



THE TINPLATE COMPANY OF INDIA LIMITED

(The Company was incorporated as The Tinplate Company of India Limited on January 20, 1920 as a private limited company under the Indian Companies Act, 1913. The Company became a public limited company in accordance with the provisions of section 43A of the Companies Act, 1956 with effect from March 28, 1961. With effect from December 27, 1968, the Company became a full-fledged public company by complying with the provisions of Section 44(1) of the Companies Act, 1956)

Registered Office: 4, Bankshall Street, Kolkata 700 001, West Bengal

Tel No: (91 33) 2243 5401 Fax No: (91 33) 2230 4170

Contact Person: Mr. S. Kar, Company Secretary

Email: share.department@tatatinplate.com **Website:** www.tatatinplate.com

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

SIMULTANEOUS BUT UNLINKED ISSUE OF 4,31,90,851 EQUITY SHARES OF RS. 10 EACH AT A PREMIUM OF RS. 35 PER EQUITY SHARE AGGREGATING RS. 19,435.88 LAKHS TO THE EXISTING EQUITY SHAREHOLDERS OF THE COMPANY ON RIGHTS BASIS IN THE RATIO OF 3 EQUITY SHARES FOR EVERY 2 EQUITY SHARES HELD ON THE RECORD DATE (SEPTEMBER 10, 2009) AND 3% 1,79,96,188 FULLY CONVERTIBLE DEBENTURES OF THE FACE VALUE RS. 100 EACH AT A PRICE OF RS. 100 EACH AGGREGATING RS. 17,996.19 LAKHS IN THE RATIO OF 5 FULLY CONVERTIBLE DEBENTURES FOR EVERY 8 EQUITY SHARES HELD ON THE RECORD DATE ("ISSUE"). THE ISSUE PRICE FOR THE EQUITY SHARES IS 4.5 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. TOTAL PROCEEDS FROM THE ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE DEBENTURES WOULD AGGREGATE TO RS. 37,432.07 LAKHS.

GENERAL RISKS

Investments in equity and equity related securities involve a high degree of risk and Investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, Investors must rely on their own examination of the Issuer and the Issue including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this document. **Investors are advised to refer to "Risk Factors" on page 21 of this Abridged Letter of Offer or page xii of the Letter of Offer before making an investment in this Issue.**

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that the Letter of Offer contains all information with regard to the Issuer and the Issue, which is material in the context of this Issue, that the information contained in the Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other material facts, the omission of which makes this Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

CREDIT RATING

The Issue of FCDs has been rated by ICRA Limited as "LA" indicating adequate-credit-quality rating. For details see the section titled "General Information" on page 37 of this Abridged Letter of Offer or page 42 of the Letter of Offer.

LISTING

The existing Equity Shares of the Company are listed on the Bombay Stock Exchange Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"). The Company has received "in-principle" approvals from NSE and BSE for listing the Equity Shares and FCDs arising from this Issue vide letters dated June 22, 2009 and May 19, 2009 respectively. For the purposes of the Issue, the Designated Stock Exchange shall be BSE.

PROMOTER

The Promoter of the Company is Tata Steel Limited.

LEAD MANAGERS TO THE ISSUE



CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED

12th Floor, Bakhtawar
Nariman Point, Mumbai 400 021
Tel: (91 22) 6631 9999
Fax: (91 22) 6646 6192
Email: tinplate.rights@citi.com
Investor Grievance ID:
investors.cgmib@citi.com
Contact Person: Mr. Shitij Kale
Website: www.online.citibank.co.in/ rhtml
citigroupglobalscreen1.htm
SEBI Registration. No. : INM000010718



SBI CAPITAL MARKETS LIMITED

202, Maker Tower 'E'
Cuffe Parade
Mumbai 400 005
Tel: (91 22) 2217 8300
Fax: (91 22) 2218 8332
Email: tinplate.rights@sbicaps.com
Investor Grievance ID:
investor.relations@sbicaps.com
Contact Person: Mr. Gitesh Vargantwar
Website: www.sbicaps.com
SEBI Registration No.: INM000003531

