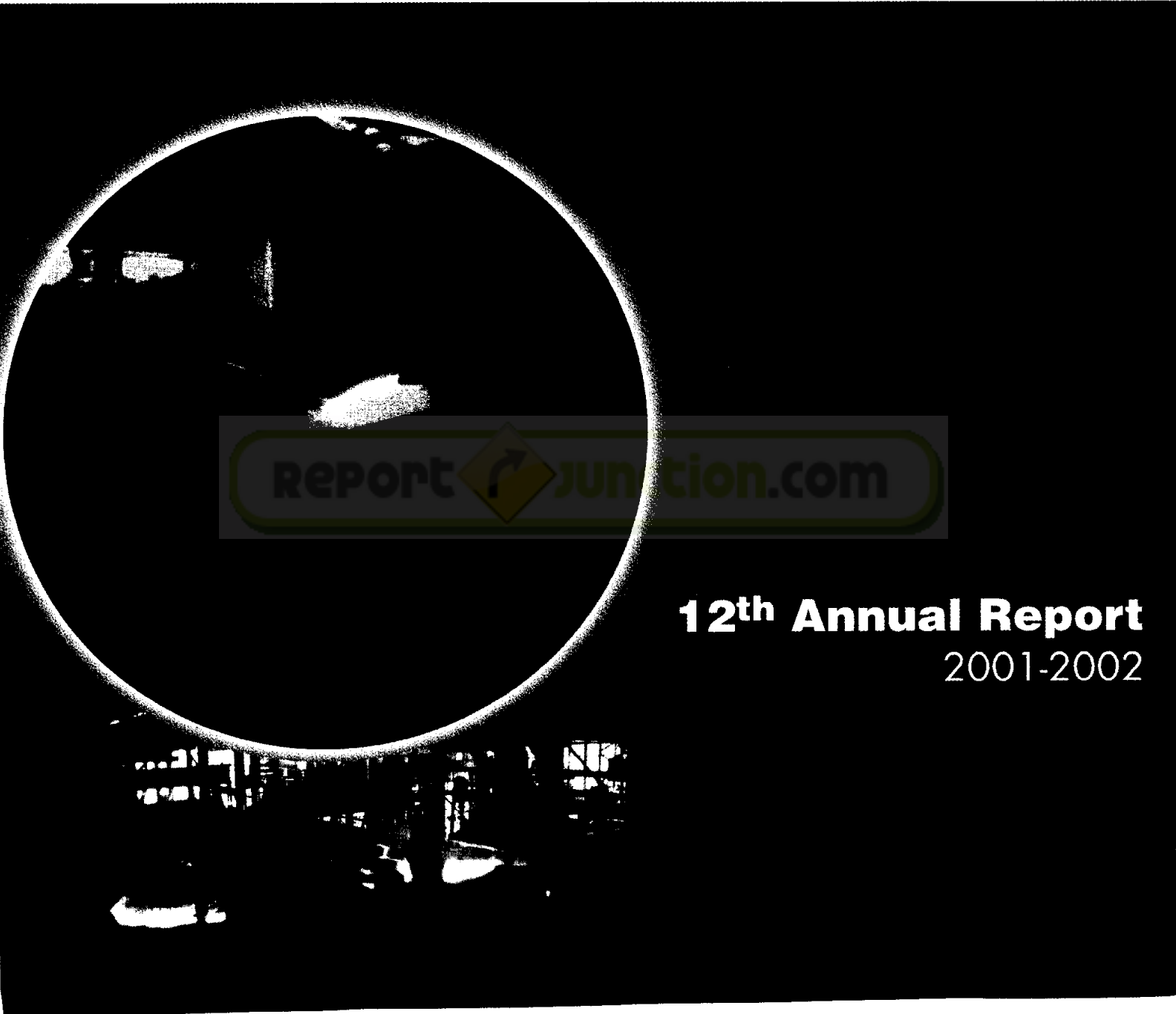




# **TATA METALIKS**





Now, India's most trusted mark becomes our symbol



**TATA METALIKS**



**Securities and Exchange Board of India**  
Mumbai - 400 021

**A QUICK REFERENCE GUIDE FOR INVESTORS**

**Dear Investor,**

Now that you have become a stakeholder in a listed company, we welcome you to the securities market. Securities and Exchange Board of India, a statutory body constituted by the Government of India, stands committed to the assigned objective of protecting investors in the securities market.

