

TATA SPONGE IRON LIMITED



WINNING PERFORMANCE
32ND ANNUAL REPORT, 2014-15



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Highlights

	Standalone Rs. Lacs		Consolidated Rs. Lacs	
	2014-15	2013-14	2014-15	2013-14
Gross revenue from operations	86,755	85,656	86755	85,656
Profit Before Tax	13,647	14,980	13652	14,982
Profit After Tax	9,189	10,118	9194	10,120
Dividend	1,540	1,540	1540	1,540
Retained Earnings(For the Period)	7,335	8,316	7340	8,318
Capital Employed	82,349	74,910	82349	74,905
Net Worth	79517	72,262	79517	72,258
	In Rs		In Rs	
Net worth per Share as at year end	516	469	516	469
Earning Per Share				
Basic	60	66	60	66
Diluted	60	66	60	66
Dividend per share	10	10	10	10

The Thirty Second Annual General Meeting of Tata Sponge Iron Limited will be held at "Lake View" (Officers' Recreation Centre), TSIL Township, Joda, Dist Keonjhar, Orissa 758 034, on Friday, the 21st August, 2015 at 10.00 a.m.

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 to the meeting.

REGISTRATION / UPDATION OF YOUR E MAIL ID

Members are requested to update their e mail ID with the Depositories (if shares are held in electronic mode) or with the Registrar and Transfer Agents (if shares are held in physical mode)

BOARD OF DIRECTORS

[As on 20th April, 2015]

Mr. A.M.Misra (Chairman)
Mr. D.K. Banerjee
Mr. P.C. Parakh
Mr. Manoj T Thomas
Dr O N Mohanty
Mr Krishnav Dutt
Mr. R. Ranganath
Mrs Meena Lall
Mr D P Deshpande (Managing Director)
Mr Sanjay Kumar Pattnaik (Executive Director)

MANAGEMENT TEAM

[As on 20th April, 2015]

Mr.D.P. Deshpande	Managing Director
Mr Sanjay Kumar Pattnaik	Executive Director
Mr.Partha Chattopadhyay	Chief Operating Officer (Sponge Business)
Mr.Ujjwal Chatterjee	Chief Business Development Officer
Mr.S.K. Mishra	Chief Financial Officer
Mr.S.S. Dhanjal	Company Secretary

Bankers	State Bank of India Canara Bank
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Auditors	M/s. Deloitte Haskins & Sells Chartered Accountants
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Cost Auditors	M/s.Shome & Banerjee Cost Accountants
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Registered Office & Works	Post Joda Dist Keonjhar Orissa 758 034 Tel No : (06767) 284236 Fax No : (06767) 278159 E-mail : info@tatasponge.com Website : www.tatasponge.com CIN : L27102OR1982PLC001091
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Share Registrars	M/s. TSR Darashaw Ltd. 6-10 Haji Moosa Patrawala Industrial House 20, Dr.E. Moses Road Near Famous Studio Mahalaxmi Mumbai 400 011. Tel No : (022) 66568484 Fax No : (022) 66568494 E-mail : csg-unit@tsrdarashaw.com Website: www.tsrdarashaw.com
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CHAIRMAN'S STATEMENT

Dear Shareholders,

I would like to take this opportunity to present you the performance of your Company for the year 2014-15.

During the year the Company produced 3,65,324 MT of Sponge Iron compared to 3,76,433 MT in the previous year, registering a decrease of 11,109 MT in production. As a result, the sales also decreased to 3,62,912 MT from 3,74,782 MT in the previous year. The generation of power being in tandem with the Sponge Iron production, as power is produced by recovering heat from the waste gases of the kilns, the Company generated 173 million units as compared to 196 million units in the previous year, and sold 121 million units as compared to 141 million units in the previous year.

During the year, the pace of the national economy started looking up from mid year. Signs of economic recovery were visible. However, several indigenous source mines were closed. This led to acute shortage and high price of iron ore for a part of the year. To meet short supply, the Company used high priced and low yielding iron ore pellets to sustain operations. This affected the top line. The net revenue from operations rose to Rs. 790 crore from Rs. 782 crore in 2013-14. Other income also supported the revenue. However, the margins fell down due to high prices of key raw materials. As a result, the Company achieved a lower Profit Before Tax at Rs. 136.47 crore (Rs. 149.79 crore in the previous year) and Profit After Tax at Rs. 91.89 crore (Rs. 101.17 crore in the previous year). The Earnings Per Share has decreased to Rs. 59.67 per share (Rs. 65.69 per share in the previous year). Notwithstanding these operational and financial results, the Board has recommended a dividend of Rs 10 per share (previous year :Rs 10 per share).