REGISTRAR TO THE ISSUE



LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound,
LBS Road, Bhandup West,
Mumbai 400 078
Tel: (91 22) 2596 0320
Fax: (91 22) 2596 0329
Investor grievance e-mail:
tcil.rights@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Mr. Pravin Kasare
SEBI Registration No.: INR000004058

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR REQUEST FOR SPLIT APPLICATION FORMS	ISSUE CLOSURES ON
SEPTEMBER 17, 2009	SEPTEMBER 24, 2009	OCTOBER 1, 2009

GENERAL INSTRUCTIONS

Applicants are advised to read the Letter of Offer and the General Instructions contained in this Abridged Letter of Offer carefully and satisfy themselves of the disclosures before making an application for subscription. For a copy of the Letter of Offer, the applicant may request the Company and/ or the Registrars to the Issue. Further, investors are advised to retain the copy of this Abridged Letter of Offer for their future reference.

TERMS OF THE PRESENT ISSUE

The Equity Shares and Fully Convertible Debentures (collectively, the “Securities”) proposed to be issued, are subject to the terms and conditions contained in the Letter of Offer, the CAF, the Memorandum and Articles of Association of the Company, the provisions of the Companies Act, 1956, guidelines issued by SEBI, guidelines, notifications and regulations for issue of capital and for listing of securities issued by Government of India and/or other statutory authorities and bodies from time to time, terms and conditions as stipulated in the allotment advice or security certificate and rules as may be applicable and introduced from time to time.

Authority for the Issue: This Issue is being made pursuant to a resolution passed by the Board of Directors of the Company under section 81(1) of the Companies Act at its meetings held on January 16, 2009 and August 31, 2009.

Basis for the Issue: The Securities are being offered for subscription for cash to those existing Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held in the Electronic Form and on the Register of Members of the Company in respect of the Equity Shares held in physical form at the close of business hours on September 10, 2009 (the “Record Date”), fixed in consultation with the Designated Stock Exchange.

Rights Entitlement: As your name appears as a beneficial owner in respect of the Equity Shares held in the electronic form or appears in the register of members as an Equity Shareholder as on the Record Date, you are entitled to the number of Securities as shown in Block I of Part A of the enclosed CAF.

The eligible Equity Shareholders are entitled to apply for either or both of the following:

- 3 Equity Shares for every 2 Equity Shares held on the Record Date; and
- 5 FCDs for every 8 Equity Shares held on the Record Date.

PRINCIPAL TERMS OF THE SECURITIES

Equity Shares

Face Value: Each Equity Share shall have the face value of Rs. 10.

Issue Price: Each Equity Share shall be offered at an Issue Price of Rs. 45 for cash including a premium of Rs. 35 per Equity Share.

Entitlement Ratio: The Equity Shares are being offered on a rights basis to the existing Equity Shareholders of the Company in the ratio of 3 Equity Shares for every 2 Equity Shares held on the Record Date.

Fractional Entitlements: For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Equity Shareholders is less than 2 Equity Shares or is not in the multiple of 2, the fractional entitlement of such holders shall be ignored. Shareholders whose fractional entitlements are being ignored would be given preference in allotment of one additional share each if they apply for additional shares.

For e.g. if a Equity Shareholder has a shareholding of 3 shares, then he will be entitled to 4 Equity Share on a rights basis with the fractional entitlement of 0.5 being ignored. He will also be given a preference for allotment of 1 additional Equity Share if he has applied for the same. Those Equity Shareholders who have a holding of 1 Equity Shares will be entitled to 1 Equity Share on Rights basis with the fractional entitlement of 0.5 being ignored. He will be given a preference for allotment of 1 additional Equity Share if he has applied for the same.

Terms of Payment: The full amount of Rs. 45 per Equity Share is payable on application.

The payment towards the Equity Shares offered will be applied as under:

Rs. 10 per Equity Share	towards Share Capital
Rs. 35 per Equity Share	towards Securities Premium Account

Ranking: The Equity Shares to be issued pursuant to the Issue shall rank *pari passu* with the existing Equity Shares of the Company.