Ensuring disclosure of full, fair and adequate information has been the hallmark of our regulatory principle. In continuation of our efforts in that direction, we thought it fit and timely to write to you making you aware of

- the right that you have as a stakeholder in a company,
- the responsibility that are cast on you,
- the risks that you have assumed,
- the procedures relating to trading and transfer of the securities and
- the remedies for problems that you may encounter.

We hope that this material will give you appropriate guidance, though in brief, whenever you have a question in your mind. For detailed guidance, you may approach your broker, the investor service centres of the stock exchanges, and or course, the Investor Guidance Division of the Securities and Exchange Board of India.

**Securities and Exchange Board of India**

**Risk Revisited**

When you invested, you did so with certain expectations about the performance of the company, the prospects of income from and/or the capital growth of the securities that you now hold, the corporate benefits that may accrue to you etc.

While making that investment decision, you should have, obviously, taken note of and duly evaluated the attendant risks that go with such expectations.

You would remember that one such risk is that your expectations on income and/or growth may not materialise.

You would also recall that if you are an investor in the debt instruments, you can have recourse against the company, besides the market, for redeeming them. But, as an equity holder of a company, in order to realise the value of such investment, you have recourse only to the market.

And you would recollect that the dis-investment may result in capital losses also.

Further, you would have also noted that apart from the above mentioned investment risks, you also face the risk of running into problems with the trading and transfer of the securities.

**Your Rights**

As a shareholder in a company, you enjoy certain rights, which are as follows :

- to receive the share certificates, on allotment or transfer as the case may be, in due time.

- to receive copies of the abridged Annual Report, the Balance Sheet and the Profit and Loss Account and the Auditor's Report.
- to participate and vote in General Meetings either personally or through proxies.
- to receive Dividends in due time once approved in General Meetings.
- to receive corporate benefits like rights, bonus etc. once approved.
- to apply to Company Law Board (CLB) to call or direct the Annual General Meeting.
- to inspect the minute books of the General Meetings and to receive copies thereof.
- to proceed against the company by way of civil or criminal proceedings.
- to apply for the winding-up of the company.
- to receive the residual proceeds.

Besides the above rights which you enjoy as an individual shareholder, you also enjoy the following rights as a group

- to requisition as Extra-ordinary General Meeting.
- to demand a poll on any resolution.
- to apply to CLB to investigate the affairs of the company.
- to apply to CLB for relief in cases of oppression and/or mismanagement.

As a debenture-holder, you have the right

- to receive interest/redemption in due time.
- to receive a copy of the trust deed on request.
- to apply for winding up of the company if the company fails to pay its debt.
- to approach the Debentures Trustee with your grievance.

You may note that the above mentioned rights may not necessarily be absolute. For example, the right to transfer securities is subject to the company's right to refuse transfer as per statutory provisions.

**Your Responsibilities**

While you may be happy to note that you have so many rights as a stakeholder in the company, that should not lead you to complacency; because you have also certain responsibilities to discharge. To be specific.

- to remain informed.
- to be vigilant
- to participate and vote in general meetings
- to exercise your rights on your own or as a group.

**Trading of securities**

You have the right to sell the securities that you hold at a price and time that you may choose. You can do so personally with another person or through a recognised stock exchange. Similarly you have the right to buy securities from anyone or through a recognised stock exchange at a price and time of your choice.

Whether it is a sale or purchase of securities, effected directly by you

or through an exchange, all trades should be executed by a valid, duly completed and stamped transfer deed.

