity shares of the Company is duly closed during declaration of financial results and occurrence of any other material events as per the code. Mr. Kaushik Seal, Company Secretary is the Compliance Officer in terms of this Code.

### Distribution of Shareholding

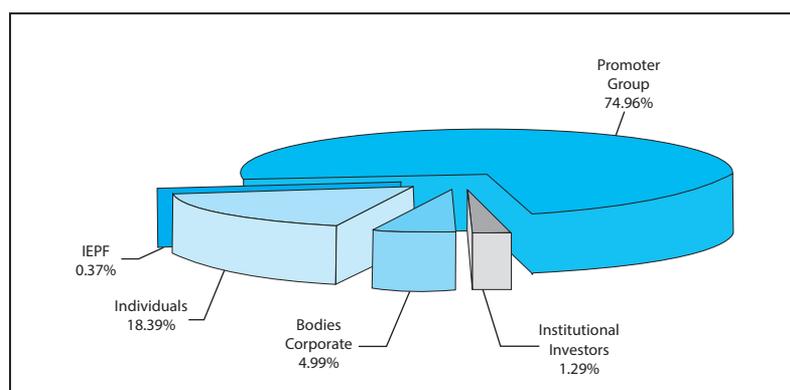
The distribution of Shareholding as on 31.03.2019 and 31.03.2018 are as follows :

In the Range of	No of Shareholders as on 31-03-2019	Percent %	No of Shareholders as on 31-03-2018	Percent %
1 to 500	61,735	89.94	54,951	89.94
501 to 1000	3,900	5.68	3,389	5.55
1001 to 2000	1,709	2.49	1,515	2.48
2001 to 3000	516	0.75	475	0.78
3001 to 4000	246	0.36	218	0.36
4001 to 5000	165	0.24	182	0.30
5001 to 10000	220	0.32	207	0.34
10001 and above	150	0.22	163	0.27
<b>Total</b>	<b>68,641</b>	<b>100.00</b>	<b>61,100</b>	<b>100.00</b>

### Shareholding pattern as on 31.03.2019 is as follows :

Category	Shares held	% of Shareholding
<b>I. PROMOTERS HOLDING</b>		
Tata Steel Ltd	78,457,640	74.96
<b>II. PUBLIC SHAREHOLDING</b>		
<b>A. Institutions</b>		
Mutual Funds / UTI	6,417	0.01
Financial Institutions / Banks	1,82,315	0.17
Insurance Companies	1,650	0.00
Foreign Institutional Investors / FPIs	11,63,001	1.11
<b>B. Non-Institution</b>		
Bodies Corporate / Clearing Members / Clearing House / LLP	50,69,416	4.84
Individuals –		
Individual shareholders holding nominal share capital upto Rs. 2 lacs	1,76,65,483	16.89
Individual shareholders holding nominal share capital in excess of Rs. 2 lacs	15,74,650	1.50
Directors & their Relatives	1,000	0.00
Trusts	825	0.00
NBFCs Registered with RBI	1,35,091	0.13
Central Govt.	18,030	0.02
IEPF	3,92,120	0.37
<b>Total</b>	<b>10,46,67,638</b>	<b>100.00</b>

### Equity Shareholding Group as on 31.03.2019



**Dematerialisation of Shares and Liquidity**

As on 31.03.2019 the status of dematerialised securities of the Company are as follows :

Type of Securities	Dematerialised Holding	Percentage
Equity Shares	10,37,58,729	99.13

For the purpose of dematerialization, agreements have been signed by the Company with National Securities Depository Limited and Central Depository Services (India) Limited, whereby the security holders have an option to dematerialise their shares with either of the depositories. The entire shareholding of the Promoters are in demat mode.

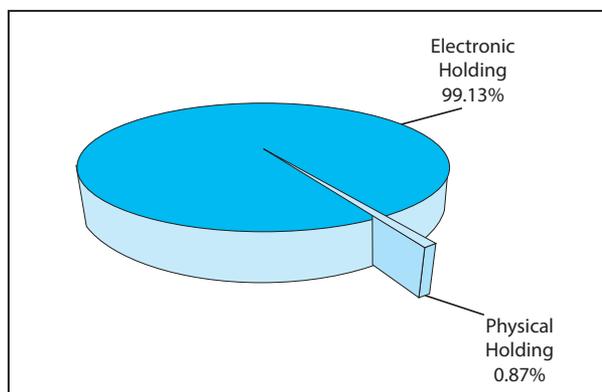
**Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity :**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the recent past and hence, as on March 31, 2019, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

**Demat Suspense Account**

The Company was not required to transfer any shares to Demat Suspense Account.

**Break up of Equity Shares held in Electronic and Physical Form**



**Foreign Exchange Risk Management**

The Company uses derivative financial instruments such as forwards, as per the Foreign Exchange Risk Management Policy approved by the Board of Directors and these forwards are used to hedge its risk associated with foreign exchange fluctuation. Such derivative financial instruments are used as risk management tools and not for speculative purpose.

**Plant Location :**

TCIL WORKS :

The Tinsplate Company of India Limited  
 Golmuri, Singhbhum (East), Jamshedpur 831003  
 Tel No. (0657) 2342208, Fax No. (0657) 2340517  
 E-mail : work.office@tatatinplate.com

**Address for correspondence:**

REGISTERED OFFICE:

The Tinsplate Company of India Limited  
 4, Bankshall Street, Kolkata 700001  
 Tel. No. (033) 2243-5401/5407/5410, Fax No. (033) 2230 4170  
 E-mail : company.secretariat@tatatinplate.com

## ANNEXURES TO THE CORPORATE GOVERNANCE REPORT FOR FY 2018-19 :

1. Names of listed entity in which the Directors hold directorship along with category of Directorship :

Name of Directors and the names of listed companies	Category of Directorship
<b>Mr Koushik Chatterjee</b>	
Tata Steel Limited	Executive
Tata Metaliks Ltd	Non-Executive
Tata Sponge Iron Limited	Non-Executive
Tata Steel BSL Limited	Non-Executive
The Tinplate Company of India Limited	Non-Executive
<b>Mr. Anand Sen</b>	
Tayo Rolls Ltd.	Non-Executive
Tata Steel BSL Limited	Non-Executive
The Tinplate Company of India Limited	Non-Executive
<b>Mr. Dipak Kumar Banerjee</b>	
DIC India Ltd.	Independent
Tata Sponge Iron Ltd.	Independent
Shristi Infrastructure Development Corp. Ltd.	Independent
Tayo Rolls Ltd.	Independent
Rupa & Company Limited	Independent
The Tinplate Company of India Limited	Independent
<b>Mr. B N Samal</b>	
The Tinplate Company of India Limited	Independent
<b>Dr. Sougata Ray</b>	
Tata Sponge Iron Limited	Independent
The Tinplate Company of India Limited	Independent
<b>Ms. Atrayee Sanyal</b>	
The Tinplate Company of India Limited	Non-Executive
<b>Mr. Shahshi Kant Maudgal</b>	
Tata Steel BSL Limited	Independent
The Tinplate Company of India Limited	Independent
<b>Mr. Subir Bose</b>	
DIC India Limited	Independent
LA Opala RG Ltd.	Independent
The Tinplate Company of India Limited	Independent
<b>Mr. R N Murthy</b>	
The Tinplate Company of India Limited	Executive

2. A brief description of the terms of reference of the Audit Committee and Nomination remuneration Committee is given below :

Audit Committee	Nomination & Remuneration Committee
<ul style="list-style-type: none"> <li>Oversight of financial reporting process.</li> </ul>	<ul style="list-style-type: none"> <li>Recommend to the Board the setup and composition of the Board and its committees</li> </ul>
<ul style="list-style-type: none"> <li>Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.</li> </ul>	<ul style="list-style-type: none"> <li>Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.</li> </ul>
<ul style="list-style-type: none"> <li>Evaluation of internal financial controls and risk management systems.</li> </ul>	<ul style="list-style-type: none"> <li>Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.</li> </ul>
<ul style="list-style-type: none"> <li>Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.</li> </ul>	<ul style="list-style-type: none"> <li>Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.</li> </ul>
<ul style="list-style-type: none"> <li>Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.</li> </ul>	<ul style="list-style-type: none"> <li>Oversee familiarization programs for Directors.</li> </ul>

3. A certificate from a Company Secretary in Practice that none of the Directors on the Board 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 given below :

**To the Members of The Tinplate Company of India Limited**

We have examined the compliance of conditions of Corporate Governance by The Tinplate Company of India Limited ("the Company") as stipulated vide sub-clause (i) of Clause (10) at Part C of Schedule V to the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") for the year ended 31.03.2019.

In our opinion and to the best of our information and according to the explanations given to us and the declarations as received from the Directors of the Company in this regard, we certify that:

"none of the Directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority"

This certificate has been issued in terms of sub-clause (i) of Clause (10) at Part C of Schedule V to the Listing Regulations.

**For A. K. LABH & Co.**  
Company Secretaries

**CS A. K. LABH**  
Practicing Company Secretary  
FCS – 4848 / CP No.- 3238

Place : Kolkata  
Dated : 15th April, 2019

## **INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

**To the Members of The Tinplate Company of India Limited**

We have examined the compliance of conditions of Corporate Governance by The Tinplate Company of India Limited ("the Company") in terms of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the year ended 31.03.2019.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our 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 our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

**For A. K. LABH & Co.**  
Company Secretaries

**CS A. K. LABH**  
Practicing Company Secretary  
FCS – 4848 / CP No.- 3238

Place : Kolkata  
Dated : 15th April, 2019

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2019

[ Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014 ]

**To**  
**The Members,**  
**The Tinsplate Company of India Limited**

4, Bankshall Street  
Kolkata - 700 001 West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Tinsplate Company of India Limited** having its Registered Office at 4, Bankshall Street, Kolkata – 700001, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31.03.2019 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.

### AUDITORS' RESPONSIBILITY

Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers and the agents of the Company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of our understanding 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 are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form

an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board, of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

**We report that,** we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2019 according to the provisions of (as amended) :

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) 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;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**We further report that,** having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has specifically complied with the provisions of the following Act :

1. The Legal Metrology Act, 2009
2. The Jharkhand Legal Metrology (Enforcement) Rules, 2011

to the extent of its applicability to the Company during the financial year ended 31.03.2019 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environmental laws, etc.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the

Company:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

**We further report that :**

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place, if any, during the period under review were carried out in compliance with the provisions of the Act.
- (b) 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 and for meaningful participation at the meeting.
- (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (d) 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.

**For A. K. LABH & Co.**  
Company Secretaries

**CS A. K. LABH**  
Practicing Company Secretary  
FCS – 4848 / CP No.- 3238

Place : Kolkata  
Dated : 15th April, 2019

## ANNEXURE - 9

## EXTRACT OF ANNUAL RETURN

## Form No. MGT-9

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

## I. REGISTRATION AND OTHER DETAILS :

i) Corporate Identity Number (CIN) of the Company:	L28112WB1920PLC003606
ii) Registration Date:	20th January, 1920
iii) Name of the Company:	The Tinplate Company of India Limited
iv) Category / Sub-Category of the Company:	Public Company; Limited by shares; Company having share capital.
v) Address of the Registered Office and contact details:	4, Bankshall Street, Kolkata - 700001 Tel. No.- (033) 2243 5401 Fax No.- (033) 2230 4170 Email - company.secretariat@tatatinplate.com
vi) Whether listed company:	Yes
vii) Name, Address and contact details of Registrar & Share Transfer Agent (RTA), if any:	TSR Darashaw Limited 6-10 Haji Moosa Patrawala Ind Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai - 400011. Tel No. (022) 6656 8484 Fax No. (022) 6656 8494 Email : csg-unit@tsrdarashaw.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Tinplate Manufacturing	27172	90%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	TATA STEEL LIMITED Bombay House, 24, Homi Mody Street, Fort, Mumbai - 400 001	L27100MH1907PLC000260	HOLDING	74.96	2(46)

## IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

## (i) Category-wise Shareholding

Category of Shareholders	Number of shares held at the end of the year 31st March, 2018				Number of shares held at the end of the year 31st March, 2019				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
<b>(1) Indian</b>										
(a) Individual / Hindu Undivided Family	0	0	0	0.00	0	0	0	0.00	0.00	
(b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00	
(c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00	
(d) Bodies Corporate	78457640	0	78457640	74.96	78457640	0	78457640	74.96	0.00	
(e) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00	
(f) Any Other (specify)										
- Trust	0	0	0	0.00	0	0	0	0.00	0.00	
<b>Sub-total (A) (1)</b>	<b>78457640</b>	<b>0</b>	<b>78457640</b>	<b>74.96</b>	<b>78457640</b>	<b>0</b>	<b>78457640</b>	<b>74.96</b>	<b>0.00</b>	

Category of Shareholders	Number of shares held at the end of the year 31st March, 2018				Number of shares held at the end of the year 31st March, 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
(a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(e) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>78457640</b>	<b>0</b>	<b>78457640</b>	<b>74.96</b>	<b>78457640</b>	<b>0</b>	<b>78457640</b>	<b>74.96</b>	<b>0.00</b>
<b>(B) Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	0	4550	4550	0.00	0	4550	4550	0.00	0.00
(b) Banks / Financial Institutions	159269	3115	162419	0.16	179365	2950	182315	0.17	0.02
(c) Central Government	0	0	0	0.00	1803	0	1803	0.02	0.02
(d) State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	500	1150	1650	0.00	500	1150	1650	0.00	0.00
(g) Foreign Institutional Investors /FPIs	2451407	0	2451407	2.34	1163001	0	1163001	1.11	(1.23)
(h) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(i) Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
- UTI	0	1867	1867	0.00	0	1867	1867	0.00	0.00
<b>Sub-Total (B) (1)</b>	<b>2611176</b>	<b>10717</b>	<b>2621893</b>	<b>2.50</b>	<b>1360896</b>	<b>10517</b>	<b>1371413</b>	<b>1.31</b>	<b>(1.19)</b>
<b>(2) Non-Institutions</b>									
(a) Bodies Corporate									
i. Indian	5720968	29494	5750462	5.49	5042570	26846	5069416	4.84	(0.65)
ii. Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals -									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	13961807	976963	14938770	14.27	15960742	871546	16832288	16.08	1.81
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2507336	0	2507336	2.40	2407845	0	2407845	2.30	(0.10)
(c) Any Other (Specify)									
- Directors & their Relatives	1000	0	1000	0.00	1000	0	1000	0.00	0.00
- Trust	1915	0	1915	0.00	825	0	825	0.00	0.00
- BC NBFC	33708	0	33708	0.03	135091	0	135091	0.13	0.10
- IEPF	354914	0	354914	0.34	392120	0	392120	0.37	0.04
<b>Sub-Total (B) (2)</b>	<b>22581648</b>	<b>1006457</b>	<b>23588105</b>	<b>22.54</b>	<b>23940193</b>	<b>898392</b>	<b>24838585</b>	<b>23.73</b>	<b>1.19</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>25192824</b>	<b>1017174</b>	<b>26209998</b>	<b>25.04</b>	<b>25301089</b>	<b>908909</b>	<b>26209998</b>	<b>25.04</b>	<b>0.00</b>
<b>TOTAL (A)+(B)</b>	<b>103650464</b>	<b>1017174</b>	<b>104667638</b>	<b>100.00</b>	<b>103758729</b>	<b>908909</b>	<b>104667638</b>	<b>100.00</b>	<b>0.00</b>

Category of Shareholders	Number of shares held at the end of the year 31st March, 2018				Number of shares held at the end of the year 31st March, 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(C) Shares held by Custodians for GDRs &amp; ADRs</b>									
1 Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2 Public	0	0	0	0.00	0	0	0	0.00	0.00
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>103650464</b>	<b>1017174</b>	<b>104667638</b>	<b>100.00</b>	<b>103758729</b>	<b>908909</b>	<b>104667638</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (1st April, 2018)			Shareholding at the end of the year (31st March, 2019)			% Change in shareholding during the year
		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	78457640	74.96	0.00	78457640	74.96	0.00	0.00
	<b>TOTAL</b>	<b>78457640</b>	<b>74.96</b>	<b>0.00</b>	<b>78457640</b>	<b>74.96</b>	<b>0.00</b>	<b>0.00</b>

**(iii) Change in Promoter's Shareholding**

Sl. No.	Particulars	Reason	Shareholding		Cumulative Shareholding during the year		
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1.	Tata Steel Limited						
	At the beginning of the year 01.04.2018		78457640	74.96	78457640	74.96	
	Purchase / sale during the year	NIL	-	-	78457640	74.96	
	At the end of the year 31.03.2019		-	-	78457640	74.96	

**(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	Name of the Shareholder	Date	Reason	Shareholding		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Patton Developers Private Limited	01-Apr-2018	At the beginning of the year	1,299,374	1.24	1,299,374	1.24
		31-Mar-2019	At the end of the year	-	-	1,299,374	1.24
2.	Patton International Limited	01-Apr-2018	At the beginning of the year	901,219	0.86	901,219	0.86
		31-Mar-2019	Sale	2,100	0.00	899,119	0.86
3.	Lok Prakashan Ltd.	01-Apr-2018	At the beginning of the year	427,534	0.41	427,534	0.41
		31-Mar-2019	At the end of the year	-	-	427,534	0.41
4.	Investor Education And Protection Fund Authority Ministry of Corporate Affairs	01-Apr-2018	At the beginning of the year	354,914	0.34	354,914	0.34
		31-Mar-2019	Purchase	37,206	0.04	392,120	0.38
5.	Emerging Markets Core Equity Portfolio (The Portfolio) of Dfa Investment Dimensions Group Inc. (Dfaidg)	01-Apr-2018	At the beginning of the year	309,676	0.30	309,676	0.30
		31-Mar-2019	Purchase	64,609	0.06	374,285	0.36
6.	Dimensional Emerging Markets Value Fund	01-Apr-2018	At the beginning of the year	0	0.00	0	0.00
		31-Mar-2019	Purchase	267,976	0.26	267,976	0.26
7.	Karvy Stock Broking Ltd	01-Apr-2018	At the beginning of the year	195,056	0.19	195,056	0.19
		31-Mar-2019	Purchase	388,329	0.37	583,385	0.56
			Sale	383,362	0.37	200,023	0.19
			At the end of the year	-	-	200,023	0.19