The Hon'ble Supreme Court of India had de-allocated Radhikapur (East) coal block which was under development. The Company had lodged a claim with appropriate authorities for refund of the invested amount. The entire funding for the coal block under development was made out of internal generation. However, the Company is continuing its efforts in getting allocation of a coal block to strengthen its raw material supply chain.

The Company has adopted the Tata Business Excellence Model in all business processes complying with high standards of business ethics. On account of this, operational excellence has reached at higher level. The company has also won a couple of awards in the fields of safety and sustainability. During the year, the Company had upped spending on CSR activities from current level to desired statutory level. I'd like to compliment the management team and the employees of the Company for all round good performance of the Company.

I sincerely thank the Union leaders of Tata Sponge Shramik Sangh for their support and for maintaining industrial harmony. I would also like to take this opportunity to acknowledge the trust reposed in the management by the shareholders as well as other stakeholders.

Jamshedpur
20th April, 2015

(A M Misra)
Chairman

NOTICE

THE THIRTY-SECOND ANNUAL GENERAL MEETING OF TATA SPONGE IRON LIMITED will be held at 'Lake View', (Officers' Recreation Centre), TSIL Township, Joda, Dist Keonjhar, Orissa 758 034, on Friday, the 21st August, 2015, at 10-00 a. m. to transact the following business :

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors' Report thereon and to pass, with or without modification, the following Resolution as Ordinary Resolution :**
"RESOLVED that the Directors' Report to the Shareholders dated 20th April, 2015, Statement of Profit and Loss for the year ended 31st March, 2015, and the Balance Sheet as at that date, the Cash Flow Statement for the year ended 31st March, 2015, together with the Auditors' Report thereon be and are hereby received and adopted."
2. **To declare a dividend and to pass, with or without modification, the following Resolution as Ordinary Resolution :**
"RESOLVED that dividend at the rate of Rs 10/- per share (100 %) on the fully paid equity share capital of Rs. 15,40,00,000 of the Company, by appropriating Rs 15,40,00,000 from the profit for the year 2014-15 available for appropriation, be and is hereby approved and declared for the year ended 31st March, 2015."
3. **To appoint a Director in place of Mr. D. P. Deshpande (holding DIN 02526471), who retires by rotation and being eligible offers himself for re-appointment and to pass, with or without modification, the following Resolution as Ordinary Resolution :**
"RESOLVED that Mr. D P Deshpande (holding DIN 02526471), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed Director of the Company."
4. **To appoint auditors of the Company and to fix their remuneration and to pass, with or without modification, the following Resolution as Ordinary Resolution :**
"RESOLVED that subject to the provisions Section 139 of the Companies Act, 2013 and the Rules made thereunder, Messrs Deloitte, Haskins & Sells, Chartered Accountants (ICAI Registration No.302009E), the retiring auditors, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting up to the conclusion of the next Annual General Meeting of the Company and to audit the accounts of the Company for the financial year ending 31st March, 2016, or any extension thereof at such remuneration as may be mutually agreed upon between the Board of Directors and the auditors, plus out of pocket and travelling expenses."

SPECIAL BUSINESS

5. **To ratify remuneration of Cost Auditors and to pass, with or without modification, the following Resolution as Ordinary Resolution :**
"RESOLVED that the remuneration of Rs. 1,50,000/- (excluding taxes, cess etc.), plus out of pocket expenses, payable to the Cost Auditors of the company, M/s. Shome & Banerjee, Cost Accountants, having Registration No.000001, for carrying out cost audit with respect to manufacturing of Sponge Iron and generation of power at Joda, for the year 2015-16 as approved by the Board in its meeting held on 20th April, 2015, be and is hereby ratified."
6. **To appoint Mr.O.N. Mohanty as Independent Director and to pass, with or without modification, the following Resolution as Ordinary Resolution :**
"RESOLVED that Mr.O.N. Mohanty (DIN 03058576) who was appointed as an Additional and Independent Director of the Company by the Board of Directors with effect from 16th July, 2014, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a Notice from a member proposing his candidature for the office of Independent Director and who is eligible for appointment, be and is hereby appointed as Independent Director of the company with effect from 21st August, 2015, up to 15th July, 2019."
7. **To appoint Mr. Krishnava Satyaki Dutt as Independent Director and to pass, with or without modification, the following Resolution as Ordinary Resolution :**
"RESOLVED that Mr Krishnava Satyaki Dutt (DIN 02792753) who was appointed as an Additional and Independent Director of the Company by the Board of Directors with effect from 16th August, 2014, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a Notice from a member proposing his candidature for the office of Independent Director and who is eligible for appointment, be and is hereby appointed as Independent Director of the company with effect from 21st August, 2015, up to 15th August, 2019, or earlier on attaining the age of retirement fixed by the Company."