If you choose to deal (buy or sell) directly with another person, you are exposed to counter party risk, i.e., the risk of non-performance by that party. However, if you deal through a stock exchange, this counter party risk is reduced due to trade/settlement guarantee offered by the stock exchange mechanism. Further, you also have certain protections against defaults by your broker.

When you operate through an exchange, you have the right to receive the best price prevailing at that time for the trade and the right to receive the money or the shares on time. You also have the right to receive a contract note from the broker confirming the trade and indicating the necessary details of the trade. You also have the right to receive good delivery and the right to insist on rectification of bad delivery. If you have a dispute with your broker, you can resolve it through arbitration under the aegis of the exchange.

If you decide to operate through an exchange, you have to avail the services of a SEBI registered broker/sub-broker. You have to enter into a broker-client agreement and file a client registration form. Since the contract note is a legally enforceable document, you should insist on receiving it. You have the obligation to deliver the shares in case of sale or pay the money in case of purchase within the time prescribed. In case of bad delivery of securities by you, you have the responsibility to rectify them or replace them with good ones.

#### Transfer of securities

Transfer of securities mean that the company has recorded in its books, a change in the title of ownership of the securities effected either privately or through an exchange transaction.

To effect a transfer, the securities should be sent to the company along with a valid, duly executed and stamped transfer deed duly signed by or on behalf of the transferor (seller) and transferee (buyer). It would be a good idea to retain photo-copies of the securities and the transfer deed when they are sent to the company for transfer. It is essential that you send them by registered post with acknowledgement due and watch out for the receipt of the acknowledgement card. If you do not receive the confirmation of receipt within a reasonable period, say within two months, you should immediately approach the postal authorities for confirmation. Please note that, postal authorities will be able to provide confirmation only if you approach them within three months.

Sometimes, for your own convenience, you may choose not to transfer the securities immediately. This may facilitate easy and quick selling of the securities. In that case you should take care that the transfer deed remains valid. However, in order to avail the corporate benefits like the Dividends, Bonus or Rights from the company, it is essential that you get the securities transferred in your name.

On receipt of your request for transfer, the company proceeds to transfer the securities as per provisions of the law. In case they cannot effect the transfer, the company returns back the securities giving details of the grounds under which the transfer could not be effected. This is known as Company Objection.

When you happen to receive a company objection for transfer, you should proceed to get the errors/discrepancies corrected. You may have to contact the transfer or (the seller) either directly or through your broker for rectification or replacement with good securities. Then you can resubmit the securities and the transfer deed to the company for effecting the transfer.

In case you are unable to get the errors rectified or get them replaced, you have recourse to the seller and his broker through the stock exchange to get back your money. However, if you had transacted directly with the seller originally, you have to settle the matter with the seller directly.

Sometimes, your securities may be lost or misplaced. You should immediately request the company to record a stop transfer of the securities and simultaneously apply for issue of duplicate securities.

For effecting stop transfer, the company may require you to produce a court order or the copy of the FIR filed by you with the Police. Further, to issue duplicate securities to you, the company may require you to submit indemnity bonds, affidavit, sureties etc. besides issue of a public notice. You have to comply with these requirements in order to protect your own interest.

Sometimes, it may so happen that the securities are lost in transit either from you or from the company to you. You have to be on your guard and write to the company within a month of your sending the securities to the company. The moment it comes to your notice that either the company has not received the securities that you sent or you did not receive the securities that the company claims to have sent to you, you should immediately request the company to record stop transfer and proceed to apply for duplicate securities.

#### Depository and dematerialisation

Share are traditionally held in physical or paper form. This method has its own inherent weaknesses like loss/theft of certificates, forged/fake certificates, cumbersome and time consuming procedure for transfer of shares etc. Therefore, to eliminate these weaknesses, a new system called Depository System has been established.

A depository is a system which holds your shares in the form of electronic accounts in the same way a bank holds your money in a savings account.