Rights of Equity Shareholders: Subject to applicable laws, the Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared and at such rate as declared for Equity Shares;
- Right to attend general meetings and class meetings of all Equity Shareholders (including a meeting called in relation to any scheme under Sections 391/394 of the Companies Act) and exercise voting powers, unless prohibited by law; If any resolution at any such meeting is put to vote by a show of hands, each Equity Shareholder shall be entitled to one vote. If any resolution at any such meeting is put to vote on a poll, or if any resolution is put to vote by postal ballot, each Equity Shareholder shall be entitled to one vote for every Equity Share held;
- The right to vote as aforesaid may be exercised by the Equity Shareholders in person or by proxy;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right to free transferability of Equity Shares; and
- Such other rights as may be available to an Equity Shareholder of a listed public company under the Companies Act and Articles of Association.

For a detailed description of the main provisions of the Company's Articles of Association dealing with voting rights, dividends, transfer and transmission, and/or consolidating/splitting, see "Main Provisions of Articles of Association" on page 337 of the Letter of Offer.

Fully Convertible Debentures

Face Value: Each FCD shall have a face value of Rs. 100.

Entitlement Ratio: The FCDs are being offered on a rights basis to the existing Equity Shareholders in the ratio of 5 FCD for every 8 Equity Shares held on the Record Date.

Fractional Entitlement: Fractional Entitlement for FCD being offered on a rights basis under this Issue, if the shareholding of any of the Equity Shareholders is less than 2 Equity Shares or between 2 and 8 Equity Shares or not in the multiple of 8, the fractional entitlement of such holders shall be ignored. Shareholders whose fractional entitlements are being ignored would be given preference in allotment of one additional FCD each if they apply for additional FCD.

Those Equity Shareholders have a shareholding less than 2 Equity Shares and therefore entitled to zero FCD under this Issue shall be despatched a CAF with zero entitlement. Such equity shareholders are entitled to apply for additional FCD. However, they cannot renounce the same in favour of third parties. CAF with zero entitlement will be non-negotiable/non-renounceable.

For e.g. if Equity Shareholder has a shareholding of 20 Equity Shares, he will be entitled to 12 FCD on Rights basis with the fractional entitlement of 0.5 being ignored. He will be given a preference for allotment of 1 additional FCD if he has applied for the same.

Terms of Payment: For all applicants applying for FCDs: On Application - Rs. 100 per FCD (being the full consideration)

Compulsorily Convertible: Every 11 FCDs of face value of Rs. 100 each will be automatically and compulsorily converted into 20 Equity Shares fully paid up of Rs. 10 each at a premium of Rs. 45 on April 1, 2011 without any application or any further act on the part of the FCD holder. There shall be no redemption of the FCDs.

If the Company shall (a) make an issue of its Equity Shares by way of a bonus issue (by capitalisation of its profits or reserves), (b) make an issue of its Equity Shares to its existing shareholders on a rights basis, (c) sub-divide its outstanding Equity Shares or (d) consolidate its outstanding Equity Shares, then the Conversion Price or the number of Equity Shares to be issued on conversion shall be appropriately adjusted so that the holder of FCDs, the Conversion Date in respect of which occurs after coming into effect of the event described on this paragraph, shall be entitled to receive the number of Equity Shares and/or other securities of the Company which such holder would have held or have been entitled to receive after the happening of any of the events described above had such FCDs been converted immediately prior to the happening of such event (or if the Company has fixed a record date for the determination of shareholders entitled to receive such Equity Shares or other securities by way of a bonus or a rights issue or Equity Shares to be issued upon any such sub-division or consolidation, then immediately prior to such record date).

The Company shall not issue any fractional certificates to FCD holders on conversion of FCD to equity shares of the Company and instead all such fractional entitlements to which the FCD holders would be entitled to on allotment of the equity shares of the Company will be consolidated and the Company will issue and allot Equity Shares in lieu thereof to a person authorized by the Company with the express understanding that such person will hold such Ordinary Shares in trust for those entitled to the fractional

entitlements and sell the same in the market within 15 days from date of allotment at the best available price and pay to the Company, the sale proceeds thereof, which the Company will distribute proportionately to those persons who are entitled to their fractional entitlements.

Ranking of the Equity Shares on conversion of the FCDs: The Equity Shares allotted on conversion of the FCDs shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividends with the then existing Equity Shares of the Company.