8. To appoint Mr.P.C. Parakh as Independent Director and to pass, with or without modification, the following Resolution as Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Prakash Chandra Parakh, DIN 01305775, a non-executive director of the company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the company with effect from 21st August, 2015, up to 20th August, 2020 or earlier on attaining the age of retirement fixed by the Company."

9. To appoint Mrs Meena Lall as Director and to pass, with or without modification, the following Resolution as Ordinary Resolution :

"RESOLVED that Mrs. Meena Lall (DIN 05133322) who was appointed as an Additional Director of the company by the Board of Directors with effect from 16th August, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Article 109 of the Articles of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

10. To appoint Mr Sanjay Kumar Pattnaik as Director and to pass, with or without modification, the following Resolution as Ordinary Resolution :

"RESOLVED that Mr. Sanjay Kumar Pattnaik (holding DIN 00256832) who was appointed as an Additional Director of the company by the Board of Directors with effect from 16th August, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Article 109 of the Articles of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

11. Appointment of Mr. Sanjay Kumar Pattnaik as the Executive Director :

To consider and if thought fit, to pass with or without modification, the following Resolutions as Ordinary Resolutions :

"RESOLVED that pursuant to provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V of the Act, and Article 112 of the Articles of Association of the Company, the Company hereby approves of the appointment and terms of remuneration of Mr. Sanjay Kumar Pattnaik, the Executive Director of the Company for the period of 3 years from 16th August, 2014 to 15th August, 2017, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. Sanjay Kumar Pattnaik."

"RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

12. Approval of material related party transactions:

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

"RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made there under and provisions of the Listing Agreement with stock exchanges, approval be and is hereby given for purchasing of goods/materials from Related Parties (as detailed in Explanatory Statement to the Notice annexed herewith) as per contracts/arrangements in the ordinary course of business and also at arm's length basis for a sum not exceeding Rs 260 crore for the period 21st August, 2015 to the date of next Annual General Meeting."

13. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

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

"RESOLVED THAT in supersession of the resolution passed by shareholders of the Company at their 26th Annual General Meeting held on 1st August, 2009, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee thereof) for continuing with existing charges, mortgages, hypothecations and other encumbrances created by the Company, on such movable and immovable properties, and in such manner as the Board deem fit, provided that the total amount of borrowings together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the borrowings, shall not, at any time exceed Rs. 400 crore."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

14. Remuneration/Commission to Non Executive Directors:

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

"RESOLVED that in supersession of the resolution previously passed by the members at their meeting held on 20th July, 2012 approving payment of remuneration by way of commission to non-executive directors and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Company be and is authorised to pay remuneration in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, an amount, by way of Commission, not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198 of the Act, and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year for the period of five years commencing 1st April, 2014."

Notes :

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT JODA, DIST-KEONJHAR, ORISSA, PIN 758 034, NOT LESS THAN 48 HOURS BEFORE THIS ANNUAL GENERAL MEETING.**
- 2) The Register of Members and Share Transfer Books will remain closed from 4th August, 2015 (Tuesday) to 6th August, 2015 (Thursday), both days inclusive.
- 3) Dividend, if declared, will be paid to those shareholders, whose names appear on the Company's Register of Members/Register of Beneficial Owners as on 3rd August, 2015. The payment will be made on or after 21st August, 2015.

Your dividend warrant is valid for payment by the Company's Bankers for three months from the date of issue. Thereafter, please contact our Share Registrars, **M/s. TSR Darashaw Ltd.**, (formerly Tata Share Registry Ltd.) **6-10 Haji Moosa Patrawala Industrial House, 20, Dr.E. Moses Road, Mahalaxmi, Mumbai 400 011**, for revalidation of the warrants.

Please encash your dividend warrants immediately as the dividend amounts remaining unclaimed/unpaid at the expiry of 7 years from the date that becomes due for payment are required to be transferred by the Company to the Investor Education and Protection Fund established under Section 125 in terms of Section 124 of the Companies Act, 2013.
- 4) The unclaimed dividend for the financial years 1993-94 and 1994-95 has been transferred to the General Revenue Account of Central Government and for the years 1995-96 to 2006-07 has been transferred to Investor Education and Protection Fund. Members, who have not encashed their dividend warrant for 1993-94 and 1994-95 are, therefore, requested to claim the amount from the Registrar of Companies, Orissa, Corporate Bhawan, 3rd Floor, Plot No. 9(P), Sector 1, CDA, Cuttack 753 014.
- 5) Members, who have not encashed their dividend warrants issued for the years 2007-08 to 2013-14 are requested to immediately forward the same for revalidation to our Share Registrars at their address given under (3) above, and get the encashment at the earliest.
- 6) Shareholders are requested to notify their bank particulars giving the name of the bank and the branch and the nature of account and also any change of address to the Company's Registrar and Share Transfer Agent, M/s. TSR Darashaw Ltd. Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders has become mandatory.
- 7) In order to provide better service to the shareholders, the Company has introduced Electronic Clearing Service (ECS) for payments of dividend. Shareholders desirous of availing ECS facility may provide the required information to our Share Registrars at their address given under (3) above.
- 8) Shareholders are hereby informed that the bank particulars given by them at the time of opening a depository account will be used by the Company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.
- 9) Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH 13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
- 10) Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. TSR Darashaw Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.