Depository System provides the following advantages to an investor:

- Your shares cannot be lost or stolen or mutilated
- You never need to doubt the genuineness of your shares i.e., whether they are forged or fake.
- Share transactions like transfer, transmission etc. can be effected immediately.
- Transaction costs are usually lower than on the physical segment.
- There is no risk of bad delivery.
- Bonus/Rights shares allotted to you will be immediately credited to your account.
- You will receive the statement of accounts of your transactions/holdings periodically.

When you decide to have your shares in electronic form, you should approach a Depository Participant (DP) who is an agent of the depository and open an account. You should surrender your share certificates in physical form and your DP will arrange to get them sent to and verified by the company and on confirmation credit your account with an equivalent number of shares. This process is known as de-materialisation. You can always reverse this process if you so desire and get your shares reconverted into paper format. This process is known as rematerialisation.

Share transactions (like sale or purchase and transfer/transmission etc.) in the electronic form can be effected in a much simpler and faster way. All you need to do is that after confirmation of sales/purchase transaction by your broker, you should approach your DP with a request to debit/credit your account for the transaction. The Depository will immediately arrange to complete the transaction by updating your account. There is no need for separate communication to the company to register the transfer.

#### Grievance Redressal

There will be occasions when you have a grievance against the company in which you are a stake-holder. It may be that you have not received the share certificates on Allotment or on transfer; it may be that you did not receive the dividend/interest warrant or refund order; perhaps you did not receive the Annual Accounts etc. while you would first approach the company in that regard, you may not be satisfied with the Company's response thereto. You would like to know whom you should turn to get your grievance redressed.

The following table would provide you the guidance in this regard.

Nature of grievance	Can be taken up with
In case of any public issue, non-receipt of	—SEBI
● Refund order	—Dept. of Company Affairs
● Interest on delayed refund	—Stock Exchange
● Allotment advice	—Registrars to the issue
● Share certificates	
● Duplicate for all of the above	
● Re-validations	
In case of a listed security, non-receipt of the certificates after:	—SEBI —DCA —Stock Exchange
● transfer	
● transmission	
● conversion	
● endorsement	
● consolidation	
● splitting	
● duplicates of securities	
Regarding listed Debentures, non-receipt of	—SEBI
● Interest due	—Dept. of Company Affairs
● redemption proceeds	—The Debenture Trustees
● interest on delayed payment	—Stock Exchange
Regarding bad delivery of shares	Bad delivery cell of the stock exchange
Regarding shares or debentures in unlisted companies.	Dept. of Company Affairs.
Deposits in collective investment schemes like plantations etc.	SEBI
Units of Mutual Funds	SEBI
Fixed Deposits in Banks and Finance Companies	Reserve Bank of India
Fixed Deposits in manufacturing companies	Dept. of Company Affairs

Investor Information Centres have been set up in every recognised stock exchange which in addition to the complaints to the securities traded/listed with them, will take up all other complaints regarding the trades effected in the exchange and the relevant member of the exchange.

Moreover two other avenues are always available to the investors to seek redressal or their complaints which are through.

- Complaints with Consumers' Disputes Redressal Forums
- Suits in the Court of Law.

SEBI Office	Jurisdiction
<b>Head Office :</b> Mittal Court, 'B' Wing, 1st Floor, 224 Nariman Point, MUMBAI-21	For the companies having their Registered offices in Gujarat, Maharashtra, Madhya Pradesh, Dadra and Nagar Haveli and Goa
Earnest House, 14th Floor, 194 Nariman Point, MUMBAI-21	
<b>Northern Regional Office</b> Block No. 1, Rajendra Place, Dist. Centre, NEW DELHI-8	Haryana, Himachal Pradesh, Jammu and Kashmir, Punjab, Rajasthan, Uttar Pradesh, Chandigarh and Delhi
<b>Eastern Regional Office</b> FMC Fortuna, 5th Floor 234/3A AJC Bose Road CALCUTTA-20	Assam, Bihar, Manipur, Meghalaya, Nagaland, Orissa, West Bengal, Arunachal Pradesh, Mizoram and Tripura
<b>Southern Regional Office</b> 3rd, Floor, D'Monte Bldg., No. 32 D'Monte Colony, TTK Road, Alwarpet, CHENNAI-18	Andhra Pradesh, Karnataka, Kerala, Tamilnadu and Pondichery