**THE TINPLATE COMPANY OF INDIA LIMITED**

Sl. No.	Name of the Shareholder	Date	Reason	Shareholding		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
8.	Kuber Trexim Pvt Ltd	01-Apr-2018	At the beginning of the year	0	0.00	0	0.00
			Purchase	190,000	0.18	190,000	0.18
		31-Mar-2019	At the end of the year	-	-	190,000	0.18
9.	Jigar Lalchand Shah	01-Apr-2018	At the beginning of the year	0	0.00	0	0.00
			Purchase	466,104	0.45	466,104	0.45
			Sale	283,027	0.27	183,077	0.18
		31-Mar-2019	At the end of the year	-	-	183,077	0.18
10.	The Emerging Markets Small Cap Series Of The Dfa Investment Trust Company	01-Apr-2018	At the beginning of the year	200,035	0.19	200,035	0.19
			Purchase	40,640	0.04	240,675	0.23
			Sale	57,852	0.06	182,823	0.17
				31-Mar-2019	At the end of the year	-	-
11.	Nirmal Bang Financial Services Private Limited	01-Apr-2018	At the beginning of the year	173,725	0.17	173,725	0.17
			Purchase	17,733	0.02	191,458	0.19
			Sale	17,548	0.02	173,910	0.17
				31-Mar-2019	At the end of the year	-	-
12.	Mv Scif Mauritius	01-Apr-2018	At the beginning of the year	273,196	0.26	273,196	0.26
			Purchase	10,382	0.01	283,578	0.27
			Sale	117,303	0.10	166,275	0.16
				31-Mar-2019	At the end of the year	-	-
13.	Ramesh Shantilal Tolat	01-Apr-2018	At the beginning of the year	116,573	0.11	116,573	0.11
			Purchase	5,000	0.00	121,573	0.11
			Sale	5,000	0.00	116,573	0.11
				31-Mar-2019	At the end of the year	-	-
14.	Edelweiss Custodial Services Limited	01-Apr-2018	At the beginning of the year	76,828	0.07	76,828	0.07
			Purchase	326,664	0.32	403,492	0.39
			Sale	290,811	0.28	112,681	0.11
				31-Mar-2019	At the end of the year	-	-
15.	Angel Broking Limited	01-Apr-2018	At the beginning of the year	346,880	0.33	346,880	0.33
			Purchase	757,343	0.72	1,104,223	1.05
			Sale	998,767	0.95	105,456	0.10
				31-Mar-2019	At the end of the year	-	-

**(iv) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Name of the Shareholders	Shareholding		Cumulative Shareholding during the year		
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1.	Mr. Koushik Chatterjee	At the beginning of the year 01.04.2018	1000	0.00	1000	0.00
		Increase / (Decrease) during the year	-	-	1000	0.00
		At the end of the year 31.03.2019	-	-	1000	0.00

Note : No other Director or Key Managerial Personnel holds any shares of the Company other than Mr Koushik Chatterjee.

**V. INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

Rs. in Lacs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	8,500.00	33,878.12	-	42,378.12
• Reduction	8,500.00	33,878.12	-	42,378.12
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Rs. in Lacs

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. R N Murthy <sup>1</sup>	Mr. Tarun Kumar Daga <sup>1</sup>	
1.	Gross salary			
a.	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	178.21	271.53	449.74
b.	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	6.53	8.25	14.78
c.	Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-
5.	Others (Employer PF & SAF)	6.91	3.00	9.91
	<b>Total (A)</b>	<b>191.65</b>	<b>282.78</b>	<b>474.43</b>
	Ceiling as per the Act		998.86	

Note: <sup>1</sup> Mr. Tarun Kumar Daga ceased to be the Managing Director w.e.f. 10.07.2018. Mr. R N Murthy was the Executive Director of the Company upto 09.07.2018 and was appointed as the Managing Director w.e.f. 10.07.2018.

The Remuneration of Mr. Tarun Kumar Daga and Mr. R N Murthy includes Long Term Incentive plan entitlement of Rs. 236.26 Lacs and Rs. 48.94 Lacs respectively. The above remuneration does not include gratuity, leave encashment and other post retirement benefit.

**B. Remuneration of Other Directors :**

₹ in Lacs

Sl. No.	Name	Sitting Fees	Commission	Total Compensation
<b>Independent Directors</b>				
1.	Mr Dipak Kumar Banerjee	2.40	10.00	12.40
2.	Mr. B N Samal	1.20	6.00	7.20
3.	Dr. Sougata Ray	3.40	11.00	14.40
4.	Mr. Shasi Kant Maudgal	1.20	3.25	4.45
5.	Mr. Subir Bose	1.20	3.00	4.20
	<b>Total</b>	<b>9.40</b>	<b>33.25</b>	<b>42.65</b>
	Overall ceiling as per Companies Act, 2013		1098.74	

**C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Whole-time Directors:**

Rs. in Lacs

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Sanjay Kumar Shrivastav (Chief Financial Officer)	Mr Kaushik Seal (Company Secretary)	
1.	Gross salary			
a.	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	17.63	17.63
b.	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	0.50	0.50
c.	Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-
5.	Others			
	Employer PF & SAF	-	2.14	2.14
	Deputation Charges	62.71	-	62.71
	<b>Total</b>	<b>62.71</b>	<b>20.27</b>	<b>82.98</b>
	Ceiling as per the Act		-	

Note : Remuneration of Mr. Kaushik Seal does not include contribution to gratuity fund, leave encashment and other long term benefits.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES – NIL**

Sl. No.	Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A.	COMPANY		-	-	-	-
	Penalty		-	-	-	-
	Punishment		-	-	-	-
	Compounding		-	-	-	-
B.	DIRECTORS		-	-	-	-
	Penalty		-	-	-	-
	Punishment		-	-	-	-
	Compounding		-	-	-	-
C.	OTHER OFFICERS IN DEFAULT		-	-	-	-
	Penalty		-	-	-	-
	Punishment		-	-	-	-
	Compounding		-	-	-	-

On behalf of the Board of Directors

Kolkata  
15th April, 2019

**Koushik Chatterjee**  
Chairman  
(DIN : 00004989)

# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF THE TINPLATE COMPANY OF INDIA LIMITED

## Report on the Audit of the Financial Statements

### Opinion

- We have audited the accompanying financial statements of The Tinsplate Company of India Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, 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, 2019, and its 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 Ind AS 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

#### Delay in completion of capital projects

#### Refer to Note 3(e) to the financial statements

The Company recognises expenditure incurred on construction of assets as an item of property, plant and equipment only at a time when the asset is ready for its intended use as mentioned in Note 2.6 to the financial statements.

The Company has Capital Work in Progress amounting to Rs. 4,246.89 lakhs as at the balance sheet date. It includes value aggregating to Rs. 724.81 lakhs, which are related to certain capital projects. The value is represented by items such as plant & machinery and building which were initially planned for commissioning and capitalisation within the timelines approved by the Board of Directors of the Company. However, these were delayed on account of different reasons, such as delay in finalization of vendors, multiple changes in technical specifications based on change in scope, technical issues, etc.

Further, the Management has concluded that there were no indicators for impairment of capital work in progress.

Analyzing the reason for such delays and testing whether there were any indicators of impairment, were area of audit focus. Significant time and efforts were, therefore, put in. Consequently the subject was determined to be a Key Audit Matter.

### How our audit addressed the key audit matter

Our procedures included the following :-

- Evaluation of the design and operating effectiveness of the controls implemented by the management for monitoring the status of capital work in progress.
- Inquiry with project in-charge for understanding the status of the individual capital projects
- Understanding and evaluation of the reasons for delays in completion of capital projects
- Testing the reasons for delays in the various on-going projects as at the year end
- Management's documentation on whether there were indicators for impairment of capital work in progress were obtained and evaluated.

Based on our work performed, we noted that the reasons for delays as cited by the Management led to delayed commissioning and capitalization of the capital projects. Consequently the Management's conclusion that there are no indicators of impairment for capital work in progress is found to be reasonable.

### Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, 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. Those 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:
    - (a) 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.
    - (b) 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.
- (c) 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.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) 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".
  - (g) 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:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 to the financial statements;
    - ii. The Company has long-term contracts including derivative contracts as at March 31, 2019 for which there were no material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019 except for amounts aggregating to Rs 0.35 lakhs, which according to the information and explanation provided by the management is held in abeyance due to pending legal cases – Refer Note 18(a)
    - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2019.

**For Price Waterhouse & Co Chartered Accountants LLP**

Firm Registration Number: 304026E/E-300009  
Chartered Accountants

**Rajib Chatterjee**

Partner

Membership Number : 057134

Gurugram  
April 15, 2019

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 14(f) of the Independent Auditors' Report of even date to the members of The Tinsplate Company of India Limited on the financial statements for the year ended March 31, 2019.

### 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 The Tinsplate Company of India Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the 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 control 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, 2019, 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/E-300009

Chartered Accountants

**Rajib Chatterjee**

Partner

Membership Number : 057134

Gurugram  
April 15, 2019

## ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of The Tinsplate Company of India Limited on the financial statements as of and for the year ended March 31, 2019

- 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 regular phased programme 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) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transferred deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as the Balance Sheet Date. In respect of immovable properties of self - constructed buildings on leasehold land which are disclosed as fixed assets in the financial statements, the land lease agreement is in the name of the Company, where the Company is the lessee in the agreement.
- ii. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii. There are no companies/ firms/ Limited Liability Partnerships/ other parties covered in the register maintained under Section 189 of the Act.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- 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 generally regular in depositing the undisputed statutory dues, in respect of provident/ pension fund, income tax, goods and service tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, with the appropriate authorities. We have been informed that the Company has applied for exemption from payment of dues under the Employee's State Insurance Act and necessary steps in this regard has already been taken by the Company. We understand that the past demands made by the authorities in this regard have not been paid by the Company as the matter is subjudice and the Company has obtained stay in its favour from the judicial authorities. Refer Note 33(a). Also refer note 33(b) to the Financial Statements regarding management's assessment on certain matters relating to provident fund.
- (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 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, 2019 which have not been deposited on account of a dispute, are as follows :

Name of the statute	Nature of dues	Amount (Rs. In Lacs)	Period to which the amount relates	Forum where the dispute is pending
Central Sales Tax Act, 1956	Central Sales Tax	5.75	1979-80	Joint Commissioner of Commercial Taxes (Appeals)
Central Sales Tax Act, 1956	Central Sales Tax	18.30	1999-00	Commercial Taxes Tribunal
Central Sales Tax Act, 1956	Central Sales Tax	33.47	2004-05	High Court (Appeal to be filed)
Bihar Finance Act, 1981	Sales Tax	73.20	1994-95 , 1995-96, 1996-97	Commercial Taxes Tribunal (Appeal to be filed)
Jharkhand Value Added Tax Act, 2005	Valued Added Tax	873.11	2011-12, 2014-15	The Commissioner of Commercial Taxes

Name of the statute	Nature of dues	Amount (Rs. In Lacs)	Period to which the amount relates	Forum where the dispute is pending
Jharkhand Value Added Tax Act, 2005	Valued Added Tax	965.08	2010-11, 2012-13, 2013-14	Commercial Taxes Tribunal
West Bengal Value Added Tax Act, 2003	Valued Added Tax	265.76	2015-16	The Commissioner of Commercial Taxes
Central Excise Act, 1944	Excise Duty	1,193.30	1999-00, 2000-01, 2004-05, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16	Customs, Excise and Service Tax Appellate Tribunal
Customs Act, 1962	Customs Duty	215.65	1984-85	Calcutta High Court
Finance Act, 1994	Service Tax	3,828.52	2001-02, 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15	Customs Excise and Service Tax Appellate Tribunal
Income-tax Act 1961	Income Tax	2.63	2007-08	Assessing Officer
Income-tax Act, 1961	Income Tax	1,524.55	2006-07, 2008-09, 2014-15	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income Tax	78.04	2010-11, 2011-12	Income Tax Appellate Tribunal

- viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- 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 provisions of Section 197 read with Schedule V to the Act.
- 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 such 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 review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- 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/E-300009

Chartered Accountants

**Rajib Chatterjee**

Partner

Membership Number : 057134

Gurugram  
April 15, 2019

# BALANCE SHEET

As at 31st March, 2019

(Rs. in Lacs)

Particulars	Notes	As at	
		31.03.2019	31.03.2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant And Equipment	3	56,232.22	56,428.72
(b) Capital Work-in-progress	3	4,246.89	4,343.71
(c) Intangible Assets	4	106.41	276.91
(d) Financial Assets			
i) Investments	6	0.33	0.33
ii) Loans	8	60.87	64.08
(e) Non Current Tax Asset (net)	10	1,185.21	1,185.21
(f) Other Non Current Assets	11	977.50	446.22
<b>Total Non-Current Assets</b>		<b>62,809.43</b>	<b>62,745.18</b>
<b>Current Assets</b>			
(a) Inventories	5	21,122.29	19,370.99
(b) Financial Assets			
(i) Investments	6	9,695.94	5,122.08
(ii) Trade Receivables	7	12,514.52	9,793.54
(iii) Cash and Cash Equivalents	12	3,171.64	4,372.75
(iv) Bank Balances other than (iii) above	13	106.25	234.71
(v) Loans	8	10.23	18.83
(vi) Other Financial Assets	9	98.68	152.45
(c) Contract Assets		-	-
(d) Other Current Assets	11	8,104.32	8,913.66
<b>Total Current Assets</b>		<b>54,823.87</b>	<b>47,979.01</b>
<b>Total Assets</b>		<b>1,17,633.30</b>	<b>1,10,724.19</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	14	10,479.80	10,479.80
(b) Other Equity	14	60,631.03	57,191.95
<b>Total Equity</b>		<b>71,110.83</b>	<b>67,671.75</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Provisions	19	6,203.36	6,383.66
(b) Deferred Tax Liabilities (net)	15	7,452.44	7,869.05
<b>Total Non-Current Liabilities</b>		<b>13,655.80</b>	<b>14,252.71</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
i) Trade Payables	17		
a) total outstanding dues of micro enterprises and small enterprises		7.08	18.39
b) total outstanding dues of creditors other than micro enterprises and small enterprises		21,251.78	17,858.25
ii) Other Financial Liabilities	18	2,391.99	1,893.97
(b) Contract Liabilities		1,159.86	1,052.13
(c) Provisions	19	1,081.86	1,006.76
(d) Current Tax Liabilities (Net)	20	747.93	147.60
(e) Other Current Liabilities	21	6,226.17	6,822.63
<b>Total Current Liabilities</b>		<b>32,866.67</b>	<b>28,799.73</b>
<b>Total Liabilities</b>		<b>46,522.47</b>	<b>43,052.44</b>
<b>Total Equity and Liabilities</b>		<b>1,17,633.30</b>	<b>1,10,724.19</b>

This is the Balance Sheet referred to in our report of even date

See accompanying notes forming part of the financial statements.

**For Price Waterhouse & Co Chartered Accountants LLP**Firm Registration No. 304026E/E-300009  
Chartered Accountants**Rajib Chatterjee**Partner  
Membership No. 057134  
Gurugram, April 15, 2019

For and on behalf of the Board of Directors

**Koushik Chatterjee**Chairman  
(DIN : 00004989)**Sanjay Kumar Shrivastav**

Chief Financial Officer

**R N Murthy**Managing Director  
(DIN : 06770611)**Kaushik Seal**

Company Secretary

Kolkata, April 15, 2019

# STATEMENT OF PROFIT AND LOSS

For the year ended 31st March, 2019

(Rs. in Lacs)

Particulars	Notes	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>I</b> Revenue from operations	22	2,58,449.96	1,91,869.00
<b>II</b> Other Income	23	2,918.61	1,648.20
<b>III Total Income (I + II)</b>		<b>2,61,368.57</b>	<b>1,93,517.20</b>
<b>IV EXPENSES</b>			
(a) Cost of materials consumed	24	1,89,536.22	1,19,553.28
(b) Purchase of traded goods		-	10,194.61
(c) (Increase)/Decrease in inventories of finished goods, stock in trade, work-in-progress and scrap	25	(595.49)	(6,721.28)
(d) Employee benefits expense	26	12,622.39	11,186.14
(e) Finance costs	27	715.04	330.13
(f) Depreciation and amortisation expense	3 & 4	6,352.10	6,192.56
(g) Other expenses	28	43,560.89	41,260.03
<b>Total Expenses (IV)</b>		<b>2,52,191.15</b>	<b>1,81,995.47</b>
<b>V Profit before tax (III-IV)</b>		<b>9,177.42</b>	<b>11,521.73</b>
<b>VI Tax Expense</b>			
(1) Current tax		3,794.13	4,745.73
(2) Deferred tax	15	(416.61)	(540.28)
<b>Total Tax Expenses (VI)</b>		<b>3,377.52</b>	<b>4,205.45</b>
<b>VII Profit for the year (V - VI)</b>		<b>5,799.90</b>	<b>7,316.28</b>
<b>VIII Other comprehensive income</b>			
Items that will not be reclassified to profit or loss (net of taxes)			
Remeasurement gains on post employment defined benefit obligation		250.28	217.04
Income tax relating to above		(87.46)	(75.11)
<b>Total other comprehensive income for the year (net of tax) (VIII)</b>		<b>162.82</b>	<b>141.93</b>
<b>IX Total comprehensive income for the year (VII + VIII)</b>		<b>5,962.72</b>	<b>7,458.21</b>
<b>X Earnings per equity share (of Rs 10 each) :</b>			
(1) Basic (Rs.)	35	5.54	6.99
(2) Diluted (Rs.)	35	5.54	6.99

This is the Statement of Profit and Loss (including other comprehensive income) referred to in our report of even date.

