

TATA METALIKS LIMITED

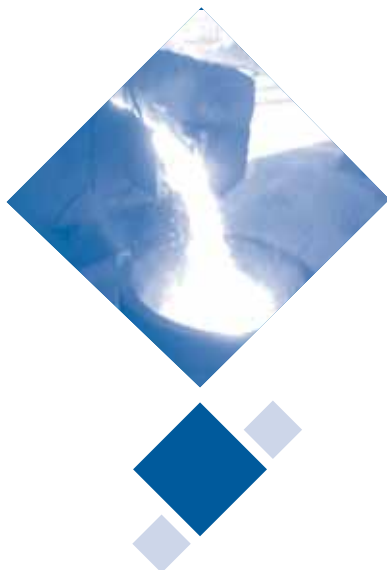


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TWENTY FIRST ANNUAL GENERAL MEETING

Date : Thursday 29th September, 2011

Time : 3.30 p.m.

Venue : KALAKUNJ, 48, Shakespeare Sarani, Kolkata - 700 017

Important information : *As measure of economy copies of the Annual report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the meeting.*

CORPORATE INFORMATION



Board of Directors (As on 27th July 2011)

Mr. Koushik Chatterjee - Chairman
Mr. A. C. Wadhawan
Mr. Manish Gupta - resigned w.e.f 17th May, 2011
Mr. Dipak Banerjee
Mr. Ashok Kumar Basu
Mr. Ashok Kumar
Mr. V. S. N. Murty
Mr. Harsh K. Jha (Managing Director)

Management (As on 27th July 2011)

Mr. Harsh K Jha	<i>Managing Director</i>
Mr. D. P. Deshpande	<i>Chief Operating Officer</i>
Mr. Subhasis Dey	<i>VP (Corporate Service)</i>
Mr. Kalyan Chatterji	<i>VP (Projects & Business Opportunity)</i>
Mr. Sudhin Mitter	<i>VP (Marketing & Sales)</i>
Mr. V. B. Singh	<i>VP (Operations)</i>
Mr. Debasish Mishra	<i>GM (Operations)</i>
Mr. Subhra Sengupta	<i>Chief Financial Officer</i>
Mr. Monideep Majumdar	<i>Chief (Corp. Planning & Mkt.) and CQH</i>
Mr. Shamit Sengupta	<i>Chief (Systems Assurance)</i>
Mr. Praveen Sinha	<i>Chief HR (Corporate)</i>
Mr. Kaushik Datta	<i>Chief (Business Opportunity)</i>
Mr. Abhijit Basak (upto 30th June 2011)	<i>Executive-in-Charge – Kharagpur Unit</i>
Mr. P. Ravi	<i>Plant Head - Redi Unit</i>
Mr. Vishwanath G Malagi	<i>Chief (Corp.Gov.) & Company Secretary</i>

REGISTERED OFFICE	Tata Centre, 43, Jawaharlal Nehru Road Kolkata - 700 071.
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BANKERS	State Bank of India, IDBI Bank, HDFC Bank Bank of Boroda, Axis Bank, DBS Bank
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AUDITORS	M/s Deloitte Haskins & Sells <i>Chartered Accountants</i> Kolkata.
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SHARE REGISTRARS	M/s R & D Infotech Pvt. Ltd. 22/4, Nakuleshwar Bhattacharjee Lane Kolkata - 700 026.
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Committees of Board

(As on 27th July 2011)

Audit Committee Mr. A. C. Wadhawan - <i>Chairman</i> Mr. Dipak Banerjee - <i>Member</i> Mr. V.S.N.Murty - <i>Member</i> Mr. Ashok K Basu - <i>Member</i>	Remuneration Committee Mr. A. C. Wadhawan - <i>Chairman</i> Mr. Koushik Chatterjee - <i>Member</i> Mr. Dipak Banerjee - <i>Member</i>
Committee of Board Mr. Koushik Chatterjee - <i>Chairman</i> Mr. Harsh K Jha - <i>Member</i> Mr. Dipak Banerjee - <i>Member</i> Mr. Ashok Kumar - <i>Member</i>	Investment/Borrowing Committee Mr. Harsh K Jha - <i>Chairman</i> Mr. V S N Murty - <i>Member</i>
	Shareholders' Grievance Committee Mr. Ashok Kumar Basu - <i>Chairman</i> Mr. Harsh K Jha - <i>Member</i>

Investor Service Centre

TATA METALIKS LIMITED

'Tata Centre'