#### KEY TERMS

**Arbitration :** Settlement of claims, differences of disputes between one member and another and between a member and his clients, authorised clerks, sub-brokers, etc., through appointed arbitrators. It is a quasi-judicial process that is faster and is an inexpensive way of resolving a dispute. The Exchange facilitates the process of arbitration between the members and their clients. After both the parties select the arbitrator and after due deliberation and after considering the merits of the case an award is given. In India, arbitration is governed by the Arbitration and Conciliation Act, 1996.

**Auction :** An auction is a mechanism utilised by the Exchange to fulfil its obligation to a counter party member when a member fails to deliver good securities or make the payment. Through auction, the Exchange arranges to buy good securities and deliver them to the buying broker or arranges to realise the cash and pay it to the selling broker.

**Bad delivery cell :** When a delivery of shares turns out to be bad because of company objection etc., the investor can approach the bad delivery cell of the stock exchange through his broker for correction or replacement with good delivery.

**Bid and offer :** Bid is the price of a share a prospective buyer is prepared to pay for a particular scrip. Offer is the price at which a share is offered for sale.

**Brokerage :** Brokerage is the commission charged by the broker for purchase/sale transaction through him. The maximum brokerage chargeable, as stipulated by SEBI, is at present 2.5% of the trade value.

**Carry forward trading :** Carry forward trading has evolved in response to local needs in India and it refers to the trading in which the settlement is postponed to the next account period on payment of contango charges (known as 'vyaj badla') in which the buyer pays interest on borrowed funds or the backwardation charges (known as 'Undha badla') in which the short seller pays a charge for borrowing securities.

**Circuit breakers :** It is a mechanism by which Exchanges temporarily suspend the trading in a security when its prices are volatile and tend to breach the price band.



**Clearing** : Clearing refers to the process by which all transactions between members are settled through multilateral netting.

**Company objection** : An investor sends the certificate along with the transfer deed to the company for transfer. In certain cases the registration is rejected because of signature difference, or if the shares are fake, forged or stolen etc. In such cases the company returns the shares along with a letter which is termed as a company objection.

**Cum-bonus** : The share is described as cum-bonus when a potential purchaser is entitled to receive the current bonus.

**Cum-rights** : The share is described as cum-rights when a potential purchaser is entitled to receive the current rights.

**Day order** : A day order, as the names suggests, is an order which is valid for the day on which it is entered. If the order is not matched during the day, at the end of the trading day the order gets cancelled automatically.

**Dematerialisation** : Dematerialisation is the process by which shares in the physical/paper form are cancelled and credit in the form of electronic balances are maintained on highly secure systems at the depository.

**Ex-bonus** : The share is described as ex-bonus when a potential purchaser is not entitled to receive the current bonus, the right to which remains with the seller.

**Ex-rights** : The share is described as ex-rights when a potential purchaser is not entitled to receive the current rights, the right of which remains with the seller.

**Forward trading** : Forward trading refers to trading where contracts traded today are settled at some future date at prices decided today.

**Good-bad delivery** : A share certificates together with its transfer form which meet all the requirements of title transfer from seller to buyer is called good delivery in the market.

Delivery of a share certificate, together with a deed of transfer, which does not meet requirements of title transfer from seller to buyer is called a bad delivery in the market.

**Insider trading** : Trading in a Company's shares by a connected person having non-public, price sensitive information, such as expansion plans, financial results, takeover bids, etc., by virtue of his association with that Company, is called insider trading.

**Jumbo certificate** : A jumbo share certificate is a single composite share certificate formed by consolidating/aggregating a large number of market lots.