#### For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration No. 304026E/E-300009  
Chartered Accountants

#### Rajib Chatterjee

Partner  
Membership No. 057134  
Gurugram, April 15, 2019

See accompanying notes forming part of the financial statements.

For and on behalf of the Board of Directors

#### Koushik Chatterjee

Chairman  
(DIN : 00004989)

#### Sanjay Kumar Shrivastav

Chief Financial Officer

#### R N Murthy

Managing Director  
(DIN : 06770611)

#### Kaushik Seal

Company Secretary

Kolkata, April 15, 2019

# STATEMENT OF CASH FLOWS

For the year ended 31st March, 2019

(Rs. in Lacs)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Profit before tax</b>	9,177.42	11,521.73
<i>Adjustments for:</i>		
Depreciation and Amortisation Expense	6,352.10	6,192.56
Loss/ (Gain) on disposal of Property, Plant & Equipment (net)	(13.09)	(0.33)
Interest Income	(195.43)	(87.35)
Dividend Income	(49.77)	(242.18)
Finance Costs	715.04	330.13
Advance Written Back	(31.80)	-
Allowance for Doubtful Advances Written Back	(8.44)	-
Allowance for Doubtful Advances	43.12	88.37
Stores Written Off	-	119.62
Provision for Stores	162.21	-
Allowance for Expected Credit Loss	19.00	-
Mark to Market Loss on Forward Contracts	130.22	-
Liability No Longer Required Written Back	(783.18)	-
Foreign Exchange Differences (net)	(251.52)	(50.28)
<b>Operating Profit before changes in Operating Assets and Liabilities</b>	15,265.88	17,872.27
<i>Adjustments for (increase)/decrease in operating assets</i>		
Inventories	(1,913.51)	(12,998.69)
Trade Receivables	(2,740.83)	(1,517.12)
Other Financial Assets - Current	62.37	2,268.40
Other Financial Assets - Non Current	3.21	5.55
Other Current Assets	814.79	(7,917.40)
Other Non Current Assets	(14.95)	18.90
<i>Adjustments for increase/(decrease) in operating liabilities</i>		
Trade Payables	4,409.31	10,996.03
Other Financial Liabilities - Current	145.45	60.66
Provision - Current	75.10	(183.28)
Provision - Non Current	69.98	(8.02)
Contract Liabilities	147.99	810.45
Other Current Liabilities	(596.46)	6,429.09
<b>Cash Generated from Operations</b>	15,728.33	15,836.84
Income tax paid	(3,281.26)	(4,994.73)
<b>Net Cash Flow from Operating Activities</b>	<b>12,447.07</b>	<b>10,842.11</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Payment for purchase of Property, Plant and Equipment and Intangible Assets	(6,235.82)	(3,960.34)
Proceeds from sale of Property, Plant and Equipment	13.90	7.42
Payment for purchase of Current Investments	(42,959.78)	(54,942.17)
Proceeds from sale of Current Investments	38,385.92	53,642.22
Dividend Income Received	49.77	242.18
Fixed deposits Realised	141.97	-
Fixed deposits Placed	-	(141.97)
Interest Income Received	195.43	87.35
<b>Net Cash Flow used in Investing Activities</b>	<b>(10,408.60)</b>	<b>(5,065.31)</b>

# STATEMENT OF CASH FLOWS

For the year ended 31st March, 2019

(Rs. in Lacs)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Finance Costs Paid	(715.94)	(330.13)
Dividend Paid	(2,093.35)	(1,674.68)
Dividend Distribution Tax Paid	(430.29)	(340.93)
<b>Net Cash Flow used in Financing Activities</b>	<b>(3,239.58)</b>	<b>(2,345.74)</b>
<b>Net increase / (decrease) in Cash and Cash Equivalent</b>	<b>(1,201.11)</b>	<b>3,431.06</b>
<b>Cash and Cash Equivalents as at the beginning of the year (Refer Note 12)</b>	<b>4,372.75</b>	<b>941.69</b>
<b>Cash and Cash Equivalents as at the end of the year (Refer Note 12)</b>	<b>3,171.64</b>	<b>4,372.75</b>

**Notes:**

1. The above Statement of Cash Flows has been prepared under the Indirect Method as set out in "Ind AS - 7 Statement of Cash Flows".

This is the Cash Flow Statement referred to in our report of even date

**For Price Waterhouse & Co Chartered Accountants LLP**

Firm Registration No. 304026E/E-300009

Chartered Accountants

**Rajib Chatterjee**

Partner

Membership No. 057134

Gurugram, April 15, 2019

For and on behalf of the Board of Directors

**Koushik Chatterjee**

Chairman

(DIN : 00004989)

**Sanjay Kumar Shrivastav**

Chief Financial Officer

Kolkata, April 15, 2019

**R N Murthy**

Managing Director

(DIN : 06770611)

**Kaushik Seal**

Company Secretary

# STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March, 2019

## (A) EQUITY SHARE CAPITAL

	Notes	Rs. In Lacs
Balance as at April 1, 2018	14	10,479.80
Changes in equity share capital during the year		–
<b>Balance as at March 31, 2019</b>		<b>10,479.80</b>
Balance as at April 1, 2017	14	10,479.80
Changes in equity share capital during the year		–
Balance as at March 31, 2018		10,479.80

## (B) OTHER EQUITY

(Rs. in Lacs)

	Note	Reserve & Surplus					Other Reserves	Total
		Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	Fair value of equity instruments through OCI	
<b>Balance as at 01.04.2018</b>	14	5.03	29,483.94	11,233.00	2,547.80	13,922.18	–	57,191.95
Profit for the year		–	–	–	–	5,799.90	–	5,799.90
Other comprehensive income for the year		–	–	–	–	162.82	–	162.82
Dividend paid to Equity Shareholders	31	–	–	–	–	(2,093.35)	–	(2,093.35)
Tax on Dividends	31	–	–	–	–	(430.29)	–	(430.29)
<b>Balance as at 31.03.2019</b>		<b>5.03</b>	<b>29,483.94</b>	<b>11,233.00</b>	<b>2,547.80</b>	<b>17,361.26</b>	<b>–</b>	<b>60,631.03</b>
<b>Balance as at 01.04.2017</b>		<b>5.03</b>	<b>29,483.94</b>	<b>11,233.00</b>	<b>2,547.80</b>	<b>8,479.58</b>	<b>–</b>	<b>51,749.35</b>
Profit for the year	14	–	–	–	–	7,316.28	–	7,316.28
Other comprehensive income for the year		–	–	–	–	141.93	–	141.93
Dividend paid to Equity Shareholders		–	–	–	–	(1,674.68)	–	(1,674.68)
Tax on Dividends		–	–	–	–	(340.93)	–	(340.93)
<b>Balance as at 31.03.2018</b>		<b>5.03</b>	<b>29,483.94</b>	<b>11,233.00</b>	<b>2,547.80</b>	<b>13,922.18</b>	<b>–</b>	<b>57,191.95</b>

This is the Statement of Changes in Equity referred to in our report of even date.

See accompanying notes forming part of the financial statements.

### For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration No. 304026E/E-300009  
Chartered Accountants

### Rajib Chatterjee

Partner  
Membership No. 057134  
Gurugram, April 15, 2019

For and on behalf of the Board of Directors

### Koushik Chatterjee

Chairman  
(DIN : 00004989)

### Sanjay Kumar Shrivastav

Chief Financial Officer

### R N Murthy

Managing Director  
(DIN : 06770611)

### Kaushik Seal

Company Secretary

Kolkata, April 15, 2019

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 1. GENERAL CORPORATE INFORMATION

The Tinplate Company of India Ltd.(TCIL) is the largest producer of tin coated and tin free steel sheets in India having its headquarter in Kolkata, and works located at Jamshedpur, Jharkhand. The strategic goal of the company is to create and enhance value for the stakeholders through growth and competitiveness and also to reach status of supplier of choice for tin mill products in Asia.

The financial statements were approved vide resolution of the Board of Directors in their meeting held on 15 April, 2019.

## 2. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation and measurement

#### i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

#### ii) Historical Cost Convention

The financial statements have been prepared under the historical cost convention with the exception of certain financial assets & liabilities (including derivative instrument), and defined benefit plans that are required to be carried at fair values by Ind AS's.

#### 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:

- expected to be realised or intended to be sold or consumed in the normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realised within twelve months after the reporting year, or
- cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non-current.

A liability is classified as current when :

- it is expected to be settled in the normal operating cycle,

- it is held primarily for the purpose of trading,
- it is due to be settled within twelve months after the reporting year, or
- there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting year.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current.

### 2.2 Use of estimates and critical accounting judgments

In preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant including expectations of future event that may have a financial impact on the company and that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised and future years affected.

Significant judgments and estimates relating to the carrying amounts of assets and liabilities include useful lives of property, plant and equipment, intangible assets, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies, estimation of current tax expense and current tax payable, provision for inventory.

### 2.3 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### 2.4 Revenue Recognition

#### i) Sale of Goods

Sales are recognised when control of the products is transferred by way of delivery to the customers. Delivery occurs when the products have been shipped

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

or delivered to the specific location, 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. The Company does not have any contracts where the year 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 is not required to adjust any of the transaction prices for the time value of money. Revenue includes consideration received or receivable but excludes Goods and Service Taxes, and are net of discounts and rebates.

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.

Sale of good are inclusive of ancillary income.

## ii) Sale of Services

Conversion income and income from hospital services are recognised on rendering of the related services. Revenue from conversion income is recognised by reference to the stage of completion of transactions at the end of the reporting year.

## iii) Dividend and Interest Income

Dividend income is recognised when the company's right to receive dividend 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.

Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis taking into account the amount outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that assets net carrying amount on initial recognition.

## 2.5 Taxes on Income

Income tax expenses or credit for the year represent the sum of the tax payable on current year's taxable income

based on the applicable income tax rate and changes in deferred tax assets and liabilities.

### (i) Current Income Tax

The Current income tax payable is based on taxable profit for the year. Taxable profit differs from 'Profit before tax' as reported in the Statement of Profit and Loss because of items of income or expenses that are taxable or deductible in other years and items that are never taxable or deductible.

The current income tax is calculated using tax rates that have been enacted or substantially enacted at the end of the reporting year. 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.

### (ii) Deferred Tax

Deferred tax is provided in full, using the liability method on temporary differences arising between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary difference. Deferred tax assets are generally recognised for all the deductible temporary differences and unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences and losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all part of the assets to be recovered. Deferred tax liabilities and assets are measured at the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year and are expected to apply in the year in which the liability is settled or the assets is realised.

The measurement of deferred tax liability and assets reflects the tax consequences that would follow from the manner in which the company expects at the end of the reporting year, to recover or settle the carrying amount of its assets and liabilities.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

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.

### (iii) Current and Deferred Tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

## 2.6 Property, Plant and Equipment

Freehold land is carried at cost. The company recognises expenditure incurred on construction of assets as an item of property, plant & equipment only at the time when the assets is ready for its intended use. All items of property, plant and equipment are stated at cost less accumulated depreciation / accumulated impairment loss if any. Pre-operative expenses including trial run expenses (net of revenue) are capitalised. The cost of an asset includes the purchase cost of assets, including import duties and non-refundable taxes, and any directly attributable costs of bringing an asset to the location and condition of its intended use. Interest on borrowings used to finance the construction of qualifying assets are capitalised as part of the cost of the asset until such time that the asset is ready for its intended use. Subsequent expenditure on items of property, plant and equipment after its purchase / completion is 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.

## 2.7 Capital Work in Progress

Expenditure incurred on construction of assets which are not ready for their intended use are carried at cost less impairment (if any), under Capital work-in-progress. The cost includes the purchase cost of materials, including import duties and non-refundable taxes, interest on borrowings used to finance the construction of the asset and any directly attributable

costs of bringing an assets ready for their intended use.

## 2.8 Intangible Assets

Intangible assets acquired separately are stated at cost less accumulated amortisation / accumulated impairment loss, if any. Computer Software for internal use, which is primarily acquired from third-party vendors is capitalised. Subsequent costs associated with maintaining such softwares are recognised as expense as and when incurred. Cost of software includes license fees and cost of implementation/system integration services, where applicable.

## 2.9 Depreciation and Amortisation Method, Estimated Useful Lives and Residual Values

- (i) Freehold land is not depreciated. Premium paid on leasehold land and land development expenses are amortised over the primary lease year.
- (ii) Depreciation is provided on a straight line basis over the useful lives of assets, which is as stated in Schedule II to the Act or based on technical estimates made by the Company. The details of estimated life for each category of asset are as under:
  - (a) Buildings – 30 to 60 years
  - (b) Roads – 5 to 10 years
  - (c) Plant and Machinery (Rolling Mill in Steel Plant) – 20 years
  - (d) \* Other Plant and Machinery – 3 to 20 years
  - (e) Motor Vehicles – 8 to 10 years
  - (f) Furniture, Fixtures and Office Equipments – 3 to 10 years
  - (g) Computer Software – 5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in the Statement of profit and loss.

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 year.

\*For these class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the Company believes that the useful lives as given above best represent the year over which Company expects to use these assets. Hence, the useful

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

lives for these assets are different from the useful lives as prescribed under Part C of Schedule II to the Act.”

- (iii) The cost of Intangible asset are amortised on straight line basis over the estimated useful life of 5 years. Amortisation method and useful lives are reviewed periodically including at each year end.

## 2.10 Impairment of Non-Financial Assets

At the end of each reporting year, the company reviews the carrying amounts of Property, plant and equipment and Intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through its continuous use. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

## 2.11 Borrowing Costs

Borrowing Costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such assets till such time as the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial year of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the Statement of Profit and Loss in the year in which they are incurred.

## 2.12 Inventories

Finished and semi-finished products produced and purchased by the Company are carried at lower of cost and net realisable value.

Work-in-progress is carried at lower of cost and net realisable value.

Stores and spare parts are carried at lower of cost and net realisable value. Necessary provision is made and expensed in case of identified obsolete and nonmoving items.

Scrap is carried at estimated realisable value.

Raw Material is carried at lower of cost and net realisable value.

Cost of Inventories includes purchase price, non refundable taxes and duties and other directly attributable costs incurred in bringing the inventories to their present location and condition.

Cost of inventories is ascertained on weighted average basis. Cost of work-in-progress and finished goods comprises of 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. 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 complete the sale.

## 2.13 Provisions, Contingent Liabilities and Contingent Assets :

### (i) Provision

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis. Provisions are not recognised for future operating losses.

Constructive obligation is an obligation that derives from an entity's actions where:

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

and

- (b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

## (ii) **Contingent Liabilities and Assets**

Contingent liability is a possible obligation that arises from past events and 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 is a present obligation that arises from past events but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

## **2.14 Leases**

### **Company as a Lessee**

The Company determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

Leases are classified as finance leases where the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

### **Operating lease**

Rentals payable under operating leases are charged to the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time

pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the year in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

### **Finance lease**

Finance leases are capitalised at the commencement of lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the Statement of Profit and Loss over the year of the lease.

## **2.15 Employee Benefits**

### **A. Short-term Employee Benefits**

Liability in respect of short term employee benefit is recognised at the undiscounted amount of the benefits expected to be paid in respect of service rendered by employees in an accounting year.

### **B. Post Employment Benefit Plans**

#### **Defined Contribution Plans**

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenses for the year in which the employee has rendered the service.

#### **Defined Benefit Plans**

The present value of defined benefit obligations are ascertained by an independent actuarial valuation using Projected Unit Credit Method as per the requirement of Ind AS 19 - Employee Benefits. The liability / (asset) recognised in the Balance Sheet is the present value of the defined benefit obligations on the balance sheet date less the fair value of the plan assets (for funded plans), together with adjustments for unrecognized past service costs. Measurements, comprising of actuarial gains and losses, the effect of the asset ceiling

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

(excluding amounts included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the year in which they occur. Measurements are not reclassified to profit or loss in subsequent years.

## C. Other Long-term Employment Benefits (unfunded)

### Long Service Award

The present value of obligation against long-term employee benefits is ascertained by an independent actuarial valuation using Projected Unit Credit Method as per the requirement of Ind AS 19 - Employee Benefits. All actuarial gains and losses and past service cost are recognised in the Statement of Profit and Loss as applicable in the year in which they occur.

### Compensated Absences

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognised based on actuarial valuation at the present value of the obligation as on the reporting date.

The benefits are discounted using the market yields at the end of the reporting year that have terms approximating to the terms of the related obligation remeasurement as a result of experience adjustment and changes in actuarial assumptions are recognised in the statement of profit and loss.

## 2.16 Financial Instruments

Financial assets and financial liabilities are recognised when the company become a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities ( other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate on initial recognition. Transaction cost directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

## 2.17 Financial Assets

### Financial Assets measured at Amortized Cost

Financial assets are subsequently measured at amortized cost if these financial assets are held with a business model to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial Assets measured at Fair Value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model to hold these assets in order to collect contractual cash flows and to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company in respect of equity investments which are not held for trading has made an irrevocable election to present in other comprehensive income. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of fair value changes of such equity investments. Subsequent changes in the fair value of such equity instruments are taken through other comprehensive income.