Rating: The Issue of FCDs has been rated by ICRA as 'LA' indicating adequate-credit-quality rating.

Interest: An interest of 3% shall be paid on the FCDs from the date of allotment upto the date prior to conversion of FCDs into Equity Shares. The interest will be paid on a six monthly basis from the first interest period commencing from the date of allotment of the FCDs.

The details of notional interest loss from investment in the FCDs from date of allotment of the FCDs up to the conversion dates as specified above will be as follows:

Particulars	For every FCD compulsorily convertible on April 1, 2011 (In Rs.)
Conversion Price	55.00
Notional loss of interest	2.41
Conversion price adjusted for notional loss of interest	57.41

Note: The notional interest is calculated as a difference in amount of interest payable on FCD and the bank rate of 6% as on September 2, 2009 (source: RBI website) assuming the allotment date of October 14, 2009. The interest is calculated to be paid on a half yearly basis on April 14, 2010, October 14, 2010 and for the period ending March 31, 2011.

Agents and Trustees for the holders of FCDs: The Company has appointed IDBI Trusteeship Services Limited as trustees for the holders of the FCDs offered through the Letter of Offer (hereinafter referred to as "the Trustees"). The Trustees have vide their letter dated May 22, 2009 consented to act as trustees for the holders of the FCDs offered through the Letter of Offer.

Security: The FCDs, payment of remuneration of the Trustees, all fees, costs, charges, expenses and all other monies payable in respect thereof, will be secured by an appropriate charge in favour of the Trustees in such form and manner as may be decided in consultation with the Trustees on all or part of the immoveable properties of the Company as well as a charge on all or part of the moveable properties of the Company. All monies to be secured, will as between the holders of the FCDs inter-se rank *pari passu* without any preference or priority whatsoever on account of date of issue or allotment or otherwise.

The Company will undertake to furnish to the Trustees additional security as may be required by the Trustees by way of hypothecation on current assets, pledge of securities, shares, investments or mortgage of immoveable properties after making out a clear and marketable title thereto to the satisfaction of the Trustees and after obtaining all such consents as necessary for creation of additional security for the FCDs.

Further Issues/Borrowings: The Company shall be entitled, from time to time, to make further issue, of debentures and/or raise term loans or raise further funds by such other debt instruments or other securities (whether or not the same constitutes securities for the purposes of the Act or the Securities Contract (Regulations) Act, 1956), to the public, or any section of the public in India or any part of the world, members of the Company, by way of a private placement or bilateral arrangements and/ or avail of further financial and or guarantee facilities from financial institutions, banks and/or any other person(s) on the security or otherwise of its property or against any security provided by any third party security provider without the consent of the holders of the FCDs. However, until the FCDs are converted as set forth above, the Company shall not create any mortgage or charge on any of its properties or assets without obtaining prior written approval of the Trustees.

Rights of Holders of FCDs

- The FCDs shall rank *pari-passu* inter-se without any preference or priority of one over the other or others of them.
- The FCDs as and when converted into Equity Shares shall rank *pari-passu* with the then existing Equity Shares in all respects.
- The FCDs shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the Equity Shares of the Company. The provisions relating to transfer and transmission and other related matters in respect of Equity Shares of the Company contained in the Articles of Association and the Companies Act shall apply, *mutatis mutandis*, to the FCDs as well.