11) **Voting through electronic means/Ballot**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given herein below. Resolution(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
- II. Mr. Pramod Kumar Singh, Practising Company Secretary (Membership No. 5878) of M/s. P.K. Singh & Associates has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- III. The facility for voting, either through electronic voting or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- IV. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- V. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- VI. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to investorcell@tatasponge.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. Pramod Kumar Singh, Practising Company Secretary & Scrutinizer, 2nd Floor, SBI Building, Circuit House Area East, Jamshedpur 831 001, not later than Thursday, 20th August, 2015, (5-00 p.m. IST). Ballot Form received after this date will be treated as invalid.
- VII. The instructions for e-voting are as under :
 - A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depository Participant(s)) :
 - (i) Open email and also open PDF file, namely "Tata Sponge remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder Login.
 - (iv) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - (vi) Once the e-voting home page opens, click on e-Voting > Active Voting Cycles.
 - (vii) Select "EVEN" (E-voting Event Number) of Tata Sponge Iron Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to pramodkumar.pcs@gmail.com or evoting@tatasponge.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy) :
 - (i) Initial password is provided as below/at the bottom of the ballot paper for the AGM:
EVEN (remote e Voting Event Number) + USER ID and PASSWORD/PIN
 - (ii) Please follow all steps from SI.No.A(ii) to SI.No.A(xii) above, to cast vote.

- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X. The e-voting period commences on 18th August, 2015 (9-00 a.m. IST) and ends on 20th August, 2015 (5-00 p.m. IST). During this period shareholders of the company holding shares either in physical form or in dematerialised form, as on 14th August, 2015, i.e. the cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast vote again.
- XI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date. A 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 the facility of remote e-voting, voting through ballot form, as well as voting at the meeting through ballot.
- XII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
- XIII. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- XIV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatasponge.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
- XV. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9-00 a.m. to 5-00 p.m.) on all working days, up to and including the date of the Annual General Meeting of the company.

By Order of the Board of Directors

Jamshedpur
20th April, 2015

S.S. Dhanjal
Company Secretary

ANNEXURE TO NOTICE

As required by the provisions of Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statement set out all material facts relating to the business mentioned under item Nos. 5 to 14 of the accompanying Notice dated 20th April, 2015.

Item No 5

Based on the recommendation of the Audit Committee, the Board in its meeting held on 20th April, 2015, appointed M/s Shome & Banerjee, Cost Accountants, to conduct the audit of the sponge iron manufacturing and power generation business for the financial year 2015-16 at fee of Rs.1,50,000/- (excluding taxes, cess etc.), plus out of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Resolution at item No 5 of the convening Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said Resolution.

Item No. 6

Mr. O. N. Mohanty was appointed on the Board of your company on 16th July, 2014, as Additional Director in the capacity as Non Executive and Independent Director. Mr. Mohanty has vast experience, knowledge and standing in the area of metallurgy.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Mohanty has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Mohanty as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director up to 15th July, 2019 or earlier on attaining the age of retirement fixed by the Company.

In the opinion of the Board, Mr. Mohanty fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Mohanty as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the company.

The Board commends acceptance of the resolution set out in Item No.6 of the convening Notice.

Mr. Mohanty is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Mr. Mohanty no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

Item No. 7

Mr. Krishnava Dutt was appointed on the Board of your company on 16th August, 2015, as Additional Director in the capacity as Non Executive and Independent Director. Mr. Dutt has vast experience, knowledge and standing in the area of Corporate and other Laws and is presently a partner of Udwadia Udeshi & Argus Partners, Solicitors & Advocates.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Dutt has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Dutt as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director up to 15th August, 2019 or earlier on attaining the age of retirement fixed by the Company.

In the opinion of the Board, Mr. Dutt fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Dutt as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the company.

The Board commends acceptance of the resolution set out in Item No.7 of the convening Notice.

Mr. Dutt is interested and concerned in the Resolution mentioned at Item No.7 of the Notice. Other than Mr. Dutt no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.7 of the Notice.