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at fair value through profit or loss. A gain or loss on such assets that is subsequently measured at fair value through profit or loss is recognised in statement of profit and loss.

### Impairment of Financial Assets

Loss allowance for expected credit losses, assessed on a forward looking basis, is recognized for financial assets measured at amortized cost and fair value through other comprehensive income.

The Company recognises life time expected credit losses for all trade receivables that do not constitute a financing transaction. For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## De-recognition 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 Company 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 Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised

Where the Company 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.

## 2.18 Financial Liabilities and Equity Instruments

### Classification of Debt or Equity

Debt and equity instruments issued by the company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instruments.

### Equity Instruments

An equity instruments in any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued by the company are recognised at the proceed received, net of direct issue cost.

### Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

## De recognition of Financial Liabilities

The company derecognise financial liabilities when and only when the Company's obligation are discharged, cancelled or have expired.

## 2.19 Foreign Currency Transactions

The financial statements of the Company are presented in Indian Rupee, which is the functional currency of the company and the presentation currency for the financial statements.

Transactions in foreign currencies are initially recognised in reporting currency i.e. Indian Rupees, using the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are premeasured at the rates of exchange prevailing at the reporting date.

The exchange differences arising on the settlement of transactions and from the translation of monetary assets & liabilities denominated in foreign currencies at year end exchange rates are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

## 2.20 Derivative Financial Instruments

The Company uses derivative financial instruments such as forwards, to safeguard its risks associated with foreign exchange fluctuations. Such derivative financial instruments are used as risk management tools and not for speculative purposes. Derivatives are initially recognised at fair value at the date of derivative contracts being entered into and are subsequently re measured at fair value at the end of each reporting year.

## 2.21 Trade Receivables

Trade receivables are amount receivable from customers for goods sold in the ordinary course of business. Trade receivable are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

## 2.22 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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

payables are presented as current liabilities unless payment is not due within 12 months after the reporting year. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

## 2.23 Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand / deposits held at call with banks and other short term deposits with original maturities of three month or less which are readily convertible into known amount of cash and are subject to insignificant risk of change in value. These balances with banks are unrestricted for withdrawal and usage.

Other bank balance includes balances and deposits with banks that are restricted for withdrawal and usage.

## 2.24 Earnings Per Share

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares together with any dilutive equity equivalent shares outstanding during the year adjusted to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares.

## 2.25 Segment Reporting

The Company identifies operating segments based on the dominant source, nature of risks and returns, internal organisation, management structure and the internal performance reporting systems 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 Board of Directors of the Company. The accounting policies adopted for the segment reporting are in line with the accounting policies of the Company.

## 2.26 Government Grants

Government Grants are not recognized until there is a reasonable assurance that the company will comply with the conditions attaching to them and that the grants will be received.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over

the year necessary to match them with the costs that they are intended to compensate and presented within Other Operating Income.

Government Grants relating to the purchase of Property, plant and equipment are included in Non current liabilities as deferred income and are credited to the Statement of Profit and Loss on a straight line basis over the expected lives of the related assets and presented within Other Operating Income.

## 2.27 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.

## 2.28 Recent Accounting Pronouncements

### Standards issued but not yet effective

Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2019 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2019 containing the new amendments to Ind AS which the Company has not applied as they are effective for annual periods beginning on or after 1st April, 2019.

### Ind AS 116 - 'Leases'

Ind AS 116 'Leases' eliminates the classification of leases as either finance leases or operating leases. All leases are required to be reported on an entity's balance sheet as assets and liabilities. Leases are capitalised by recognising the present value of the lease payments and showing them either as lease assets or together with property, plant and equipment. If lease payments are made over time a financial liability representing the future obligation will be recognised.

The Company is currently assessing the impact of adoption of the above new standard on its financial statements

## 2.29 Rounding of Amounts

All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest Lakhs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 3. PROPERTY, PLANT AND EQUIPMENTS

Rs. in Lacs

Year ended March 31, 2019	Freehold Land	Buildings Note (a)	Plant and Machinery	Furniture and fixtures	Office Equipments	Vehicle	Total Property, Plant & Equipment	Capital work in progress	Total Property, Plant & Equipment including Capital Work In Progress
Gross Block at the beginning of the year	3.86	13,850.27	61,722.82	49.26	209.36	85.71	75,921.28	4,343.71	80,264.99
Add : Additions	-	584.29	5,263.52	36.71	24.48	28.18	5,937.18	5,840.36	11,777.54
Less : Capitalised	-	-	-	-	-	-	-	5,937.18	5,937.18
Less : Disposals/Discard	-	-	113.27	2.93	0.21	7.38	123.79	-	123.79
<b>Gross Block at the end of the year (A)</b>	<b>3.86</b>	<b>14,434.56</b>	<b>66,873.07</b>	<b>83.04</b>	<b>233.63</b>	<b>106.51</b>	<b>81,734.67</b>	<b>4,246.89</b>	<b>85,981.56</b>
Accumulated Depreciation at the beginning of the year	-	2,050.55	17,310.95	19.45	96.48	15.13	19,492.56	-	19,492.56
Add : Charge for the year	-	780.84	5,286.14	8.27	43.80	13.82	6,132.87	-	6,132.87
Less : Disposals/Discard	-	-	113.15	2.24	0.21	7.38	122.98	-	122.98
<b>Accumulated Depreciation at the end of the year (B)</b>	<b>-</b>	<b>2,831.39</b>	<b>22,483.94</b>	<b>25.48</b>	<b>140.07</b>	<b>21.57</b>	<b>25,502.45</b>	<b>-</b>	<b>25,502.45</b>
<b>Net block at the end of the year (A-B)</b>	<b>3.86</b>	<b>11,603.17</b>	<b>44,389.13</b>	<b>57.56</b>	<b>93.56</b>	<b>84.94</b>	<b>56,232.22</b>	<b>4,246.89</b>	<b>60,479.11</b>

Year Ended March 31, 2018	Freehold Land	Buildings Note (a)	Plant and Machinery	Furniture and fixtures	Office Equipments	Vehicle	Total Property, Plant & Equipment	Capital work in progress	Total Property, Plant & Equipment including Capital Work In Progress
Gross Block at the beginning of the year	3.86	13,449.65	59,785.96	43.74	144.90	101.89	73,530.00	2,422.76	75,952.76
Add : Additions	-	400.62	1,941.74	5.52	64.46	6.77	2,419.11	4,340.06	6,759.18
Less : Capitalised	-	-	-	-	-	-	-	2,419.11	2,419.11
Less : Disposals/Discard	-	-	4.88	-	-	22.95	27.83	-	27.83
<b>Gross Block at the end of the year (A)</b>	<b>3.86</b>	<b>13,850.27</b>	<b>61,722.82</b>	<b>49.26</b>	<b>209.36</b>	<b>85.71</b>	<b>75,921.28</b>	<b>4,343.71</b>	<b>80,264.99</b>
Accumulated Depreciation at the beginning of the year	-	1,350.45	12,085.80	13.66	55.91	17.74	13,523.56	-	13,523.56
Add : Charge for the year	-	700.10	5,229.62	5.79	40.57	13.66	5,989.74	-	5,989.74
Less : Disposals/Discard	-	-	4.47	-	-	16.27	20.74	-	20.74
<b>Accumulated Depreciation at the end of the year (B)</b>	<b>-</b>	<b>2,050.55</b>	<b>17,310.95</b>	<b>19.45</b>	<b>96.48</b>	<b>15.13</b>	<b>19,492.56</b>	<b>-</b>	<b>19,492.56</b>
<b>Net block at the end of the year (A-B)</b>	<b>3.86</b>	<b>11,799.72</b>	<b>44,411.87</b>	<b>29.81</b>	<b>112.88</b>	<b>70.58</b>	<b>56,428.72</b>	<b>4,343.71</b>	<b>60,772.43</b>

### Note :

- Site & Water, Drainage System and Building (Except at Kolkata) are on leasehold land, the land lease agreements being in the name of the company.
- Refer to Note 40 for information on Property, Plant & Equipment hypothecated as security by the company.
- Title deeds of all the immovable properties comprising of land and building which are freehold, are held in the name of the company. Land lease agreements of self-constructed buildings on leasehold land is in the name of the Company, where the Company is the lessee in the agreement.
- Aggregate amount of depreciation has been included under depreciation and amortisation expense in the statement of profit and loss.
- The Company has certain board approved ongoing capital projects which are delayed from the approved timeline for completion. The reasons for delay include finalisation of vendors, change in scope, technical issues, etc. The Company has adequate controls for monitoring the status of capital projects on periodic basis, such as management review at different levels and reportage to the Board.  
The management has reviewed and has sufficient reason to believe that there is no indication of impairment or obsolescence with respect to such delayed projects.

## 4. INTANGIBLE ASSETS

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Computer Software	Total Intangible Assets	Computer Software	Total Intangible Assets
Gross Block at beginning of the year	834.34	834.34	726.63	726.63
Add : Additions	48.73	48.73	107.71	107.71
Less : Disposals	-	-	-	-
<b>Gross Block at the end of the year</b>	<b>883.07</b>	<b>883.07</b>	<b>834.34</b>	<b>834.34</b>
Amortisation at the beginning of the year	557.43	557.43	354.61	354.61
Add : Charge for the year	219.23	219.23	202.82	202.82
Less : Disposals	-	-	-	-
<b>Amortisation at the end of the year</b>	<b>776.66</b>	<b>776.66</b>	<b>557.43</b>	<b>557.43</b>
<b>Net block at the end of the year</b>	<b>106.41</b>	<b>106.41</b>	<b>276.91</b>	<b>276.91</b>

Note : a. Aggregate amount of amortisation has been included under depreciation and amortisation expense in the statement of profit and loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 5. INVENTORIES (At lower of cost and net realisable value)

Rs. in Lacs

	As at 31.03.2019	As at 31.03.2018
(a) Raw materials [including Goods-in-Transit of Rs. 1136 Lacs (March 31, 2018 - Rs. 1,529 Lacs)]	4,713.96	5,527.02
(b) Work in progress	4,287.79	2,577.52
(c) Finished goods [including Goods-in-Transit of Rs. 169.84 Lacs (March 31, 2018 - Rs. 128.61 Lacs)] *	3,396.20	4,528.28
(d) Stores and spares (including packing material)[including Goods-in-Transit of Rs. NIL (March 31, 2018 - Rs. NIL)]	8,589.67	6,620.80
(e) Scrap	134.67	117.37
	<b>21,122.29</b>	<b>19,370.99</b>
* include finished goods carried at fair value less cost to sale	49.50	172.60

### Note :

- During the year an amount of **Rs. 2.43 Lacs** (March 31, 2018 : Rs. 3.17 Lacs) and **Rs 162.21 Lacs** (March 31, 2018 : Rs Nil) have been recognised as expense in respect of writedown of inventory to net realisable value and provision for slow moving and obsolete items respectively in the statement of profit and loss.
- The stores and spares (including packing material) inventory is stated after impairment of **Rs. 605.63 Lacs** (March 31, 2018 : Rs. 443.42 Lacs) in respect of provisions for slow moving and obsolete items
- Refer Note 40 for information on inventories hypothecated as security by the company.

## 6. INVESTMENTS

Rs. in Lacs

	As at 31.03.2019	As at 31.03.2018
<b>Financial assets measured at Fair value through other comprehensive income (FVTOCI)</b>		
<b>Unquoted Equity Investment</b>		
250 (31.03.2018 : 250) ordinary shares of Rs. 100 each in Bihar State Financial Corporation fully paid up	0.25	0.25
20,000 (31.03.2018 : 20,000) ordinary shares of Rs. 10 each in Nicco Jubilee Park Limited fully paid up	-	-
800 (31.03.2018 : 800) ordinary shares of Rs. 10 each in Woodlands Multispecialty Hospital Limited fully paid up	0.08	0.08
	<b>0.33</b>	<b>0.33</b>
<b>Classified as:</b>		
Non current	0.33	0.33
Current	-	-
	<b>0.33</b>	<b>0.33</b>
<b>Financial assets carried at fair value through profit and loss (FVTPL)</b>		
<b>Unquoted Mutual Fund</b>		
UTI Liquid Cash Plan - Institutional Plan- Direct Plan - Daily Dividend Reinvestment	2,606.85	400.84
UTI Money Market Fund - Institutional Plan - Direct Plan - Daily Dividend Reinvestment	-	431.98
UTI Treasury Advantage Fund Institutional - Daily Income Option - Reinvestment	-	500.28
SBI Liquid Fund - Super Institutional - Daily Dividend Reinvestment (formerly SBI Premier Liquid Fund - Super Institutional - Daily Dividend Reinvestment)	2,506.50	834.68
HDFC Liquid Fund -Direct Plan - Daily Dividend Reinvestment	2,306.38	623.53
Reliance Liquid Fund - Cash Plan-Institutional Option - Daily Dividend	-	803.41
DHFL Insta Cash Plus Fund - Cash Direct Plan - Daily Dividend Reinvestment	-	774.40
<b>Quoted Mutual Fund</b>		
Aditya Birla Sunlife Money Manager - Direct Plan - Daily Dividend Reinvestment (formerly Aditya Birla SunLife Floating Fund - Direct Plan - Daily Dividend Reinvestment)	-	752.96
Aditya Birla Sunlife Liquid Fund - Direct Plan- Daily Dividend Reinvestment (formerly Aditya Birla SunLife Cash Plus - Direct Plan - Daily Dividend Reinvestment)	2,276.21	-
	<b>9,695.94</b>	<b>5,122.08</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

	Rs. in Lacs	
	As at 31.03.2019	As at 31.03.2018
<b>Classified as:</b>		
Non current	-	-
Current	9,695.94	5,122.08
	<b>9,695.94</b>	<b>5,122.08</b>
<b>(a) Additional Informations:</b>		
(i) Aggregate amount - Market value of quoted investment	2,276.21	752.96
(ii) Aggregate amount - unquoted investment	7,420.06	4,369.45
(iii) Aggregate amount of impairment in value of investment	-	-
<b>(b) Refer Note 32 about fair value measurement, credit risk and market risk on investment</b>		

## 7. TRADE RECEIVABLES

	Rs. in Lacs			
	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
<b>Trade Receivables</b>				
From related parties	-	140.49	-	85.76
Others	-	12,604.87	-	9,919.62
Less: Allowances for Doubtful debts/expected credit loss	-	230.84	-	211.84
	<b>-</b>	<b>12,514.52</b>	<b>-</b>	<b>9,793.54</b>
<b>Classification of Trade Receivables</b>				
Trade Receivables considered good - Secured	-	-	-	-
Trade Receivables considered good - Unsecured	-	12,514.52	-	9,793.54
Trade Receivables which have significant increase in Credit Risk	-	-	-	-
Trade Receivables - credit impaired	-	230.84	-	211.84
	<b>-</b>	<b>12,745.36</b>	<b>-</b>	<b>10,005.38</b>
<b>(i) Movement in allowance for doubtful debts/expected credit loss of receivables is as follows :-</b>				
Balance at the beginning of the year	-	211.84	-	211.84
Charge in Statement of Profit and Loss	-	19.00	-	-
Utilised during the year	-	-	-	-
Balance at the end of the year	<b>-</b>	<b>230.84</b>	<b>-</b>	<b>211.84</b>

### (ii) Information about major customer :

Before creating a new customer, the Company uses a credit scoring system to assess the potential customer's credit worthiness and defines a credit limit for the customer. The credit limit and the credit scoring attributes are reviewed twice a year. M/s Adani Wilmar Limited who represents more than 10% of the total balance of trade receivable as at March 31, 2019.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 8. LOANS

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
(i) Security deposits	57.93	1.23	58.23	5.35
(ii) Loan to Employees	2.94	9.00	5.85	13.48
	<b>60.87</b>	<b>10.23</b>	<b>64.08</b>	<b>18.83</b>
<b>Classification of other financial assets:</b>				
Loans Receivables considered good - Secured	-	-	-	-
Loans Receivables considered good - Unsecured	60.87	10.23	64.08	18.83
Loans Receivables which have significant increase in Credit Risk	-	-	-	-
Loans Receivables - credit impaired	-	-	-	-
	<b>60.87</b>	<b>10.23</b>	<b>64.08</b>	<b>18.83</b>

## 9. OTHER FINANCIAL ASSETS

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
(a) Receivable from Related Parties	-	5.06	-	56.17
(b) Other Miscellaneous Receivables	-	93.62	-	96.28
	-	<b>98.68</b>	-	<b>152.45</b>
<b>Classification of other financial assets:</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	98.68	-	152.45
Doubtful	-	-	-	-
	-	<b>98.68</b>	-	<b>152.45</b>

## 10. NON CURRENT TAX ASSET (NET)

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
(a) Advance tax [Net of provision of Rs. 1,618.63 Lacs (March 31, 2018: Rs. 1,618.63 Lacs)]	1,185.21	-	1,185.21	-
	<b>1,185.21</b>	-	<b>1,185.21</b>	-