- The holders of FCDs will not be entitled to any right and privileges of the Equity Shareholders of the Company other than those available to them under statutory requirements. The FCDs shall not confer upon the FCD holders the right to receive notice, or to attend and vote at the general meetings of shareholders of the Company.
- The rights, privileges, terms and conditions attached to the FCDs may be varied, modified or abrogated with the consent, in writing, of those holders of the FCDs who hold at least three fourths of the outstanding amount of the FCDs (of the current issue) or with the sanction accorded pursuant to a resolution passed at the meeting of the FCDs holders; provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions governing the FCDs and the same are not acceptable to the Company.
- The Company shall, as required by Section 152 of the Companies Act, keep a Register of the holders of FCDs and enter therein the particulars prescribed under the said Section.
- The Trustees or the Company may, at any time, and the Trustees shall at the request in writing of the holder(s) of FCDs representing not less than one-tenth in value of the nominal amount of the FCDs for the time being outstanding, convene a meeting of the holders of the FCDs by giving not less than 21 days notice in writing. Provided that a meeting may be called by giving shorter notice if the consent of the holders of FCDs representing not less than 95% of the FCDs remaining outstanding is accorded.
- The accidental omission to give notice to, or the non-receipt of notice by, any holder of FCDs or other person to whom it should be given shall not invalidate the proceedings at the meeting.
- The quorum for a meeting of the FCDs holders shall be 5 FCDs holders personally present. The nominee of the Trustees shall be the chairman of the meeting of the holders of FCDs and in his absence, the holders of FCDs personally present at the meeting shall elect one of themselves to be the Chairman thereof on a show of hands. At every such meeting each holder of FCDs shall, on a show of hands, be entitled to one vote only, but on a poll he shall be entitled to one vote in respect of every FCDs of which he is a holder in respect of which he is entitled to vote.
- The FCDs will be subject to any other terms and conditions to be incorporated in the Agreement/Trust Deed(s) to be entered into by the Company with the Trustees and the FCDs Certificates/Allotment Letters that will be issued.

Modification to the Terms of the FCDs: Any modification to the terms of issue pertaining to the FCDs having a material adverse impact on the rights of the FCDs holders would be carried out only with the prior approval of the FCDs holders, by convening their special class meeting in accordance with the provisions of the Companies Act and taking their approval by a simple majority to the terms of modification sought. Any other modification to the terms of the FCDs shall be carried out by the Trustees.

General Terms of the Issue

Market Lot: The Equity Shares of the Company are tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is 1. In case of holding of Equity Shares in physical form, the Company would issue to the allottees 1 certificate for the Equity Shares allotted to each folio ("Consolidated Certificate").

The FCDs of the Company are tradable only in dematerialized form. The market lot for FCDs in dematerialised mode is 1. In case of FCDs allotted in physical form, the Company would issue to the allottee 1 certificate for the FCDs allotted to each folio ("Consolidated Certificate").

Joint Holders: Where two or more persons are registered as the holders of any Equity Shares/ FCDs, they shall be deemed to hold the same as joint holders with the benefit of survivorship subject to the provisions contained in the Articles.

Nomination: In terms of Section 109A of the Act, nomination facility is available in case of Equity Shares and FCDs.

In case of Equity Shareholders/FCD holders who are individuals, a sole Equity Shareholder/ FCD holder or the first named Equity Shareholder/ FCD holder, along with other joint Equity Shareholders/ FCD holders, if any, may nominate any person(s) who, in the event of the death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the Equity Shares and/or FCDs. A person, being a nominee, becoming entitled to the Equity Shares/FCD by reason of the death of the original Equity Shareholder(s)/FCD holder(s), shall be entitled to the same advantages to which he would be entitled if he were the registered holder of the Equity Shares and/or FCDs. Where the nominee is a minor, the Equity Shareholder(s)/FCD Holder(s) may also make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) and/or FCDs, in the event of death of the said holder, during the minority of the nominee. A nomination shall stand rescinded upon the sale of the Equity Share and/or the FCD by the person nominating. A transferee will be entitled to make a fresh nomination in the manner prescribed. When the Equity Share and/or FCD is held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all the holders. Fresh nominations can be made only in the prescribed form available on request with the Registrar of the Company, TSR Darashaw Limited.

Only one nomination would be applicable for one folio. Hence, in case the Equity Shareholder(s) has already registered the

nomination with the Company, no further nomination needs to be made for Equity Shares that may be allotted in this Issue under the same folio.

Where the allotment of Equity Shares/FCDs is in dematerialised form, there is no need to make a separate nomination for the Equity Shares/FCDs to be allotted in this Issue. Nominations registered with respective Depository Participant (“DP”) of the applicant would prevail. Any applicant desirous of changing the existing nomination is requested to inform his or her respective DP.