**Market lot** : Market lot is the minimum number of shares of a particular security that must be transacted on the Exchange. Multiples of the market lot may also be transacted.

**Non-delivery period** : Whenever a book closure or record date is announced by a company, the Exchange sets a no-delivery period for that security. During this period, trading is permitted in that security. However, these trades are settled only after the no-delivery period is over. This is done to ensure that investor's entitlement for corporate benefits is clearly determined.

**Odd lot** : A number of shares that are less than the market lot are known as odd lots. These shares are illiquid in nature, as they cannot be transacted on the Exchange.

**Over driven trading** : It is a trading initiated by buy/sell orders from

investors/brokers.

**Over the counter trading** : Trading in those stocks which are not listed on a stock exchange.

**Pay-in** : Pay-in day is the designated day on which the securities or funds are paid in by the members to the clearing house of the Exchange.

**Pay-out** : Pay-out is the designated day on which securities and funds are paid out to the members by the clearing house of the Exchange.

**Price band** : The daily/weekly price limits within which price of a security is allowed to rise or fall.

**Price rigging** : When a person or persons acting in concert with each other collude to artificially increase or decrease the prices of a security, that process is called price rigging.

**Quote driven trading** : Trading where brokers/market makers give buy/sell quote for a scrip simultaneously.

**Record date** : Record date is the date on which the beneficial ownership of an investor is entered into the register of members. Such a member is entitled to get all the corporate benefits.

**Rematerialisation of shares** : It is the process through which shares held in electronic form in a depository are converted into physical form.

**Screen based trading** : When buying/selling of securities is done using computers and matching of trades is done by a stock exchange computer.

**Settlement** : It refers to the scrip-wise netting of trades by a broker after the trading period is over.

**Settlement guarantee** : Settlement guarantee is the guarantee provided by the clearing corporation for settlement of all trades even if a party defaults to deliver securities or pay cash.

**Splitting/Consolidation** : The process of splitting shares that have a high face value into shares of a lower face value is known as splitting. The reverse process of combining shares that have a low face value into one share of higher value is known as consolidation.

**Spot trading** : Trading by delivery of shares and payment for the same on the date of purchase or on the next day.

**Stop transfer** : The instruction given by a registered holder of shares to the company to stop the transfer of shares as a result of theft, loss etc.

**Trade guarantee** : Trade guarantee is the guarantee provided by the clearing corporation for all trades that are executed on the Exchange. In contrast the settlement guarantee, guarantees the settlement of trade after multilateral netting.

**Trading for delivery** : Trading conducted with an intention to deliver shares as opposed to position that is squared off within the settlement.

**Transfer deed** : A transfer deed is a form that is used for effecting transfer of shares or debentures and is valid for a specified period. It should be sent to the company along with the share certificate for registering the transfer. The transfer deed must be duly stamped and signed by or on behalf of the transferor and transferee and complete in all respects.

**Transmission** : Transmission is the lawful process by which the ownership of securities is transferred to the legal heir/s of the deceased.

The booklet contains basic information to help the investors. The readers are requested to refer to the specific acts, rules and regulations for exact details and clarifications and are reminded that this booklet does not purport to explain the laws or rules in force, with respect to any particular fact pattern. Answers to questions involving particular facts depend upon interpretations, administrative decisions and court actions. While every effort has been made to ensure the accuracy and completeness of the information contained, the Board assumes no liability for any errors or omission of information in this booklet.