## 11. OTHER ASSETS

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
(a) Capital advances				
- Related parties	10.03	-	22.81	-
- Others	751.77	-	182.53	-
(b) Advances other than capital advances				
(i) Advance against supply of Goods & Services				
- Related parties	-	-	-	33.07
- Others	87.00	278.05	109.50	118.36
(ii) Advance with public bodies	671.96	5,503.19	634.51	7,755.36
(iii) Prepaid expenses	-	221.39	-	164.14
(c) Export benefit receivable	-	1,693.61	-	597.36
(d) Other receivable / prepayments	-	58.74	-	130.07
(e) Retirement benefit assets	-	391.95	-	163.36
	<b>1,520.76</b>	<b>8,146.93</b>	<b>949.35</b>	<b>8,961.72</b>
<b>Less: Provision for doubtful other assets</b>				
(a) Advance with public bodies	543.26	28.42	503.13	28.42
(b) Advance against supply of Goods & Services	-	14.19	-	19.64
	<b>543.26</b>	<b>42.61</b>	<b>503.13</b>	<b>48.06</b>
	<b>977.50</b>	<b>8,104.32</b>	<b>446.22</b>	<b>8,913.66</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

	Rs. in Lacs			
	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
<b>Classification of other assets:</b>				
Secured, considered good	–	–	–	–
Unsecured, considered good	977.50	8,104.32	446.22	8,913.66
Doubtful	543.26	42.61	503.13	48.06
	<b>1,520.76</b>	<b>8,146.93</b>	<b>949.35</b>	<b>8,961.72</b>

## 12. CASH AND CASH EQUIVALENTS

	Rs. in Lacs	
	As at 31.03.2019	As at 31.03.2018
(a) Unrestricted Balances with banks		
(i) In Current Account	1,518.13	2,008.33
(ii) In Deposit Account (with maturity of less than three months)	1,650.51	2,360.00
(b) Cash on hand	3.00	4.42
	<b>3,171.64</b>	<b>4,372.75</b>

## 13. OTHER BALANCES WITH BANK

	Rs. in Lacs	
	As at 31.03.2019	As at 31.03.2018
(a) Earmarked balances		
(i) In Current Account for unpaid dividend and interest	106.25	92.74
(ii) In Deposit Account as Margin Money	–	141.97
	<b>106.25</b>	<b>234.71</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 14. SHARE CAPITAL

	Rs. in Lacs	
	As at 31.03.2019	As at 31.03.2018
<b>(a) Authorised:</b>		
<b>300,000,000 Equity Shares of Rs. 10 each</b>	30,000.00	30,000.00
(31.03.2018: 300,000,000 Equity Shares of Rs. 10 each)		
<b>12,650,000 Preference Shares of Rs 100 each</b>	12,650.00	12,650.00
(31.03.2018: 12,650,000 Preference Shares of Rs. 100 each)		
	<b>42,650.00</b>	<b>42,650.00</b>
<b>Issued:</b>		
<b>104,916,992 Equity Shares of Rs. 10 each</b>	10,491.70	10,491.70
(31.03.2018: 104,916,992 Equity Shares of Rs. 10 each)		
	<b>10,491.70</b>	<b>10,491.70</b>
<b>Subscribed and fully paid up:</b>		
<b>104,667,638 Equity Shares of Rs. 10 each</b>	10,466.76	10,466.76
(31.03.2018: 104,667,638 Equity Shares of Rs. 10 each)		
Add: Equity shares forfeited (Amount originally paid up)	13.04	13.04
	<b>10,479.80</b>	<b>10,479.80</b>
<b>Movement in Equity Share Capital</b>		
There is no movement in subscribed and fully paid up equity share capital during the current and previous year.		
Balance at the beginning of the year	10,479.80	10,479.80
Balance at the end of the year	10,479.80	10,479.80
<b>Details of shares held by holding company or its subsidiaries</b>		
<b>Equity Shares :</b>		
Tata Steel Limited - Holding Company (Parent entity)		
No. of Shares	78,457,640	78,457,640
Percentage	74.96%	74.96%
<b>Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company</b>		
<b>Equity Shares :</b>		
Tata Steel Limited - Holding Company (Parent entity)		
No. of Shares	78,457,640	78,457,640
Percentage	74.96%	74.96%
<b>Rights and restrictions attached to shares</b>		
<b>Equity Shares :</b>		
The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, 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, in proportion to their shareholding.		
<b>(b) Other Equity</b>		
<b>(i) Reserves &amp; Surplus</b>		
General Reserve	2,547.80	2,547.80
Securities Premium	29,483.94	29,483.94
Capital Reserve	5.03	5.03
Capital Redemption Reserve	11,233.00	11,233.00
Retained Earnings	17,361.26	13,922.18
<b>Total Reserves &amp; Surplus</b>	<b>60,631.03</b>	<b>57,191.95</b>
<b>(ii) Other Reserves</b>		
Equity investments through other comprehensive income	-	-
	-	-

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## Details of Reserves & Surplus are as follows:

### (i) General Reserve

Under the erstwhile 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 the introduction of the Companies Act 2013, the requirement to mandatorily transfer a specified percentage of net profit to general reserve has been withdrawn though the company may transfer such percentage of its profit for the financial year as it may consider appropriate.

There is no movement in general reserve during the current and previous year.

	Rs. in Lacs	
	As at 31.03.2019	As at 31.03.2018
Balance at the beginning of the year	2,547.80	2,547.80
Balance at the end of the year	2,547.80	2,547.80

### (ii) Security Premium

Securities premium is used to record the premium received on issue of shares. The Security premium is utilised in accordance with the provisions of the Companies Act, 2013.

There is no movement in securities premium during the current and previous year.

	Rs. in Lacs	
	As at 31.03.2019	As at 31.03.2018
Balance at the beginning of the year	29,483.94	29,483.94
Balance at the end of the year	29,483.94	29,483.94

### (iii) Capital Reserve

Subsidy received from the then Government of Bihar on Diesel Generating Set.

There is no movement in capital reserve during the current and previous year.

	Rs. in Lacs	
	As at 31.03.2019	As at 31.03.2018
Balance at the beginning of the year	5.03	5.03
Balance at the end of the year	5.03	5.03

### (iv) Capital Redemption Reserve

The Companies Act requires that the Company while redeeming its preference shares out of the free reserves or securities premium of the Company, shall transfer out of such profits a sum equal to nominal value of the shares redeemed to Capital Redemption Reserve Account. The capital redemption reserve account may be applied by the Company in paying up unissued shares of the Company to be issued to shareholders of the Company as fully paid bonus shares. The Company established this reserve pursuant to the redemption of preference shares issued in earlier years.

There is no movement in capital redemption reserve during the current and previous year.

	Rs. in Lacs	
	As at 31.03.2019	As at 31.03.2018
Balance at the beginning of the year	11,233.00	11,233.00
Balance at the end of the year	11,233.00	11,233.00

### (v) Retained Earnings

Retained earnings are the profits that the company has earned till date, less any transfer to general reserves, dividends or other distributions paid to shareholders.

	Rs. in Lacs	
	As at 31.03.2019	As at 31.03.2018
Balance at the beginning of the year	13,922.18	8,479.58
Net Profit for the year	5,799.90	7,316.28
Items of Other Comprehensive Income recognised directly in Retained Earnings		
– Remeasurement Gains on Post Employment Defined Benefit Obligation (net of Tax)	162.82	141.93
Dividends (including Dividend Distribution Tax) Paid	(2,523.64)	(2,015.61)
Balance at the end of the year	<b>17,361.26</b>	<b>13,922.18</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 15. DEFERRED TAX LIABILITIES (NET)

Rs. in Lacs

	As at 31.03.2019	Recognised in the Statement of Profit and Loss	As at 31.03.2018
<b>Deferred Tax Liabilities</b>			
(a) Property, Plant and equipment and intangible assets	9,263.98	(127.69)	9,391.67
	<b>9,263.98</b>	<b>(127.69)</b>	<b>9,391.67</b>
<b>Deferred Tax Assets</b>			
(a) Early separation scheme	(742.92)	(86.84)	(656.08)
(b) Allowance for doubtful debts and advances	(285.39)	(18.75)	(266.64)
(c) Others	(783.23)	(183.33)	(599.90)
	<b>(1,811.54)</b>	<b>(288.92)</b>	<b>(1,522.62)</b>
<b>Deferred Tax Liability (Net)</b>	<b>7,452.44</b>	<b>(416.61)</b>	<b>7,869.05</b>
	As at 31.03.2018	Recognised in the Statement of Profit and Loss	As at 31.03.2017
<b>Deferred Tax Liabilities</b>			
(a) Property, Plant and equipment and intangible assets	9,391.67	(145.00)	9,536.67
	<b>9,391.67</b>	<b>(145.00)</b>	<b>9,536.67</b>
<b>Deferred Tax Assets</b>			
(a) Early separation scheme	(656.08)	(27.43)	(628.65)
(b) Allowance for doubtful debts and advances	(266.64)	(33.16)	(233.48)
(c) Others	(599.90)	(334.69)	(265.21)
	<b>(1,522.62)</b>	<b>(395.28)</b>	<b>(1,127.34)</b>
<b>Deferred Tax Liability (Net)</b>	<b>7,869.05</b>	<b>(540.28)</b>	<b>8,409.33</b>

## 16. THE INCOME TAX EXPENSES FOR THE YEAR CAN BE RECONCILED TO THE ACCOUNTING PROFIT AS FOLLOWS

Rs. in Lacs

	For the year ended 31.03.2019	For the year ended 31.03.2018
Profit before income tax	9,177.42	11,521.73
i) Income tax expenses calculated @ 34.944% (previous year @ 34.608%)	3,206.96	3,987.44
ii) Effect of income that is exempt from taxation	(12.62)	(83.81)
iii) Effect of expenses/ income that are not deductible/ allowable in determining taxable profit	65.34	50.64
iv) Others	117.84	251.18
<b>Total tax expense as per Statement of Profit and Loss [(i) to (iv)]</b>	<b>3,377.52</b>	<b>4,205.45</b>

## 17. TRADE PAYABLES

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
(a) Trade Payables for supplies and services - Micro Enterprises and Small Enterprises	-	7.08	-	18.39
(b) Trade Payables - Others				
Creditors for supplies and services	-	18,847.71	-	16,337.03
Creditors for accrued wages and salaries	-	2,404.07	-	1,521.22
	-	<b>21,258.86</b>	-	<b>17,876.64</b>
<b>(a) Dues to Micro, Small and Medium enterprises (MSME):</b>				
The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act (MSMED), 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small Enterprises are as under:				
i) The principal amount and interest due thereon remaining unpaid to any supplier as at the end of the year.				
Principal		7.08		10.89
Interest		-		0.45
ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.		3.50		-

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 17. TRADE PAYABLES (Contd.)

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;		–		1.84
iv) The amount of interest accrued and remaining unpaid at the end of accounting year		–		2.29
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due on above are actually paid to the Small Enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.		–		2.81
<b>(b) Refer Note 32 for information about liquidity risk on trade payables.</b>				

## 18. OTHER FINANCIAL LIABILITIES

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
(a) Unclaimed dividends [Refer (a) below]	–	106.25	–	92.74
(b) Creditors for other liabilities				
i) Creditors for capital supplies/ services	–	948.16	–	738.43
ii) Deposits against employee family benefit scheme	–	237.14	–	231.28
iii) Security deposits	–	147.63	–	152.51
iv) Creditors for other liabilities [Refer (b) below]	–	822.59	–	678.11
v) Interest payable (other)	–	–	–	0.90
(c) Derivative Liabilities		130.22		–
	–	<b>2,391.99</b>	–	<b>1,893.97</b>

### Note :

- There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end, except for amounts aggregating to **Rs. 0.35 Lacs** (March 31, 2018 : Rs. 0.28 Lacs) which is held in abeyance due to pending legal cases.
- Creditors for other liabilities include Liability for Brand Equity and Business Promotion Royalty of **Rs. 388 Lacs** (March 31, 2018 : Rs. 288.93 Lacs) payable to Tata Sons Limited (a related party) and Employee Family Benefit Scheme of **Rs. 347.44 Lacs** (March 31, 2018 : Rs. 306.20 Lacs).

## 19. PROVISIONS

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
(a) Provision for employee benefits				
(1) Post-employment Defined Benefits				
i) Gratuity	–	–	–	–
ii) Post retirement medical benefits	2,421.06	224.87	2,171.47	259.97
iii) Other post retirement benefits	242.46	41.96	243.39	41.48
(2) Other Employee Benefits				
i) Provision for compensated absence	2,616.93	314.32	2,942.74	287.75
ii) Provision for employees separation scheme	877.17	495.00	987.13	414.75
iii) Other long term employee benefits	45.74	5.71	38.93	2.81
	<b>6,203.36</b>	<b>1,081.86</b>	<b>6,383.66</b>	<b>1,006.76</b>

## 20. CURRENT TAX LIABILITIES (NET)

Rs. in Lacs

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
(a) Provision for Income Tax [(Net of Advance - <b>Rs. 18,285.48 Lacs</b> (March 31, 2018 : Rs. 15,004.22 Lacs)]	–	718.87	–	118.54
(b) Provision for Wealth Tax [(Net of Advance - <b>Rs. 11.67 Lacs</b> (March 31, 2018 : Rs. 11.67 Lacs)]	–	8.83	–	8.83
(c) Provision for Fringe Benefit Tax [(Net of advance - <b>Rs. 79.77 Lacs</b> (March 31, 2018: Rs. 79.77 Lacs)]	–	20.23	–	20.23
	–	<b>747.93</b>	–	<b>147.60</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 21. OTHER LIABILITIES

	As at 31.03.2019		As at 31.03.2018	
	Non current	Current	Non current	Current
(a) Employee recoveries and employer contributions	–	233.17	–	126.54
(b) Statutory dues payable to Government Authorities (GST, Excise Duty, Service Tax, Sales Tax, TDS etc.)	–	5,937.33	–	6,607.49
(c) Other credit balances	–	55.67	–	88.60
	–	<b>6,226.17</b>	–	<b>6,822.63</b>

## 22. REVENUE FROM OPERATIONS

	For the year ended 31.03.2019	For the year ended 31.03.2018
Revenue from Contracts with Customers (Refer Note 37 & 38)		
(a) Sale of Goods		
i) Sale of manufactured goods	2,35,930.05	1,48,749.05
ii) Sale of traded goods	–	11,412.86
(b) Sale of Services		
Conversion income	24.56	17,765.91
(c) Other operating revenue		
i) Export Benefit	1,896.18	1,509.21
ii) Sale of industrial scrap	19,080.19	11,198.81
iii) Government grant received under EPCG	1,206.22	888.48
iv) Others	312.76	344.68
	<b>2,58,449.96</b>	<b>1,91,869.00</b>

**Note :** i) Revenue from sale of goods are for periods of one year or less. As permitted under Ind AS 115, the transaction price allocated to unsatisfied contracts are not disclosed.

ii) An amount of Rs. 973.54 lakhs have been recognised as revenue during the year out of contract liability balance as at March 31, 2018.

## 23. OTHER INCOME

	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Interest on financial assets carried at amortised cost	195.43	87.35
(b) Dividend income from investment in mutual funds measured at fair value through profit and loss	49.77	242.18
(c) Income from Hospital Services	269.36	276.48
(d) Sale of non-Industrial scrap	1,517.96	953.67
(e) Gain/(Loss) on sale of property, plant and equipments (net)	13.09	0.33
(f) Liability no longer required written back	783.18	–
(g) Provision no longer required written back	8.44	–
(h) Miscellaneous income	81.38	88.19
	<b>2,918.61</b>	<b>1,648.20</b>

## 24. COST OF MATERIALS CONSUMED

	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>Raw Material Consumed</b>		
i) Opening Stock	5,527.02	95.22
ii) Add: Purchases	1,88,723.16	1,24,985.08
	<b>1,94,250.18</b>	<b>1,25,080.30</b>
iii) Less: Closing Stock	4,713.96	5,527.02
<b>Cost of Material Consumed</b>	<b>1,89,536.22</b>	<b>1,19,553.28</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 25. (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE, WORK-IN-PROGRESS AND SCRAP

	Rs. in Lacs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>Inventories at the beginning of the year (A)</b>		
(a) Finished goods	4,528.28	2.77
(b) Work-in-progress	2,577.52	0.99
(c) Stock in trade	-	497.02
(d) Scrap	117.37	1.11
	<b>7,223.17</b>	<b>501.89</b>
<b>Inventories at the end of the year (B)</b>		
(a) Finished goods	3,396.20	4,528.28
(b) Work-in-progress	4,287.79	2,577.52
(c) Stock in trade	-	-
(d) Scrap	134.67	117.37
	<b>7,818.66</b>	<b>7,223.17</b>
<b>(Increase)/ Decrease in inventories: (A-B)</b>	<b>(595.49)</b>	<b>(6,721.28)</b>

## 26. EMPLOYEE BENEFITS EXPENSE

	Rs. in Lacs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Salaries and wages, including bonus	10,243.25	8,808.43
(b) Contribution to provident and other funds [Refer note 29]	1,102.29	1,194.16
(c) Staff welfare expenses	1,276.85	1,183.55
	<b>12,622.39</b>	<b>11,186.14</b>
<b>Note :</b>		
i) Salaries and wages including bonus include amount of <b>Rs. 546.17 Lacs</b> (Previous year Rs. 271.16 Lacs) incurred towards Employees Separation Schemes.		
ii) The company has recognised, in the statement of profit and loss for the current year, an amount of <b>Rs. 542.40 Lacs</b> (Previous Year: Rs. 325.71 Lacs) as expenses under the following kinds of employee benefits with respect to Key Managerial Personnel :		
(a) Short term employee benefits [including deputation charges - <b>Rs. 62.71 Lacs</b> (Previous year - Rs. 60.66 Lacs)]	530.07	286.52
(b) Post employment benefits	9.03	35.22
(c) Other long term benefits	3.30	3.97
<b>Total :</b>	<b>542.40</b>	<b>325.71</b>
iii) Salaries and wages, including bonus include <b>Rs. 184.87 Lacs</b> (Previous Year: Rs. 279.65 Lacs) on account of deputation charges paid to Tata Steel Limited (Parent company).		
iv) The Company had introduced Long Term Incentive Plan (LTIP Scheme) - a deferred cash based incentive scheme, for its Managing Director / Wholtime Director / Chief Executive Officer in lieu of retirement benefits applicable to the Managing Director and Wholtime Director of the Company. The Board based on the recommendation of the Nomination and Remuneration of the Company had approved the LTIP scheme. Accordingly, the remuneration disclosed above in respect of Mr Tarun Kumar Daga, (Managing Director till 9th July, 2018) includes LTIP entitlement amounting to <b>Rs 236.25 Lacs</b> for the period FY 2009-10 to FY2017-18 and in respect of Mr. R.N. Murthy (Managing Director with effect from 10th July, 2018) includes LTIP entitlement amounting to <b>Rs 48.94 Lacs</b> for FY 2017-18 and 2018-19.		