Notices: All notices to the Equity Shareholder(s) and FCD holders required to be given by the Company shall be published in one English national daily with wide circulation, one Hindi national daily with wide circulation and one regional language daily newspaper with wide circulation and/or, will be sent by ordinary post / registered post / speed post to the registered holders of the Equity Share/FCD from time to time.

Listing and trading of Equity Shares and FCDs proposed to be Issued and the Equity Shares arising on conversion of the FCDs: The Company’s existing Equity Shares are currently traded on the BSE and the NSE under the ISIN INE422C0104. The fully paid up Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the BSE and the NSE under the existing ISIN for fully paid Equity Shares of the Company. The fully paid up Equity Shares allotted pursuant to this Issue will be listed as soon as practicable but in no case later than 10 days from the date of allotment. The Company has received in-principle approval pursuant to clause 24(a) of the Listing Agreement from the BSE through letter no. DCS/PREF/JA/IP-RT/194/09-10, dated May 19, 2009 and from NSE through letter no. NSE/LIST/111123-S, dated June 22, 2009.

The FCDs allotted pursuant to this Issue will be listed as soon as practicable but in no case later than 10 days from the date of allotment.

The Equity Shares which will arise on conversion of FCDs shall be listed for trading on the BSE and the NSE under the existing ISIN for fully paid Equity Shares of the Company. The Equity Shares allotted pursuant to the conversion of FCDs will be listed as soon as practicable but in no case later than 10 days of allotment.

The distribution of the Letter of Offer and the issue of Equity Shares and Fully Convertible Debentures on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions.

The Company is making this issue of Equity and Fully Convertible Debentures on a rights basis only to the shareholders of the Company who have an Indian address.

Minimum Subscription: If the Company does not receive minimum subscription of 90% of the Issue or the subscription level falls below 90% after the closure of the Issue on account of cheques having being returned unpaid or withdrawal of applications, the Company shall forthwith refund the entire subscription amount received within fifteen (15) days from the date of the closure of the Issue. If there is a delay in refund of the subscription amount beyond eight days after the date the Company becomes liable to pay such amount (i.e. fifteen (15) days after closure of the Issue), the Company shall pay interest for the delayed period as prescribed under Section 73 of the Companies Act, 1956.

Additional Subscription by the Promoter: The Promoter has confirmed that they intend to subscribe to the full extent of their rights entitlement in the Issue. Subject to compliance with the Takeover Code, the Promoter has reserved its right to subscribe to the Securities being offered in this Issue by subscribing by way of renunciation, if any, made by the Promoter Group. The Promoter has provided an undertaking, dated April 7, 2009 to the Company to apply for additional Securities in the Issue, such that at least 90% of the Issue is subscribed. As a result of this subscription and consequent allotment the Promoter may acquire Securities over and above their rights entitlement in the Issue, which may result in an increase of the Promoter’s shareholding being above its current shareholding with the rights entitlement of Securities under the Issue and allotment of Equity Shares on conversion of FCDs. This subscription and acquisition of additional Equity Shares and FCDs by the Promoter through this Issue, if any, and allotment of Equity Shares on conversion of FCDs will not result in change of control of the management of the Company and shall be exempt in terms of the proviso to Regulation 3(1)(b)(ii) of the Takeover Code. As such, other than meeting the requirements indicated in the section on “Objects of the Issue” on page 59 of the Letter of Offer, there is no other intention/purpose for this Issue, including no intention to delist the Company, even if, as a result of allotments to Promoter in this Issue, the Promoter’s shareholding in the Company exceeds its current shareholding. The Promoter shall subscribe to the above mentioned unsubscribed portion as per the relevant provisions of law. Pursuant to this allotment to the Promoter of any unsubscribed portion, over and above their rights entitlement, the Company and the Promoter undertake to comply with the Listing Agreement and other applicable laws.

The Company is in compliance with Clause 40A of the Listing Agreement and is required to maintain public shareholding of at least 25% of the total number of its listed Equity Shares.

For further details please refer to section titled “Basis of Allotment” beginning on page 326 of the Letter of Offer.

Procedure for Application: The CAF for Equity Shares would be printed in black ink and the CAF for the FCDs will be printed in blue ink for all Equity Shareholders. In case the original CAF is not received by the applicant or is misplaced by the applicant, the applicant may request the Registrars to the Issue, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID Number, Client ID Number and their full name and address. For procedure and terms and conditions in relation to ‘Application on Plain Paper’ see the section ‘Application on Plain Paper’.