43, Jawaharlal Nehru Road

Kolkata - 700 071

Phone : + 91 33 6613 4205

Fax : +91 33 2288 4372

Email : investors@tatametaliks.co.in

Registrar & Share Transfer Agent

M/s R & D Infotech Pvt. Ltd. Ground Floor 22/4, Nakuleshwar Bhattacharjee Lane Kolkata - 700 026 Phone : +91 33 2463 1658 Fax : +91 33 2463 1657 Email : rd.infotech@vsnl.net TILL 30TH SEPTEMBER, 2011	M/s R & D Infotech Pvt. Ltd. 1st Floor 7A, Beltala Road Kolkata - 700 026 Phone : +91 33 2419 2641 Fax : +91 33 2419 2642 Email : rd.infotech@vsnl.net FROM 1ST OCTOBER, 2011
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GREEN INITIATIVE

27th July, 2011

Dear Shareholder,

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate" allowing paperless compliances by Companies through electronic mode and has issued circulars on 21.4.2011 and 29.4.2011 stating that Companies can now send various notices and documents, including Annual Report, to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

Your Company proposes to send future communication/documents including Notice of Annual General Meeting and Annual Report to the shareholders at their e-mail address as registered with the Depository Participants (DPs)/Company/Registrars & Share Transfer Agents.

Members who are holding Equity Shares in demat mode are requested to register their e-mail ID with their Depository Participant immediately, if not registered already.

Members who are holding Equity Shares in physical form should send a scanned copy of their letter requesting for registering / changing their existing e-mail ID, bearing the signature of the sole / first shareholder on investors@tatametaliks.co.in. Members are also requested to convert their physical holding to demat.

OR

Such members holding Equity shares in physical form can also write to the Registrar and Share Transfer Agent of the Company at their following address and inform their e-mail ID quoting their folio number. The letter should be signed by the sole/first holder as per the specimen signature recorded with the Registrar and Share Transfer Agent.

UPTO 30TH SEPTEMBER, 2011	FROM 1ST OCTOBER, 2011
M/s R & D Infotech Pvt. Ltd. 22/4, Nakuleswar Bhattacharyya Lane Kolkata - 700 026 Phone : +91-33-24631657 Telefax : +91-33-24631658 E-mail : rd.infotech@vsnl.net tml@rdinfotech.in Website : www.rdinfotech.org	M/s R & D Infotech Pvt. Ltd. 1st Floor, 7A, Beltala Road Kolkata - 700 026 Phone : +91-33-24192641 Telefax : +91-33-24192642 E-mail : rd.infotech@vsnl.net tml@rdinfotech.in Website : www.rdinfotech.org

We seek your support to enable the Company to not only reduce paper consumption but also related costs. As a shareholder, this is your opportunity to support this initiative of the Government and contribute towards a '**Greener Environment**'.

Please note that as a member of the Company, you will be entitled to be furnished free of cost with a copy of such communication / document on request.

The Annual Report of your Company for Financial Year 2010-11 alongwith all future communication/documents would also be made available on the Company's website : www.tatametaliks.com

Thanking you

Yours sincerely

For **TATA METALIKS LIMITED**

Vishwanath G Malagi
Chief (Corporate Governance)
& Company Secretary

CHAIRMAN'S STATEMENT



Dear Shareholders,

The global economy while recovering at a slow pace in 2010-11 has been very volatile and uncertain in recent months. The developed economies especially in western Europe and Americas has been facing sovereign fiscal issues that are structural in nature and hence unlikely to be resolved within a very short span resulting in high unemployment. While the experience during the global financial crisis showed that we live in a multi polar world with the emerging economies demonstrating significantly robust growth trends, the economic data in recent months seems to clearly suggest that emerging markets are feeling the impact of high inflationary conditions. The Indian economy continues to be one of the fastest growing economies of the world. However, factors such as high inflation, fiscal debt and hardening of global energy prices pose a significant risk to its sustained growth. Amidst these economic variabilities, the India's GDP is expected to grow at 7% - 7.5% in this fiscal year as against the growth of over 8.5% in the last fiscal year.

The inflationary trend of 2010-11 led to unprecedented increase in the price of mineral resources and energy. The pig iron industry was significantly hit by the spiraling rise in prices of iron ore, coke and coking coal coupled with short-term supply disruptions. This situation put the pig iron industry through enormous strain and many chose to shut down their operations to curtail losses.

Your Company too has been facing several challenges in the last year including increasing prices of raw materials and very volatile market conditions, both in volume and prices. In view of the strong headwinds in the external environment, your Company has been undertaking several internal initiatives to continue its journey towards developing a robust business model through focused operations management and supply chain initiatives.

Going forward, if the macro environment in India remains stable, there is an expectation that the demand for foundry grade pig iron will recover. Given the macro uncertainties, your Company will continue to focus on performance improvement and tighter working capital management. The Board of Directors of your

Company has in January'2011 approved setting up 40m² Sinter Plant Facility at Kharagpur, for which work has already commenced. This facility is expected to be operational by end 2012 and shall help enhance productivity by about 15%. In addition, MBF#2 at Kharagpur shall be modified and upgraded, to cater to increased production.