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## 27. FINANCE COSTS

	Rs. in Lacs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Interest expense	340.77	2.08
(b) Other borrowing costs	374.27	328.05
	<b>715.04</b>	<b>330.13</b>

## 28. OTHER EXPENSES

	Rs. in Lacs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Consumption of stores and spares	5,567.02	5,344.35
(b) Consumption of packing materials	4,449.84	4,399.32
(c) Repairs to buildings	656.99	674.53
(d) Repairs to machinery	5,603.41	5,409.21
(e) Conversion cost	506.73	-
(f) Fuel consumed	4,878.05	4,416.22
(g) Purchase of power	10,796.40	10,242.33
(h) Freight and handling charges	6,396.49	5,957.79
(i) Rent	279.01	328.51
(j) Rates and taxes	308.85	244.49
(k) Insurance charges	172.49	175.12
(l) Commission	211.77	364.13
(m) Excise duties	-	31.59
(n) Allowance for doubtful advances & debts	62.12	88.37
(o) Other expenses		
i) Loss/(Gain) on foreign currency transactions (Net)	103.80	(273.18)
ii) Mark to Market Loss on Forward Contracts	130.22	-
iii) Auditors remuneration		
As Auditors	23.20	24.65
For Tax Audit	2.80	3.50
Others	1.40	-
Auditors out-of-pocket expenses	2.84	1.64
iv) Legal and other professional costs	461.40	1,174.99
v) Advertisement, promotion and selling expenses	53.03	49.81
vi) Travelling expenses	321.28	308.71
vii) Stores written off	-	119.62
viii) Corporate social responsibility expenditure [Refer note 30]	187.00	146.67
ix) Other general expenses	2,384.75	2,027.66
	<b>43,560.89</b>	<b>41,260.03</b>

## 29. EMPLOYEE BENEFITS

### 29.01 Superannuation fund :

The company has a superannuation plan. Employees who are members of the superannuation plan are entitled to benefits depending on the years of service and salary drawn.

Separate irrevocable trusts are maintained for employees covered and entitled to benefits. The company contribute up to 15% or ₹1,50,000, whichever is lower, of the eligible employees' salary to the trust every year. Such contributions are recognized as an expense when incurred. The company has no further contractual or constructive obligation beyond this contribution. Total amount charged to the Statement of Profit and Loss for the year **Rs.266.18 Lacs** (Previous Year: Rs. 331.31 Lacs).

### 29.02 The Company operates following post employment/ other long term plans:

#### Funded :

#### i. 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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contribution to gratuity fund established as trust. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The scheme is funded by way of a separate irrevocable trust and the company is expected to make regular contributions to the Trust. The fund is managed internally by the company and the assets are invested as per the pattern prescribed under Rule 101 of the IT Rules.

The trustees are responsible for the investment of the assets of the trust as well as the day to day administration of the scheme. The asset allocation of the trust is set by the trustees from time to time, taking into account the membership profile, the liquidity requirements of the plan and risk appetite of the plan sponsor as per the investment norms. Administrative expenses of the trust are met by the company. The trustees are required to conduct necessary business e.g. Approval of Trust's Financial Statements, Review Investment performance.

## Non-Funded :

### i. **Post Retirement Medical Benefit (PRMB)**

Comprising company's obligation to provide medical facilities at Company hospitals to retired employee and his/ her spouse, a defined benefit retirement plan. The Company accounts for the liability for post retirement medical benefits payable in the future based on an actuarial valuation.

### ii. **Compensated Absences (CA)**

Comprising company's obligation to provide encashment of leave at the time of exit and during the time of service or leave with pay on accumulated leave up to a prescribed limit, an other long term defined benefit plan. The Company accounts for the liability for compensated absences payable in the future based on an actuarial valuation.

### iii. **Long Service Award (LSA)**

Comprising company's obligation to provide long service award to employees on completion of certain number of years of service, an other long term defined benefit plan. The Company accounts for the liability for long service awards payable in the future based on an actuarial valuation.

### iv. **Other Retirement Benefit (ORB)**

Comprising company's obligation to provide pension and medical benefits to Ex-Managing Director, a defined benefit retirement plan. The Company accounts for the liability for such benefit payable in the future based on an actuarial valuation.

## The Company is exposed to a number of risks, the most significant of which are detailed below:

### Investment risk

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit.

As the plans mature, the Company intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

### Changes in bond yields

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investment.

### Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities.

### Salary risk

The present value of the defined benefit plan's liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

(i) The following table sets forth the particulars in respect of the Gratuity, a defined benefit plans (funded) of the company for the year ended March 31, 2019 and March 31, 2018 :

Rs. in Lacs

Description	2018-19	2017-18
	<b>Gratuity</b>	
<b>A. Changes in Defined Benefit Obligation</b>		
a. Obligation at the beginning of the year	5,248.71	5,384.16
b. Acquisition Adjustment	-	64.32
c. Current Service Cost	290.07	309.37
d. Interest cost	377.60	362.24
e. Actuarial loss / (gain) - Experience Adjustments	138.93	(153.13)
f. Actuarial loss/ (gain) - Demographic Assumptions	-	(109.22)
g. Actuarial loss/ (gain) - Financial Assumption	(689.95)	(190.29)
h. Benefits paid	(428.05)	(418.74)
i. Obligation at the end of the year	4,937.31	5,248.71
<b>B. Changes in Plan Assets</b>		
a. Fair Value of plan assets at the beginning of the year	5,360.00	5,209.15
b. Acquisition Adjustment	-	64.32
c. Interest income on plan assets	385.95	356.11
d. Return on plan assets greater/(lesser) than discount rate	11.36	(25.84)
e. Contribution by the employer	-	175.00
f. Benefits Paid	(428.05)	(418.74)
g. Fair Value of plan assets at end of the year	5,329.26	5,360.00
<b>C. Net Assets / (Liability)</b>		
a. Fair Value of plan assets at end of the year	5,329.26	5,360.00
b. Present Value of Obligation at end of the year	4,937.31	5,248.71
c. Amount recognised in the balance sheet (disclosed as Retirement Benefit Assets - Current)	391.95	111.29
<b>D1. Expense recognised in the Statement of Profit and Loss</b>		
a. Current Service cost	290.07	309.37
b. Net interest on net defined benefit liability/(assets)	(8.35)	6.13
<b>Total (D1) :</b>	<b>281.72</b>	<b>315.50</b>
<b>D2. Expenses recognised in the Other Comprehensive Income</b>		
a. Actuarial loss/ (gain) - Experience Adjustments	138.93	(153.13)
b. Actuarial loss/ (gain) - Demographic Assumptions	-	(109.22)
c. Actuarial loss/ (gain) - Financial Assumptions	(689.95)	(190.29)
d. Return on plan assets (greater)/less than discount rate	(11.36)	25.84
<b>Total (D2) :</b>	<b>(562.38)</b>	<b>(426.80)</b>
<b>Total Expense / (Gains) recognised during the year (D1+D2)</b>	<b>(280.66)</b>	<b>(111.30)</b>
<b>(ii) Investment Details of Plan Assets (Gratuity)</b>		
Particulars	% invested as at 31.03.2019	% invested as at 31.03.2018
a. Government of India Securities (Central & State)	42.48	44.00
b. High Quality Corporate Bonds (including Public Sector Bonds)	37.45	36.00
c. Equity Share of listed companies	-	1.00
d. Others (including assets under schemes of insurance)	20.07	19.00
<b>Total</b>	<b>100.00</b>	<b>100.00</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

### (iii) Significant actuarial assumptions (Gratuity)

Particulars	31.03.2019	31.03.2018
Discount rate (per annum) (%)	7.50	7.00
Rate of escalation in salary: Officer/Executive (%)	8.00	10.00
Rate of escalation in salary: Unionised (%)	5 to 6	7 to 8
Weighted average duration of defined benefit obligation (in Years)	7.00	8.00
Mortality Rate	Indian Assured Lives Mortality (2006-08) (Modified) Ult	Indian Assured Lives Mortality (2006-08) (Modified) Ult

The estimates of future salary increase considered in actuarial valuation taken into account factors like inflation, seniority, promotion and other relevant factors, such as demand and supply in the employment market.

### (iv) The table below outlines the effect on the defined benefit obligation gratuity in the event of a decrease/ increase of 1% in the assumed rate of discount rate and salary escalation rate.

Assumption	Changes in assumption	Impact on Scheme Liabilities	Impact on Scheme Liabilities
		2018-19	2017-18
Discount rate	Increase by 1%	Decrease by Rs. 293.24 Lacs	Decrease by Rs. 350.71 Lacs
	Decrease by 1%	Increase by Rs. 329.50 Lacs	Increase by Rs. 398.02 Lacs
Salary escalation	Increase by 1%	Increase by Rs. 327.54 Lacs	Increase by Rs. 388.69 Lacs
	Decrease by 1%	Decrease by Rs. 296.95 Lacs	Decrease by Rs. 349.47 Lacs

The above sensitivities may not be representative of the actual change in the defined benefit obligation (Gratuity) as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

When calculating the sensitivity of the defined benefit obligation 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 liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compare to the prior period.

### (v) The following table sets forth the particulars in respect of the Post Retirement Medical Benefit and Other Retirement Benefit, a defined benefit plans (unfunded) of the company for the year ended March 31, 2019 and March 31, 2018 :

Description	PRMB		ORB	
	2018-19	2017-18	2018-19	2017-18
Rs in Lacs				
<b>A. Changes in Defined Benefit Obligation</b>				
a. Obligation at beginning of the year	2,431.44	2,311.02	285.07	322.64
b. Current Service Cost	26.34	28.05	-	-
c. Interest cost	163.32	152.25	19.81	20.63
d. Acquisition Cost	-	-	-	-
e. Actuarial loss / (gain) - Experience Adjustment	288.55	394.32	35.93	6.72
f. Actuarial loss / (gain) - Demographic Assumptions	-	(72.37)	-	-
g. Actuarial loss / (gain) - Financial Assumptions	-	(109.90)	(12.38)	(9.01)
h. Benefits paid	(263.72)	(271.93)	(44.01)	(55.91)
i. Obligation at end of the year	2,645.93	2,431.44	284.42	285.07
<b>Disclosed as :</b>				
Current	224.87	259.97	41.96	41.48
Non Current	2,421.06	2,171.47	242.46	243.39
<b>B1. Expense recognised in the Statement of Profit and Loss</b>				
a. Current Service cost	26.34	28.05	-	-
b. Interest cost	163.32	152.25	19.81	20.63
<b>Total (B1)</b>	<b>189.66</b>	<b>180.30</b>	<b>19.81</b>	<b>20.63</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Description	PRMB		ORB	
	2018-19	2017-18	2018-19	2017-18
Rs in Lacs				
<b>B2. Expense recognised in the Other Comprehensive Income</b>				
a. Actuarial loss/ (gain) - Experience Adjustment	288.55	394.32	35.93	6.72
b. Actuarial loss/ (gain) - Demographic	-	(72.37)	-	-
c. Actuarial loss/ (gain) - Financial Assumptions	-	(109.90)	(12.38)	(9.01)
<b>Total (B2)</b>	<b>288.55</b>	<b>212.05</b>	<b>23.55</b>	<b>(2.29)</b>
<b>Total Expenses recognised during the year (B1+B2)</b>	<b>478.21</b>	<b>392.35</b>	<b>43.36</b>	<b>18.34</b>

## (vi) Significant actuarial assumptions

	31.03.2019	31.03.2018
Discount rate (per annum) (%)	7.50	7.50
Medical Inflation rate (%)	5.00	5.00
Pension Escalation rate (%)	3.50	5.00
Average Medical Cost (INR)	2,500.00	2,300.00
Mortality Rate - Inservice	Indian Assured Lives Mortality (2006-08) (Modified) Ult	Indian Assured Lives Mortality (2006-08) (Modified) Ult
Mortality Rate - Post Retirement	100% of LIC (1996-98) ultimate	100% of LIC (1996-98) ultimate
Weighted average duration of post retirement medical benefit obligation (in Years)	9.00	9.00
Weighted average duration of other retirement benefit obligation (in Years)	6.00	9.00

## (vii) The table below outlines the effect on the defined benefit obligation (PRMB) in the event of a 1% decrease/ increase in the discount rate and medical inflation rate.

### Post Retirement Medical Benefit (PRMB)

Assumption	Changes in assumption	Impact on Scheme Liabilities	
		2018-19	2017-18
Discount rate	Increase by 1%	Decrease by Rs. 208.71 Lacs	Decrease by Rs. 193.75 Lacs
	Decrease by 1%	Increase by Rs. 247.58 Lacs	Increase by Rs. 229.95 Lacs
Medical Inflation rate	Increase by 1%	Increase by Rs. 249.38 Lacs	Increase by Rs. 233.54 Lacs
	Decrease by 1%	Decrease by Rs. 215.17 Lacs	Decrease by Rs. 199.73 Lacs

The above sensitivities 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.

When calculating the sensitivity of the defined benefit obligation 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 liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compare to the prior period.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

**(viii) The table below outlines the effect on the defined benefit obligation in the event of a 1% decrease/ increase in the discount rate and pension escalation rate.**

## Other Retirement Benefit (ORB)

Rs in Lacs

Assumption	Changes in assumption	Impact on Scheme Liabilities	
		2018-19	2017-18
Discount rate	Increase by 1%,	Decrease by Rs. 15.13 Lacs	Decrease by Rs. 16.40 Lacs
	Decrease by 1%	Increase by Rs. 17.03 Lacs	Increase by Rs. 18.63 Lacs
Pension escalation rate	Increase by 1%,	Increase by Rs. 8.04 Lacs	Increase by Rs. 9.23 Lacs
	Decrease by 1%	Decrease by Rs. 7.28 Lacs	Decrease by Rs. 8.29 Lacs

The above sensitivities 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.

When calculating the sensitivity of the defined benefit obligation 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 liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compare to the prior period.

**(ix) The Company expects to contribute Rs. Nil to the funded retiring gratuity plans in Financial Year 2019-2020.**

**(x) The expenses for the above mentioned benefits have been disclosed under the following line items :**

- i) Compensated Absence, Other Retirement Benefits and Long Service Award – under “Salaries and wages, including bonus”.
- ii) Gratuity – under “Contribution to provident and other funds”.
- iii) Post Retirement Medical Benefits – under “Staff Welfare Expense”.

**(xi) Provident Fund and Pension :**

Contributions towards provident funds are recognised as an 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 should not be 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, no amount is required to be 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	31.03.2019	31.03.2018
Discount Rate	7.50%	7.50%
Mortality Rate	Indian Assured Lives Mortality (2006-08) (modified) Ult	Indian Assured Lives Mortality (2006-08) (modified) Ult
Guaranteed Rate of Return	8.60%	8.55%
Expected Return on Fund	8.65%	8.55%

Total amount charged to the Statement of Profit and Loss for the year **Rs. 359.15 Lacs** (Previous Year: Rs. 345.82 Lacs)

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## (xii) Leave obligations :

Based on past experience and in keeping with Company's practice, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months and accordingly the total year end provision determined on actuarial valuation, as aforesaid is classified between current and non current.

## (xiii) 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 **Rs. 192.92 Lacs** (Previous Year: Rs. 198.03 Lacs)]

## 30. CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

Other general expenses include amount incurred for Corporate Social Responsibility Expenditure as required under section 135 of the Companies Act, 2013.

	For the year ended 31.03.2019	For the year ended 31.03.2018
(a) Gross amount required to be spent by the company during the year	179.09	145.77
(b) Amount spent during the year on :		
i. Construction/ acquisition of any asset	-	-
ii. On purposes other than (i) above		
- In Cash	174.07	132.62
- Yet to be paid in Cash	12.93	14.05
	<b>187.00</b>	<b>146.67</b>

## 31. PROPOSED DIVIDEND

In respect of the year ended March 31, 2019, the Board of Directors in its meeting held on 15 April, 2019 proposed that a dividend of **Rs. 2** per share be paid on fully paid equity share. This equity dividend is subject to approval by shareholders in the ensuing Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares. If approved, the dividend would result in a cash outflow of **Rs. 2,523.64 Lacs** (inclusive of a Dividend Distribution Tax of Rs. 430.29 Lacs).

On July 04, 2018, a final dividend of Rs. 2.00 per share (Total dividend Rs. 2,523.64 Lacs inclusive of a Dividend Distribution Tax of Rs. 430.29 Lacs) was paid to the holders of fully paid equity shares.

## 32. FINANCIAL RISK MANAGEMENT, CAPITAL MANAGEMENT AND FAIR VALUE MEASUREMENT

### 32.01 Financial risk management

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, security prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments.