Each CAF(s) consists of four parts:

Part A: Form for accepting the Equity Shares/FCDs and for applying for additional Equity Shares/FCDs;

Part B: Form for renunciation;

Part C: Form for application for renounees; and

Part D: Form for request for split Application forms.

Acceptance of the Issue: You may accept the Issue and apply for the Equity Shares and FCDs offered, either in full or in part, by filling Part A of the respective CAFs enclosed and submit the same along with the application money payable to the Bankers to the Issue or any of the collection branches as mentioned on the reverse of the CAF before the close of the banking hours on or before the Issue Closing Date or such extended time as may be specified by the Board of Directors of the Company in this regard. Applicants at centers not covered by the branches of collecting banks can send their CAF together with the cheque drawn at par on a local bank at Mumbai/demand draft payable at Mumbai to the Registrar to the Issue by registered post. Such applications sent to anyone other than the Registrar to the Issue are liable to be rejected.

Option available to the Equity Shareholders: The CAF clearly indicates the number of Equity Shares/FCDs that the Equity Shareholder is entitled to. If the Equity Shareholder applies for an investment in Equity Shares/FCDs, then he can:

- Apply for his entitlement of Equity Shares/FCDs in part;
- Apply for his entitlement of Equity Shares/FCDs in part and renounce the other part of the Equity Shares/FCDs;
- Apply for his entitlement of Equity Shares/FCDs in full;
- Apply for his entitlement in full and apply for additional Equity Shares/FCDs.
- Apply for additional Equity Shares/FCDs
- Renounce his rights entitlement of Equity Shares/FCDs in full

You are eligible to apply for additional Equity Shares and FCDs over and above the number of Equity Shares or FCDs (as the case may be) you are entitled to, provided that you have applied for all the Equity Shares and FCDs offered without renouncing them in whole or in part in favour of any other person(s). Applications for additional Equity Shares and FCDs shall be considered and allotment shall be made at the sole discretion of the Board, in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the section entitled ‘Basis of Allotment’ on page 326 of the Letter of Offer.

If you desire to apply for additional Equity Shares and FCDs, please indicate your requirement in the place provided for additional shares in Part A of the CAF. The renounees applying for all the Equity Shares and FCDs renounced in their favour may also apply for additional Equity Shares and FCDs.

Where the number of additional Equity Shares/FCDs applied for exceeds the number available for allotment, the allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

Renunciation: This Issue includes a right exercisable by you to renounce the Equity Shares and/or FCDs offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that the Company shall not allot and/or register any Equity Shares/FCDs in favour of more than 3 persons (including joint holders), partnership firm(s) or their nominee(s), minors, HUF, any trust or society (unless the same is registered under the Societies Registration Act, 1860 or the Indian Trust Act or any other applicable law relating to societies or trusts and is authorized under its constitution or bye-laws to hold Equity Shares and FCDs, as the case may be).

Any renunciation from Resident Indian Shareholder(s) to Non-resident Indian(s) or from Non-resident Indian Shareholder(s) to Resident Indian(s) or from Non-resident Indian shareholder(s) to other Non-resident Indian(s) is subject to the renouncer(s)/renounee(s) obtaining the approval of the FIPB and/or necessary permission of the RBI under the FEMA and such permissions should be attached to the CAF. Applications not accompanied by the aforesaid approvals are liable to be rejected.

By virtue of the Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Accordingly, the existing Equity Shareholders of the Company who do not wish to subscribe to the Equity Shares/FCDs being offered but wish to renounce the same in favour of

renouncees shall not renounce the same (whether for consideration or otherwise) in favour of OCB(s).