Apart from these, your Company is focusing its attention on various other efficiency improvement projects, which are all targeted towards bringing down the cost of production and expanding the margins. Your Company also introduced a pioneering product "**Tata eFee**TM" to the foundries, which melts faster than existing foundry grade pig irons in the market, thereby making customers' operations energy efficient. **Tata eFee**TM will be extremely beneficial for cupola as well as induction furnace based foundries in reducing their energy consumption which in turn would help them contribute towards a greener environment.

The Ductile Iron Pipe project of your Company, through the subsidiary Tata Metaliks Kubota Pipes Limited, has had its initial problems during the year and we are working closely with our partners Kubota Corporation, Japan towards turning around the operations. These efforts are steadily picking up pace and is expected to post better results and I am confident that on the strength of its superior quality products and efficient operations it will become a value creative unit in the future.

I express my gratitude to all shareholders of the Company for their continued support and also to the Unions and employees of the Company for their dedication and commitment to the Company. I also take this opportunity to express my personal thanks to all the stakeholders and business associates who have continued to repose faith and confidence in the Company.



Koushik Chatterjee
Chairman

July 27, 2011

NOTICE

NOTICE is hereby given that the TWENTY FIRST ANNUAL GENERAL MEETING of the members of TATA METALIKS LIMITED will be held on Thursday, 29th September, 2011 at 3:30 p.m. at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700 017, to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account of the Company for the year ended 31 March 2011 and the Balance Sheet as at that date together with the Cash Flow Statement and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr. Koushik Chatterjee, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mr. Avinash Chandra Wadhawan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to fix their remuneration and to pay the same on a progressive billing basis as may be agreed between the Auditors and the Board of Directors.

M/s. Deloitte Haskins & Sells, Chartered Accountants, the retiring Auditors, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS

5. Change of Situation of registered office of Registrar & Transfer Agent M/s R & D Infotech Pvt. Ltd.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956, the Register of Members, Index of Members, Register of Debenture Holders, Index of Debenture Holders, Register of Transfers, Transfer deeds and all records and documents pertaining to Shares and other Securities issued by the Company and copies of all Annual Returns, prepared under Sections 159 and 160, together with the copies of

the certificates and documents required to be annexed thereto under sections 160 and 161, be kept at the office of Registrar & Share Transfer Agents of the Company viz. M/s R & D Infotech Pvt. Ltd at 1st Floor, 7A, Beltala Road, Kolkata - 700 026 w.e.f. 01st October, 2011."

By Order of the Board of Directors

Vishwanath G Malagi

Chief (Corporate Governance)
& Company Secretary

Place : Kolkata

Date : 27th July, 2011

Notes :

- a) *Mr. Manish Gupta, was due for retirement at this Annual General Meeting, as mentioned in the Directors' Report and Corporate Governance Report, but Mr. Gupta has resigned from Directorship of the Company w.e.f. 17th May, 2011.*
- 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. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- c) Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the meeting.
- d) Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- e) Members are requested to notify immediately, change in their addresses, pin code, e-mail addresses and telephone number(s), if any, to the Company at its Registered Office by quoting their folio numbers. In respect of shares held in electronic mode, the same should be communicated to the respective Depository Participant (DP).
- f) As per the provisions of the Companies Act, 1956, facility for making nominations is available to the shareholders in respect of shares held by them in physical mode. Nomination forms can be obtained from the Registrars of the Company.
- g) Those who are holding shares in electronic mode should give relevant details in this matter to their respective Depository Participant (DP).

NOTICE (Contd.)

- h) Members of the Company who have multiple accounts in identical names or joint accounts in the same name are requested to send all the share certificates to the Registrar & Share Transfer Agent, M/s R & D Infotech Pvt. Ltd, or to the Registered Office of the Company for consolidation of all such shareholdings into one account to facilitate better services.
- i) All requests for transfer of Equity Shares and allied matters along with the relevant transfer deeds and share certificates should preferably be sent directly to the Company's Registrar and Share Transfer Agent, M/s R & D Infotech Pvt. Ltd., 22/4, Nakuleswar Bhattacharjee Lane, Kolkata - 700 026.
- j) The Register of Members and Share Transfer Books of the Company remained closed from Monday 4th July, 2011 to Friday 15th July, 2011 (both days inclusive).
- k) Shareholders desiring any information as regards 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.
- l) Members, who have not yet encashed their dividend warrant(s) for the financial year 2004-2005 and onwards, are requested to make their claims to the Company accordingly, without any further delay. It may kindly be noted that the unclaimed dividend for the financial year 2003-2004 has been transferred to the Investors Education & Protection Fund.
- m) Member who still have their holdings in physical form are requested to convert them into dematerialized form (under ISIN No. INE056C01010) at the earliest.
- n) SEBI vide its circular ref. no MRD/DoP/Cir-05/2009 dated 20.05.2009 has clarified that for securities market transactions and off-market/private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of PAN card to the Company/RTAs for registration of such transfer of shares irrespective of the amount of such transaction.