The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The risk management framework aims to:

- i. Create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.
- ii. Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

### A. Market Risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the market condition. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, security price fluctuations and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

#### (i) Foreign currency Exchange Rate risk

The company undertake transactions in foreign currencies, consequently, exposures to exchange rate fluctuations arise. Exchange rate exposure are managed with in approved policy parameters utilizing forward foreign exchange contracts.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

The carrying amount of the company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows :

**(a) Foreign currency risk exposure**

The company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows :

	As at 31.03.2019			As at 31.03.2018		
	USD	EUR	JPY	USD	EUR	JPY
<b>Financial assets</b>						
Trade receivables	2,099.04	186.75	–	1,391.76	135.09	–
<b>Net exposure to foreign currency risk (assets)</b>	<b>2,099.04</b>	<b>186.75</b>	<b>–</b>	<b>1,391.76</b>	<b>135.09</b>	<b>–</b>
<b>Financial liabilities</b>						
Trade payables	6,358.94	–	–	6,153.88	–	–
<b>Derivative liabilities</b>						
Foreign exchange forward contracts						
Buy foreign currency	(5,039.02)	–	–	–	–	–
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>1,319.92</b>	<b>–</b>	<b>–</b>	<b>6,153.88</b>	<b>–</b>	<b>–</b>
<b>Net exposure to foreign currency risk (Assets - Liabilities)</b>	<b>779.12</b>	<b>186.75</b>	<b>–</b>	<b>(4,762.12)</b>	<b>135.09</b>	<b>–</b>

Rs in Lacs

**(b) Sensitivity**

The following table details company's sensitivity of profit or loss to 10% increase or decrease in the INR against the relevant foreign currencies. The sensitivity analysis include only outstanding foreign currency denominated financial assets and liabilities.

	For the year ended 31.03.2019	For the year ended 31.03.2018
Impact on profit before tax :		
<b>USD sensitivity</b>		
INR/USD- Increase by 10%*	77.91	(476.21)
INR/USD- Decrease by 10%*	(77.91)	476.21
<b>EUR sensitivity</b>		
INR/EUR- Increase by 10%*	18.68	13.51
INR/EUR- Decrease by 10%*	(18.68)	(13.51)
<b>JPY sensitivity</b>		
INR/JPY- Increase by 10%*	–	–
INR/JPY- Decrease by 10%*	–	–

Rs in Lacs

\* Holding all other variable constant

**(ii) 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 not exposed to the risk of changes in market interest rates because it does not have any floating rate borrowings nor does it have any variable rate financial assets as at the end of the reporting period.

**(iii) Security price risk**

Security price risk is the risk that the fair value of a financial instrument will fluctuate due to change in market traded prices. The company invests its surplus funds in mainly liquid schemes of mutual funds (debt instruments) which are categorised as low risk products from liquidity and interest rate perspectives. Also the option exercised by the Company is Daily Dividend against these securities where the Security/Unit price remains constant which mitigates the security price risk.

**B. Credit risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Financial instruments that are subject to concentrations of credit risk, principally consist of investments, trade receivables, loans and derivative financial instruments. None of the financial instruments of the Company result in material concentrations of credit risks.

The risk relating to Trade Receivables is shown under Note 7.

## C. Liquidity risk

Liquidity risk refers to the risk that the Company may not 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 invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/low mark to market risk

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2019 and March 31, 2018

Rs in Lacs

Financial liabilities As at March 31, 2019	Carrying amount	Contractual cash flows	Less than 1 year	Between 1 - 5 years	More than 5 years
Borrowings	–	–	–	–	–
Trade payables	21,258.86	21,258.86	21,258.86	–	–
Other financial liabilities	2,391.99	2,391.99	2,391.99	–	–
<b>Financial liabilities As at March 31, 2018</b>					
Borrowings	–	–	–	–	–
Trade payables	17,876.64	17,876.64	17,876.64	–	–
Other financial liabilities	1,893.97	1,893.97	1,893.97	–	–

## 32.02 Capital management

The Company's capital management is intended to create value for shareholders by facilitating the achievement 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 coupled with long-term and other strategic investment plans. The funding requirements are met through equity, cash generated from operation and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings. The Company is not subject to any externally imposed capital requirement.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

No changes were made to the objectives, policies or processes for managing capital during the year ended March 31, 2019 and March 31, 2018.

## 32.03 Fair Value Measurement

This section gives an overview of the significance of financial instruments of the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2.17 & 2.18 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## Financial Assets and Liabilities

The following table presents carrying amount and fair value of each category of financial assets and liabilities

### As at March 31st 2019

Rs in Lacs

	Amortised Cost	Fair Value through OCI	Fair Value through Profit & Loss	Total Carrying Value	Total Fair Value
<b>Financial assets</b>					
Investments					
- Equity instruments	–	0.33	–	0.33	0.33
- Mutual Funds	–	–	9,695.94	9,695.94	9,695.94
Trade receivables	12,514.52	–	–	12,514.52	12,514.52
Loans	71.10	–	–	71.10	71.10
Other financial assets	98.68	–	–	98.68	98.68
Cash and cash equivalents	3,171.64	–	–	3,171.64	3,171.64
Other bank balances	106.25	–	–	106.25	106.25
<b>Total financial assets</b>	<b>15,962.19</b>	<b>0.33</b>	<b>9,695.94</b>	<b>25,658.46</b>	<b>25,658.46</b>
<b>Financial Liabilities</b>					
Borrowings	–	–	–	–	–
Trade payables	21,258.86	–	–	21,258.86	21,258.86
Other financial liabilities	2,391.99	–	–	2,391.99	2,391.99
<b>Total financial liabilities</b>	<b>23,650.85</b>	<b>–</b>	<b>–</b>	<b>23,650.85</b>	<b>23,650.85</b>

### As at March 31, 2018

Rs in Lacs

	Amortised Cost	Fair Value through OCI	Fair Value through Profit & Loss	Total Carrying Value	Total Fair Value
<b>Financial assets</b>					
Investments					
- Equity instruments	–	0.33	–	0.33	0.33
- Mutual Funds	–	–	5,122.08	5,122.08	5,122.08
Trade receivables	9,793.54	–	–	9,793.54	9,793.54
Loans	82.91	–	–	82.91	82.91
Other financial assets	152.45	–	–	152.45	152.45
Cash and Cash Equivalents	4,372.75	–	–	4,372.75	4,372.75
Other Bank Balances	234.71	–	–	234.71	234.71
<b>Total financial assets</b>	<b>14,636.36</b>	<b>0.33</b>	<b>5,122.08</b>	<b>19,758.77</b>	<b>19,758.77</b>
<b>Financial Liabilities</b>					
Borrowings	–	–	–	–	–
Trade payables	17,876.64	–	–	17,876.64	17,876.64
Other financial liabilities	1,893.97	–	–	1,893.97	1,893.97
<b>Total financial liabilities</b>	<b>19,770.61</b>	<b>–</b>	<b>–</b>	<b>19,770.61</b>	<b>19,770.61</b>

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below.

### Quoted prices in an active market (Level 1):

This level of hierarchy includes financial instruments that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of mutual fund investments.

### Valuation techniques with observable inputs (Level 2):

This level of hierarchy includes financial instruments, measured using inputs other than quoted prices included within Level 1 that are observable for the instruments, either directly (i.e., as prices) or indirectly (i.e., derived from prices) and rely as little as possible on entity specific estimates. If all significant inputs required to fair value or instrument are observable, the instrument is included in Level 2.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## Valuation techniques with significant unobservable inputs (Level 3):

This level of hierarchy includes financial instruments measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

## Some of the Company's Financial assets and liabilities are measured at fair value at the end of each reporting period.

Financial Assets/Financial Liabilities	Fair value as at		Fair Value hierarchy	Valuation techniques and key inputs
	31.03.2019	31.03.2018		
Investment in Mutual Funds	Aggregate fair value of investment in mutual fund is Rs. 9,695.94 Lacs	Aggregate fair value of investment in mutual fund is Rs. 5,122.08 Lacs	Level 1	NAV Provided by Fund Houses

### Note :

- The short-term financial assets and liabilities are stated at amortized cost in the financial statements which is approximately equal to their fair value mainly due to their short term in nature. Further, management assessed that the carrying amount of certain non current loan approximates to their fair values as the difference between the carrying amount and fair value is not expected to be significant.
- Investments carried at their fair values, are generally based on market price quotations. Fair value of mutual funds are based on the NAV provided by the fund houses. The fair value in respect of the unquoted equity investments cannot be reliably measured.
- Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of all the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each year end.
- There have been no transfers between Level 1 and Level 2 from March 31, 2018 to March 31, 2019.

## 33. CONTINGENT LIABILITIES AND COMMITMENTS

### (a) Contingent Liabilities

	Rs in Lacs	
	As at 31.03.2019	As at 31.03.2018
Claims not acknowledged by the Company		
Excise matters under dispute	1,235.84	1,219.51
Customs matters under dispute	265.92	265.92
Sales Tax / CST matters under dispute	138.78	750.65
Value Added Tax matters under dispute	2,114.44	3,108.71
Service Tax matters under dispute	3,881.95	3,881.95
Income Tax matters under dispute	1,553.36	3,035.01
ESI (Labour related) matter under dispute #	8.78	8.78
Demand from suppliers	149.00	149.00

# Company has been getting exemption till 31.12.2004. The application for exemption was pending for the period 01.01.2005 to 31.12.2010 before the ESI authorities, which was denied on alleged technical ground. The Company has filed an appeal before The Hon'ble Jharkhand High Court, on which a stay has been granted. In the meantime, the company received recovery notice for Rs 8.78 lakhs for the period 01.01.2005 to 31.07.2005 including interest from 01.01.2005 to 17.02.2012. Further ESI Corporation has not granted exemption for the period 01.01.2011 to 31.12.2014 and demanded for the contribution, against which company has filed case before Labour Court. The Hon'ble Court has stayed the demand for the time being. The Company has received exemption for the year 2015 and 2016. Application for exemption for the year 2017, 2018 and 2019 has been filed.

No other demand has been raised by The ESI Corporation in absence of which contingent liability for the period in which exemption was denied is not ascertainable.

It is not practicable for the company to estimate the timings of the cash outflows if any, in respect of the above contingent liabilities pending resolution of the respective proceedings. The company does not expect any reimbursement in respect of the above contingent liabilities.

- The Company is in the process of evaluating the impact 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-1/1(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 the aforesaid matter is not likely to have a significant impact and accordingly, no provision has been made in these Financial Statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## (c) Capital Commitments

Rs in Lacs

	As at 31.03.2019	As at 31.03.2018
Estimated value of contracts on capital account remaining to be executed and not provided for [net of advances as at March 31, 2019: Rs. 761.80 Lacs (as at March 31, 2018: Rs. 205.34 Lacs)]	3855.17	3633.86

- 34.** The Company had claimed a refund amounting to Rs. 823.89 Lacs pertaining to Sales Tax on purchase of Raw Materials based on Bihar Industrial Policy, 1995. This claim was up-held during 2002-03 by the Ranchi High Court and was passed on to the Joint Commissioner of Commercial Taxes (JCCT) for implementation. Despite admittance of the refund claim in its entirety by JCCT, the Commissioner of Commercial Taxes (CCT) reduced the claim to Rs 519.26 lacs and refunded the same over 2002-03 and 2003-04. The Company's Review petition before the Hon'ble High Court of Jharkhand against the order of CCT was rejected. Later on, the Company filed a Special Leave Petition (SLP) before the Hon'ble Supreme Court. This SLP was disposed off with the direction to file an application before the High Court and directing the High Court to decide the case on merit. On filing a writ petition before the Hon'ble High Court, Jharkhand, the matter was decided in favour of M/s The Tinplate Company of India Ltd on 22.02.2017. By this order, the court gave direction to the department to refund the Principal amount of Rs. 304.63 Lacs along with statutory interest within 16 weeks from the date of receipt of copy of the order. The Commercial Tax Department had filed a petition before the Hon'ble Supreme Court against the order of the Hon'ble High Court and obtained a stay until further order of the Hon'ble Supreme Court. The Company has filed a reply to the petition before the Hon'ble Supreme Court on 23rd May, 2018. The matter is currently pending before the Supreme Court.

## 35. EARNINGS PER SHARE

	For the year ended 31.03.2019	For the year ended 31.03.2018
a) Profit for the period (Rs. In Lacs)	5,799.90	7,316.28
b) Profit after tax attributable to Equity Shareholders (Rs. In Lacs)	5,799.90	7,316.28
c) Weighted average number of equity shares outstanding during the period	10,46,67,638	10,46,67,638
d) Dilutive Potential Equity shares	Nil	Nil
e) Nominal value per equity share (Rs.)	10.00	10.00
f) Earnings per share (in Rs.) - Basic & Diluted	5.54	6.99

## 36. SEGMENT REPORTING

The Company's operations are predominantly manufacture of Electrolytic Tin Mill Product. The Company is managed organisationally as a unified entity and according to the management this is a single segment Company as envisaged in "Ind AS 108 - Operating Segments".

### Entity Wide Disclosures:

#### (a) Information about products and services

Rs in Lacs

Details of Sale of Goods	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>Manufactured Products</b>		
Electrolytic Tinplates	2,11,416.12	1,35,703.58
Cold Rolled Products	3,764.02	1,380.22
Lacquered and Printed Sheets	11,990.63	9,372.14
Tin Free Steel	8,759.28	2,293.11
	<b>2,35,930.05</b>	<b>1,48,749.05</b>
<b>Traded Goods</b>		
Electrolytic Tinplates	—	10,652.12
Cold Rolled Products	—	—
Lacquered and Printed Sheets	—	745.37
Tin Free Steel	—	15.37
	—	<b>11,412.86</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Details of Sale of Services	Rs in Lacs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
Conversion Income	24.56	17,765.91
	<b>24.56</b>	<b>17,765.91</b>

## (b) Information about geographical areas

The Company is domiciled in India. The amount of its revenue from external customers broken down by the location of the customers is shown as below:

Revenue from external customers	Rs in Lacs	
	For the year ended 31.03.2019	For the year ended 31.03.2018
India	1,99,881.66	1,39,424.96
Other Countries	36,072.95	38,502.86
	<b>2,35,954.61</b>	<b>1,77,927.82</b>

None of the non-current assets held by the Company are located in Countries other than India

## (c) Information about major customers

Revenue of Rs. NIL (Previous Year: Rs.18,596.16 Lacs) is derived from one external customer who contributes to more than 10% of the total revenue.

- 37.** Commencing quarter ended 30th September 2017, the Company had transitioned from the arrangement of converting Hot Rolled Coils (HRC) supplied by Tata Steel Limited (TSL) into Electrolytic Tinplate (ETP) and assisting TSL in selling the same to the end consumers, to purchase of HRC from TSL and / or other suppliers and manufacture and sale of ETP and other products on its own account; accordingly some of the line items for the year ended 31st March, 2019 are not comparable with the corresponding one.

## **38. CHANGES IN ACCOUNTING POLICIES**

This note explains the impact of the adoption of Ind AS 115 Revenue from Contract with Customers on the financial statements.

The Company has adopted Ind AS 115 Revenue from Contracts with Customers from 1 April 2018 which resulted in changes in accounting policies and adjustment to the amount recognised in financial statements. In accordance with the transition provisions in Ind AS 115, the company has adopted the new rules retrospectively and has restated comparatives for the financial year ended 31 March 2018.

As a result of the changes in the entity's accounting policies, comparative information for prior periods had to be restated, which includes increase in Revenue from Operations (Note 22) by Rs. 88.70 lakhs, increase in Freight and Handling Charges (Note 28) by Rs. 88.70 lakhs, increase in Trade Receivables (Note 7) by Rs. 88.70 lakhs and increase in Trade Payables (Note 17) by Rs. 88.70 lakhs.

There is no impact on the profit (including other comprehensive income) and earning per share (basic & diluted) for the year ended 31 March, 2018 on account of above adjustments. Also there is no impact on account of above adjustments on the retained earnings and the total equity of the Company as at 1 April, 2018.

Although the company has adopted Ind AS 115 retrospectively, restated items retrospectively in its financial statements, there is no material effect on the information in the balance sheet at the beginning of the preceding period, hence the entity has not presented a third balance sheet as at that date (1 April, 2017).

The Company has also voluntarily changed the presentation of certain amounts in the balance sheet to reflect the terminology of the Ind AS 115. Contract Liabilities in relation to advance from customers were perviously included in other current liabilities.



# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

## Related party Transactions (Contd.)

Rs in Lacs

Nature of transaction	Name of the related party	For the year ended 31.03.2019	For the year ended 31.03.2018
Sale of Goods	Tata Steel Limited	3,004.46	43.88
	Afon Tinplate Company Limited	–	429.70
	The Tata Pigments Limited	88.30	99.12
Rendering of Service	Tata Steel Limited	19.38	18,596.16
	Tata Steel Processing and Distribution Limited	33.55	31.12
	Jamipol Limited	62.68	40.80
	Tata Bluescope Steel Limited	30.71	31.88
	Tata Sponge Iron Limited	0.03	0.03
Reimbursement of ED, Freight and other expenses	Tata Steel Limited	–	2,835.68
Receiving of Service	Tata Steel Limited #	12,371.68	11,798.57
	Jamshedpur Utility and Services Company Limited	81.19	44.79
	TKM Global Logistics Limited	261.53	408.46
	TC Travel and Services Limited	–	0.94
	Tata Steel International (Singapore) Holdings PTE Limited	6.56	–
	Tata Steel International (Middle east) FZE	85.31	–
	Mjunction Services Limited	239.54	81.38
	Tata Sons Private Limited	436.09	320.64
	Tata Steel UK Limited	11.47	131.30
	Tata Steel Ticaret AS	1.00	36.93
	The Indian Steel and Wire Products Limited	0.16	–
	TM International Logistic Limited	285.49	181.42
Dividend paid	Tata Steel Limited	1,569.15	1,255.32
Sale of Fixed Assets	Mr. Tarun Kumar Daga	2.47	–
Director's Sitting Fees	Mr. Dipak Kumar Banerjee	2.40	2.60
	Mr. Biranchi Narayan Samal	1.20	2.20
	Mr. Sougata Ray	3.40	4.40
	Mr. Krishnava Dutt	–	1.00
	Mr. Shashi Kant Maudgal	1.20	1.40
	Mr. Subir Bose	1.20	0.20
Director's Commission	Mr. Dipak Kumar Banerjee	10.00	8.60
	Mr. Biranchi Narayan Samal	6.00	5.59
	Mr. Sougata Ray	11.00	10.32
	Mr. Krishnava Dutt	–	2.15
	Mr. Shashi Kant Maudgal	3.25	3.01
Mr. Subir Bose	3.00	0.43	
Reimbursement received (from Post Employment Benefits Plan)	The Provident Fund of The Tinplate Company of India Ltd.	1,806.62	1,651.29
	The Superannuation Fund of The Tinplate Company of India Ltd.	565.17	312.53
	The Tinplate Company of India Ltd. Gratuity Fund	470.22	434.71
Contribution paid (Including Employee's contribution to EPF) (to Post Employment Benefits Plan)	The Provident Fund of The Tinplate Company of India Ltd.	1,239.76	1,083.20
	The Superannuation Fund of The Tinplate Company of India Ltd.	253.50	301.98
	The Tinplate Company of India Ltd. Gratuity Fund	–	175.00
Remuneration paid to Key Management Personnel (Refer note 26)	Mr. Tarun Kumar Daga	267.15	129.87
	Mr. Ramdas Narayan Murthy	194.02	117.47
	Mr. Kaushik Seal	18.52	17.72

# Includes Deputation Charges paid to Tata Steel Limited for Mr. Sanjay Kumar Shrivastav, Chief Financial Officer **Rs. 73.99 Lacs** (previous year : Rs. 60.66 Lacs )

Nature of Outstanding	Name of the related party	As at 31.03.2019	As at 31.03.2018
Outstanding Payables	Tata Steel Limited	7,933.30	4,027.55
	Tata Sons Private Limited	390.83	288.16
	Tata Limited	0.07	-
	Mjunction Services Limited	12.78	14.68
	TKM Global Logistics Limited	46.79	60.48
	TM International Logistic Limited	27.04	24.10
	Tata Bluescope Steel Limited	13.78	-
	The Tata Pigments Limited	2.56	-
	Tata Steel UK Limited	11.47	131.30
	Tata Steel International (Middle east) FZE	45.02	-
	Tata Steel International (Singapore) Holding PTE Limited	4.71	-
	Tata International (Singapore) PTE Limited	2,758.75	3,442.97
	Jamshedpur Utility and Services Company limited	35.04	5.43
	The Provident Fund of The Tinplate Company of India Ltd.	102.55	75.50
	The Superannuation Fund of The Tinplate Company of India Ltd.	15.01	27.27
Outstanding Receivables	Tata Steel Limited	156.47	160.93
	The Indian Steel and Wire Products Limited	0.46	0.40
	Tata Sponge Iron Limited	0.03	0.01
	TKM Global Logistics Limited	2.00	2.00
	The Tata Pigments Limited	4.40	-
	Tata Bluescope Steel Limited	1.78	8.21
	Jamipol Limited	3.07	21.12
	Tata Limited	-	33.13
	TM International Logistic Limited	-	2.00
	Tayo Rolls Limited	6.02	6.02
	Tata Steel Processing and Distribution Limited	6.66	9.16
	The Superannuation Fund of The Tinplate Company of India Ltd.	3.15	-
	The Tinplate Company of India Ltd. Gratuity Fund	391.95	111.29

- Note:** a) Transactions relating to dividends were on the same terms and condition that applied to other shareholders. All other transactions were made on normal commercial terms and conditions and at market rates.  
b) There is no allowance account for impaired receivables in relation to any outstanding balances and no expense has been recognised in respect of impaired receivables due from related parties.  
c) All outstanding balances are unsecured and are repayable in cash.

**40.** Fund based and non fund based credit facilities (working capital purposes) extended to the Company are secured by hypothecation of the Company's entire current assets, including Raw Materials, Work-in-Progress, Finished Goods, Stock-in-trade, Stores & spares, Scraps, book receivable, outstanding monies receivable, claims and bills, both present and future, by way of first charge in favour of State Bank of India, Union Bank of India, HDFC Bank Limited and The Hongkong and Shanghai Banking Corporation Limited ranking pari passu. The above facilities are also secured by way of second charge by hypothecation of the whole of the moveable properties including moveable plant & machinery, machinery spares, tools & other moveables, both present and future in favour of State Bank of India, HDFC Bank Limited and The Hongkong and Shanghai Banking Corporation Limited ranking pari passu. Movable plant & machineries are secured by way of first charge in favour of Union Bank of India.

**For Price Waterhouse & Co Chartered Accountants LLP**

Firm Registration No. 304026E/E-300009  
Chartered Accountants

**Rajib Chatterjee**

Partner  
Membership No. 057134  
Gurugram, 15th April, 2019

For and on behalf of the Board of Directors

**Koushik Chatterjee**

Chairman  
(DIN : 00004989)

**Sanjay Kumar Shrivastav**

Chief Financial Officer

**R N Murthy**

Managing Director  
(DIN : 06770611)

**Kaushik Seal**

Company Secretary

Kolkata, 15th April, 2019

# PRODUCTION STATISTICS

Year	E. T. PLANT			COLD ROLLING MILL
	Electrolytic Tinplate	Tinfree Steel	Total	C. R. Products
	Tonnes	Tonnes	Tonnes	Tonnes
2003-04	125,599	2,385	127,984	154,211
2004-05	139,061	1,604	140,665	167,217
2005-06	149,767	1,754	151,521	177,446
2006-07	155,224	2,207	157,431	178,841
2007-08	165,076	3,057	168,133	185,246
2008-09	180,052	5,520	185,572	181,523
2009-10	219,917	7,153	227,070	193,143
2010-11	223,090	17,747	240,837	201,823
2011-12	241,182	14,497	255,679	264,403
2012-13	293,128	16,444	309,572	323,426
2013-14	309,812	14,691	324,503	335,833
2014-15	304,119	15,327	319,446	326,924
2015-16	304,607	8,945	313,552	323,180
2016-17	309,938	10,962	320,900	332,024
2017-18	348,520	7,264	355,784	366,778
2018-19	343,615	13,971	357,586	374,295

# FINANCIAL STATISTICS

₹ in Lacs

CAPITAL ACCOUNTS								REVENUE ACCOUNTS						Year
Year	Capital	Reserve and Surplus	Borrowing	Gross Block	Net Block	Investment	Income	Expenses	Depreciation	Profit/(Loss) Before Tax	Taxation	Profit/(Loss) after Tax	Dividends (including Dividend Tax)	Year
1993-94	2,541.53	7,831.55	11,809.61	17,829.16	14,179.95	7.83	29,657.25	28,818.24	363.61	475.40	5.00	470.40	285.05	1993-94
1994-95	2,885.10	9,134.81	18,761.60	27,540.69	23,478.93	22.83	24,438.39	23,677.33	423.84	337.22	5.00	332.22	403.25	1994-95
1995-96	2,889.15	9,208.79	20,747.92	34,589.17	30,067.21	22.83	29,763.61	28,864.56	461.32	437.73	5.00	432.73	359.69	1995-96
1996-97	2,890.91	7,903.14	24,428.20	38,033.33	32,363.47	22.83	34,444.45	35,997.84	1,149.00	(2,702.39)	-	(2,702.39)	-	1996-97
1997-98	2,890.91	7,903.14	25,885.84	38,267.94	30,757.39	22.83	31,129.23	35,403.56	1,843.26	(6,117.59)	-	(6,117.59)	-	1997-98
1998-99*	11,097.91	7,802.64	23,154.77	38,447.18	28,996.16	22.83	22,917.10 #	25,074.60	2,179.76	(4,337.26)	-	(4,337.26)	-	1998-99*
1999-00**	13,859.91	7,802.64	21,579.96	37,687.42	27,522.27	22.83	11,538.13 #	11,355.47	1,254.10	(1,071.44)	-	(1,071.44)	-	1999-00**
2000-01	14,123.91	7,638.64	20,581.07	35,961.94	25,763.07	22.83	17,239.01 #	17,411.94	1,609.45	(1,782.38)	49.80	(1,832.18)	-	2000-01
2001-02	14,123.91	7,488.64	20,651.91	36,843.58	25,006.91	24.83	18,739.20 #	17,012.21	1,645.73	81.26	(20.52)	101.78	-	2001-02
2002-03	14,123.91	7,488.64	20,282.76	37,876.02	24,360.23	124.83	26,373.98 #	24,485.01	1,687.27	201.70	-	201.70	-	2002-03
2003-04	14,123.91	317.53	18,943.47	39,271.81	23,953.24	224.83	33,850.59 #	29,908.50	1,807.86	2,134.23	-	2,134.23	-	2003-04
2004-05	14,123.91	531.25	14,622.74	40,702.93	23,916.88	224.83	26,903.25 #	21,801.61	1,888.69	3,212.95	165.00	3,047.95	-	2004-05
2005-06	14,123.91	1,516.12	13,449.94	45,806.89	27,070.34	22.83	44,048.66 #	38,126.87	1,971.69	3,950.10	(945.53)	4,895.63	2,013.10	2005-06
2006-07	14,123.91	2,676.99	12,965.86	49,083.76	28,087.42	22.83	48,165.62 #	42,835.43	2,261.60	3,068.59	1,180.50	1,888.09	-	2006-07
2007-08	14,125.43	3,079.72	21,172.22	63,952.84	40,698.52	22.83	41,386.60 #	38,319.10	2,259.92	807.58	413.09	394.49	-	2007-08
2008-09	14,125.43	4,604.07	27,198.39	72,175.38	46,117.87	22.83	67,505.10 #	58,432.12	2,805.76	6,267.22	2,787.04	3,480.18	1,955.83	2008-09
2009-10	18,442.38	23,705.89	20,716.22	94,745.44	65,572.21	1,750.30	81,323.77 #	67,806.82	3,364.11	10,152.84	3,437.70	6,715.14	2,372.12	2009-10
2010-11	18,442.38	24,717.37	32,138.69	79,184.72	46,409.30	22.83	81,201.20 #	72,451.24	3,634.84	5,115.12	1,534.17	3,580.95	2,569.47	2010-11
2011-12	21,712.80	38,945.76	13,455.98	112,665.22	75,266.39	27.25	64,600.11 #	56,990.64	4,819.36	2,790.11	1,134.91	1,655.20	2,143.71	2011-12
2012-13	20,726.80	39,492.33	15,595.57	119,182.18	76,244.64	22.83	89,854.55 #	79,099.53	5,802.04	4,952.98	2,129.91	2,823.07	2,276.50	2012-13
2013-14	15,110.30	42,858.87	9,141.22	120,060.11	72,338.28	22.83	108,442.46 #	93,254.08	6,118.89	9,069.49	2,789.77	6,279.72	2,913.18	2013-14
2014-15	10,479.80	44,415.81	4,492.62	123,018.94	68,031.29	22.83	93,870.54 #	79,951.73	7,136.61	6,782.20	2,322.59	4,459.61	2,489.33	2014-15
2015-16	10,479.80	51,810.21	33.29	70,121.92	62,805.26	0.33	85,406.35 #	67,459.32	7,316.66	10,630.37	3,846.07	6,784.30	2,015.62	2015-16
2016-17	10,479.80	51,749.35	-	74,256.62	60,378.46	0.33	85,028.58 #	74,383.93	6,578.52	4,066.13	1,280.11	2,786.02	2,519.51	2016-17
2017-18	10,479.80	57,191.95	-	76,755.62	56,705.63	0.33	193,517.20 <sup>2</sup>	175,802.91	6,192.56	11,521.73	4,205.45	7,316.28	2,015.61	2017-18
2018-19	10,479.80	60,631.03	-	82,617.73	56,338.63	0.33	261,368.57 <sup>2</sup>	245,839.05	6,352.10	9,177.42	3,377.52	5,799.90	2,523.64	2018-19

\* 15 months

\*\* 9 months

**Note :**

- Since the Company transitioned into Ind As w.e.f. April 01, 2015, the prior years figures are not comparable.
- Commencing quarter ended 30th September, 2017, the Company had transitioned from the arrangement of converting Hot Rolled Coils (HRC) supplied by Tata Steel Limited (TSL) into Electrolytic Tinplate (ETP) and assisting TSL in selling the same to end consumers, to purchase of HRC from TSL and/or other suppliers and manufacture and sale of ETP and other products on its own account; accordingly the prior year figures are not comparable.

# Conversion agreement with TISCO for ETP/CRM commenced from 1st April, 1998.

# TSR DARASHAW LIMITED

(Registrar and Share Transfer Agent)

## REGISTERED OFFICE

TSR DARASHAW LIMITED  
6-10 Haji Moosa Patrawala Ind. Estate,  
20 Dr. E. Moses Road,  
Mahalaxmi,  
Mumbai - 400 011  
E-mail : csg-unit@tsrdarashaw.com  
Web : www.tsrdarashaw.com

Tel. 022-66568484

Fax 022-66568494

## BRANCH OFFICES

### 1. Bangalore

TSR DARASHAW LIMITED  
503, Barton Centre (5th Floor),  
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Fax 080-25580019

### 2. Jamshedpur

TSR DARASHAW LIMITED  
"E" Road, Northern Town, Bistupur,  
Jamshedpur - 831 001  
E-mail : tsrdljsr@tsrdarashaw.com

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Fax 0657-2426937

### 3. Kolkata

TSR DARASHAW LIMITED  
Tata Centre, 1st Floor,  
43, J.L. Nehru Road,  
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Fax 033-22883062

### 4. New Delhi

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## AGENTS

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E-mail : shahconsultancy8154@gmail.com

Telefax 079-26576038







**The Tinplate Company of India Limited**  
**A TATA Enterprise**

**REGISTERED OFFICE**

4, Bankshall Street, Kolkata – 700 001

Phone: +91 33 2243 5401

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E-mail: [company.secretariat@tatatinplate.com](mailto:company.secretariat@tatatinplate.com)

Website: [www.tatatinplate.com](http://www.tatatinplate.com)



**THE TINPLATE COMPANY OF INDIA LIMITED**

**Corporate Identity No. (CIN) : L28112WB1920PLC003606**

**Registered Office : 4, Bankshall Street, Kolkata 700 001. Phone No. : 91 33 2243 5401, Fax : 91 33 2230 4170**

**E-mail : company.secretariat@tatatinplate.com, Website : www.tatatinplate.com**

**ATTENDANCE SLIP**

(To be presented at the entrance duly signed)

100<sup>th</sup> Annual General Meeting on Monday, 26th August, 2019 at 3:00 p.m. at the Kala Mandir, Sangit Kala Mandir Trust  
48, Shakespeare Sarani, Kolkata 700 017

[Empty box for signature]

I hereby record my presence at the 100<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Monday, 26th August, 2019 at 3:00 p.m.

**SIGNATURE OF THE ATTENDING MEMBER / PROXY :** \_\_\_\_\_

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Sequence Number (EVSN)	User ID	Password

**Note :** Please refer to the Instructions printed under the Notes to the Notice of the 100<sup>th</sup> Annual General Meeting. The voting period starts from 9.00 a.m. on 23rd August, 2019 and ends at 5.00 p.m. on 25th August, 2019. The e-voting module shall be disabled by CDSL for voting thereafter.



**THE TINPLATE COMPANY OF INDIA LIMITED**

**Corporate Identity No. (CIN) : L28112WB1920PLC003606**

**Registered Office : 4, Bankshall Street, Kolkata 700 001. Phone No. : 91 33 2243 5401, Fax : 91 33 2230 4170**

**E-mail : company.secretariat@tatatinplate.com, Website : www.tatatinplate.com**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 as amended]

Name of the Member (s) : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Folio No./  
DP ID / Client ID \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ Shares of The Tinplate Company of India Limited, hereby appoint

- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 100<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 26th August, 2019 at 3:00 P.M. at the Kala Mandir, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata 700 017 and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

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**Ordinary Business**

1. Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. Declaration of dividend on the Equity Shares of the Company for the financial year 2018-19.
3. Appointment of a Director in place of Mr. Anand Sen (DIN : 00237914), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

**Special Business**

4. Appointment of Mr. R. N. Murthy (DIN : 06770611) as Managing Director.
5. Re-Appointment of Dr. Sougata Ray (DIN : 00134136) as an Independent Director.
6. Re-Appointment of Mr. B. N. Samal (DIN : 00429902) as an Independent Director.
7. Ratification of excess quantum of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2018-19.
8. Approval of Material Related Party Transaction(s) with Tata Steel Limited relating to purchase of Hot Rolled Coils in FY 2019-20 and subsequent financial years.
9. Ratification of Cost Auditors' remuneration



Signature across the Stamp

Signed this .....day of .....2019

Signature of Shareholder : .....Signature of Proxy holder(s) : .....

**NOTE :** This form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at 4, Bankshall Street, Kolkata 700 001, not less than 48 hours before the commencement of the Meeting.