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# CONTENTS

<i>Board of Directors</i>	2
<i>Notice</i>	3
<i>Chairman's Statement</i>	6
<i>Report of the Directors &amp; Management Discussion and Analysis</i>	7
<i>Report on Corporate Governance</i>	22
<i>Secretarial Standards-SS1 &amp; SS2</i>	29
<i>Auditors' Report</i>	31
<i>Annexure to the Auditors' Report</i>	32
<i>Balance Sheet</i>	34
<i>Profit &amp; Loss Account</i>	35
<i>Schedules forming part of the Profit &amp; Loss Account</i>	36
<i>Schedules forming part of the Balance Sheet</i>	37
<i>Notes on Balance Sheet &amp; Profit &amp; Loss Account</i>	41
<i>Balance Sheet Abstract and Company's General Business Profile</i>	46
<i>Cash Flow Statement</i>	47
<i>Shareholders' Information</i>	48
<i>A Calendar for Planned Communication with Shareholders</i>	54

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## TWELFTH ANNUAL REPORT 2001-2002

## TATA METALIKS LIMITED

**Board of Directors**

(As on 18th May, 2002)

**Chairman**

Dr. T. Mukherjee – Non-Executive

**Managing Director**

Mr. Harsh K Jha

**Independent Directors**

Mr. Satyajit Mitra

Mr. A.C. Wadhawan

Mr. Dinesh Bahl

Mr. L.M. Chatterjee

Mr. Gopal Krishna

**Non-Executive Directors**

Mr. P.K. Jha

Mr. Ashok Kumar

**Management Team**

Mr. Harsh K Jha – Managing Director

Mr. Harsh Kumar – Vice President (Marketing)

Mr. Amit Ghosh – General Manager (Fin. &amp; Accts.)

Mr. V.B. Singh – General Manager (Works)

Mr. Subhasis Dey – Company Secretary

**Board Committees****Audit Committee**

Mr. Satyajit Mitra – Chairman

Mr. P.K. Jha – Member

Mr. Dinesh Bahl – Member

**Remuneration Committee**

Mr. A.C. Wadhawan – Chairman

Dr. T. Mukherjee – Member

Mr. P.K. Jha – Member

Mr. L.M. Chatterjee – Member

Mr. Satyajit Mitra – Member

**Shareholders'/Investors' Grievance Committee**

Mr. Satyajit Mitra – Chairman

Mr. Harsh K Jha – Member

Mr. Dinesh Bahl – Member

**Share Transfer Committee**

Mr. Satyajit Mitra – Chairman

Mr. Harsh K Jha – Member

Mr. Subhasis Dey – Member

**Borrowing Committee/Investment Committee**

Mr. Harsh K Jha – Chairman

Mr. P.K. Jha – Member

Mr. Amit Ghosh – Member

**Investor Service Centre**

Tata Centre

43, Jawaharlal Nehru Road

Kolkata - 700 071

Phone : 033-2884014/6014/6016

Fax : 033-2884372

AXC Computers Pvt. Ltd.

National Council of Education Bldg.

Jadavpur University Campus

Kolkata - 700 032

Phone : 033-4146292/6363

Fax : 033-4137900

**Auditors**

A.F. Ferguson &amp; Co.

Chartered Accountants

Kolkata

**Registered Office**

Tata Centre

43, Jawaharlal Nehru Road

Kolkata - 700 071

Phone : 033-2884014/6014/6016

Fax : 033-2884372

**Bankers**

Indian Overseas Bank

State Bank of India

Citibank N.A.

Bank of India

Hongkong &amp; Shanghai Banking Corpn.Ltd





## NOTICE

Notice is hereby given that the TWELFTH ANNUAL GENERAL MEETING of TATA METALIKS LIMITED will be held at Kalakunj, 48, Shakespeare Sarani, Kolkata – 700 071 on Saturday, the 27<sup>th</sup> July, 2002 at 12.00 noon, to transact the following business :-

### ORDINARY BUSINESS

1. To receive and adopt the Audited Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2002 and the Balance Sheet as at that date together with the reports of the Directors and Auditors thereon.
2. To appoint Auditors of the Company and to fix their remuneration.