All the intended transferee(s) are, therefore, requested to furnish a self certified copy of their PAN Card along with the relevant transfer deed for registration of transfer of shares. *Please note that the Share(s) lodged for transfer without self certified copy of PAN Card of the transferee(s), shall be returned under objection.*

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.5

At the 17th Annual General Meeting held on 13th July, 2007, members had approved maintenance of Register & Index of Members and copies of all Annual Returns and related documents at the office of the Registrar & Transfer Agents M/s R & D Infotech Pvt Ltd. at 22/4, Nakuleswar Bhattacharjee Lane, Kolkata - 700 026.

The Registrar & Transfer Agent M/s R & D Infotech Pvt. Ltd. have shifted their registered office to 1st Floor, 7A, Beltala Road, Kolkata - 700 026. The Board of Directors of your Company has at its meeting held on 27th July, 2011 accorded its consent, subject to members approval, for maintenance of the Register & Index of members & debentures holders, Register of Transfers, Transfer deeds and all records and documents pertaining to Shares and other Securities issued by the Company and copies of all Annual Returns, prepared under Sections 159 and 160, together with the copies of the certificates and documents required to be annexed thereto under Sections 160 and 161, at the office of Registrar & Share Transfer Agents of the Company viz. **M/s R & D Infotech Pvt. Ltd. at 1st Floor, 7A, Beltala Road, Kolkata - 700 026, w.e.f. 1st October, 2011.**

Further in keeping with the requirement of Section 163 (1)(iii) a copy of the proposed resolution shall also be served in advance to the Registrar of Companies, West Bengal.

None of the Directors is interested in the resolution.

The Board of Directors recommends the resolution for approval of the members.

By Order of the Board of Directors

Vishwanath G Malagi
Chief (Corporate Governance)
& Company Secretary

Place : Kolkata
Date : 27th July, 2011

NOTICE (Contd.)

Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

(Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges)

Name of Director	Mr. Koushik Chatterjee	Mr. A C Wadhawan
Date of appointment	24.07.2009	29.10.1999
Date of Birth	03.09.1968	27.01.1938
Expertise in specific functional areas	Corporate Finance	Metallurgical Engineer
Qualifications	<ul style="list-style-type: none"> B.Com (Hons.) FCA 	<ul style="list-style-type: none"> B.Sc from Delhi University in 1957 B.Tech (Hons) in Metallurgical Engineering from Indian Institute of Technology (IIT), Kharagpur Diploma issued by the Ministry of External Affairs, Economic Affairs and Finance, Govt. of France, in "Steel Making and Processing of Alloy Steels" in France under L.' Association pour L' organization des stages en France (ASTEF)
List of companies in which outside Directorship held as on March 31, 2011	<ul style="list-style-type: none"> Kalimati Investment Co. Ltd. Rujuvalika Investments Limited Tata Services Limited The Tinplate Co. of India Ltd. Natsteel Asia Pte Limited Southern Steel Berhad Tata Steel (Thailand) Public Co. Ltd. Tata Steel Asia Holdings Pte Ltd. Tata Steel Global Holdings Pte Ltd. Tata Steel Global Minerals Holdings Pte Ltd. Tata Steel Europe Limited Tulip UK Holdings (No. 2) Limited Tulip UK Holdings (No. 3) Limited Tata Steel UK Limited Tata Steel Netherland BV Tulip Netherlands (No.1) BV Tulip Netherlands (No. 2) BV Orchid Netherlands (No.s) 	<ul style="list-style-type: none"> Transweigh India Limited, Mumbai Reliance Cellulose Products Limited Rajasthan State Mines & Minerals Ltd, Jaipur
Chairman (C) / Member (M) of the committees of Boards of companies on which he is a Director as on March 31, 2011	<ul style="list-style-type: none"> Natsteel Asia Pte Limited <ul style="list-style-type: none"> - Audit Committee (M) Tata Steel (Thailand) Public Co. Ltd. <ul style="list-style-type: none"> - Executive Committee (M) - Remuneration Committee (M) - Corporate Governance & Nomination Committee (C) Tata Metaliks Limited <ul style="list-style-type: none"> - Remuneration Committee (M) - Committee of Board (C) 	<ul style="list-style-type: none"> Tata Metaliks Limited <ul style="list-style-type: none"> - Audit Committee (C) - Remuneration Committee (C) Transweigh India Limited, Mumbai <ul style="list-style-type: none"> - Audit Committee (C) - Remuneration Committee (C) Rajasthan State Mines & Minerals Ltd, Jaipur <ul style="list-style-type: none"> - Audit Committee (M)
Shareholding in Tata Metaliks Ltd.	NIL	NIL