### SPECIAL BUSINESS

3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution :  
 "RESOLVED THAT Mr. Dinesh Bahl, a Director liable to retire by rotation, does not seek re-election, is therefore, not re-appointed as a Director of the Company.  
 RESOLVED FURTHER THAT the vacancy caused on the Board of Directors of the Company so created, be not filled".
4. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution :  
 "RESOLVED THAT Mr. L.M. Chatterjee, a Director liable to retire by rotation, does not seek re-election, is therefore, not re-appointed as a Director of the Company.  
 RESOLVED FURTHER THAT the vacancy caused on the Board of Directors of the Company so created, be not filled".
5. To appoint a Director in place of Mr. Gopal Krishna who was appointed as Additional Director by the Board of Directors with effect from 25<sup>th</sup> January, 2002 under section 260 of the Companies act, 1956 and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for reappointment and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director under section 257 of the Companies Act, 1956.
6. To appoint a Director in place of Mr. Ashok Kumar who was appointed as Additional Director by the Board of Directors with effect from 10<sup>th</sup> May, 2002 under section 260 of the Companies act, 1956 and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for reappointment and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director under section 257 of the Companies Act, 1956.
7. **Variation in the terms of Remuneration of Managing Director**  
 To consider and if thought fit, to pass, with or without modification, 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 30<sup>th</sup> July, 2001, in respect of appointment and terms of remuneration of Mr. Harsh K Jha, Managing Director and in accordance with the provisions of the section 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the salary scale of Rs.50,000 – Rs.1,20,000 per month with effect from 1<sup>st</sup> April, 2002 as set out in the supplemental agreement submitted to this meeting and initialled by a Director, for the purpose of identification, which agreement is hereby specifically sanctioned."
8. **Notice received from Mr. I.C. Agarwal for his appointment as Director**  
 To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.  
 "RESOLVED that pursuant to the provisions of Section 257 of the Company Act, 1956, Mr. I.C. Agarwal be and is hereby appointed a Director of the Company."

Kolkata, 18<sup>th</sup> May, 2002

**Registered Office**  
 Tata Centre,  
 43, Chowringhee Road  
 Kolkata – 700 071.

By Order of the Board of Directors

**Subhasis Dey**  
 Company Secretary

TWELFTH ANNUAL REPORT 2001-2002**TATA METALIKS LIMITED****Notes :**

- a) The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of business under 3 to 8 is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- c) Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- d) The instrument appointing a proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- e) Members are requested to notify immediately change in their addresses, pin code numbers, e-mail addresses and telephone number(s), if any, to the Company, at its Registered Office by quoting their folio numbers.
- f) Section 109A of the Companies Act, 1956, has extended nomination facility to individuals holding shares in Companies. Shareholders, in particular, those holding shares in single name, are requested to avail of the above facility by furnishing to the Company the particulars of their nominations.
- g) Members of the Company who have multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificates to the Registrar & Transfer Agents (AXC Computers Pvt. Ltd. formerly known as ABC Computers Pvt. Ltd.), or to the Registered Office of the Company for consolidation of all such shareholdings into one account to facilitate better service.
- h) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 4<sup>th</sup> July 2002 to Tuesday the 16<sup>th</sup> July 2002 both days inclusive.
- i) No tax at source had been deducted if the interim dividend payable to an individual shareholder did not exceed Rs.1,000/- other members who entitled to receive by way of dividend/interest in the aggregate not exceeding Rs.50,000/- during F.Y 2002-03 and who opted to get their dividend without deduction of tax from the Company might have been filed a declaration in Form 15G in duplicate before 3<sup>rd</sup> June, 2002 with the Company's Registrars M/s. AXC Computers Pvt. Ltd (formerly known as ABC Computers Pvt Ltd), Jadavpur, Kolkata.
- j) Shareholders 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.
- k) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies of Annual Reports to the meeting.
- l) Shareholders are hereby advised that while opening a depository account, they should give their bank account details as well as PAN/GIR No., which will be used by the Company for printing on the warrants and TDS Certificate as applicable. This would ensure that warrants even if lost or stolen cannot be used for any purpose other than for depositing in the account specified on the warrant. For the safety of the investors, it is important that the details of the bank accounts are correctly provided to the depository participants. The bank mandate for shares held in physical form will not be automatically applied for shares held in electronic form.