Part 'A' of the CAF must not be used by any person(s) other than those in whose favour this offer has been made. If used, this will render the application invalid. Submission of the enclosed CAF to the Banker to the Issue at its collecting branches specified on the reverse of the CAF with the form of renunciation (Part 'B' of the CAF) duly filled in shall be conclusive evidence for the Company of the person(s) applying for Equity Shares and FCDs in Part 'C' of the CAF to receive allotment of such Equity Shares and FCDs. The renouncees applying for all the Equity Shares and FCDs renounced in their favour may also apply for additional Equity Shares and FCDs. Part 'A' of the CAF must not be used by the renouncee(s) as this will render the application invalid. Renouncee(s) will have no further right to renounce any Equity Shares and FCDs in favour of any other person.

Procedure for renunciation

To renounce all the Equity Shares/FCDs offered to a shareholder in favour of one renouncee: If you wish to renounce the offer indicated in Part 'A', in whole, please complete Part 'B' of the CAF. In case of joint holding, all joint holders must sign Part 'B' of the CAF. The person in whose favour renunciation has been made should complete and sign Part 'C' of the CAF. In case of joint renouncees, all joint renouncees must sign this part of the CAF.

To renounce in part/or renounce the whole to more than one person(s): If you wish to either accept this offer in part and renounce the balance or renounce the entire offer under this Issue in favour of two or more renouncees, the CAF must be first split into requisite number of forms.

Please indicate your requirement of split forms in the space provided for this purpose in Part 'D' of the CAF and return the entire CAF to the Registrar to the Issue so as to reach them latest by the close of business hours on the last date of receiving requests for split forms. On receipt of the required number of split forms from the Registrar, the procedure as mentioned in paragraph above shall have to be followed.

In case the signature of the Equity Shareholder(s), who has renounced the Equity Shares and/or FCDs, does not agree with the specimen registered with the Company, the application is liable to be rejected.

Renouncee(s): The person(s) in whose favour the Equity Shares and FCDs are renounced should fill in and sign Part 'C' of the Application Form and submit the entire Application Form to the Bankers to the Issue on or before the Issue Closing Date along with the application money in full.

Change and/or introduction of additional holders: If you wish to apply for Equity Shares and FCDs jointly with any other person(s), not more than three, who is/are not already a joint holder with you, it shall amount to renunciation and the procedure as stated above for renunciation shall have to be followed. Even a change in the sequence of the name of joint holders shall amount to renunciation and the procedure, as stated above shall have to be followed.

However, this right of renunciation is subject to the express condition that the Board of Directors of the Company shall be entitled in its absolute discretion to reject the request for allotment from the renouncee(s) without assigning any reason thereof.

Instructions for Options

Please note that:

- Part 'A' of the CAF must not be used by any person(s) other than the Equity Shareholder to whom the Letter of Offer has been addressed. If used, this will render the application invalid.
- Request for split form should be made for a minimum of 1 Equity Share or FCDs.
- Request by the applicant for the split application form should reach the Registrar to the Issue on or before September 24, 2009.
- Only the Equity Shareholder to whom the Letter of Offer has been addressed shall be entitled to renounce and to apply for split application forms. Forms once split cannot be split further.
- Split form(s) will be sent to the applicant(s) by post at the applicant's risk.

Additional Equity Shares/FCDs: You are eligible to apply for additional Equity Shares and/or FCDs over and above the number of Equity Shares and FCDs you are entitled to, provided that you have applied for all the Equity Shares or FCDs offered, as the case may be, without renouncing them in whole or in part in favour of any other person(s). Applications for additional Equity Shares and/or FCDs shall be considered and allotment shall be in the manner prescribed under the section entitled 'Basis of Allotment' on page 326 of the Letter of Offer.

Where the number of additional Equity Shares and/or FCDs applied for exceeds the number available for allotment, the allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

The summary of options available to the Equity Shareholder is presented below. You may exercise any of the following options with regard to the Equity Shares/FCDs offered, using the enclosed CAFs:

Option Available	Action Required
1. Accept whole or part of your entitlement without renouncing the balance.	Fill in and sign Part A (<i>All joint holders must sign</i>)
2. Accept your entitlement in full and apply for additional Equity Shares and/or FCDs	Fill in and sign Part A including Block III relating to the acceptance of entitlement and Block IV relating to additional Equity Shares/FCDs (<i>All joint holders must sign</i>)
3. Renounce your entitlement in full to one person (Joint renouncees are considered as one).	Fill in and sign Part B (<i>all joint holders must sign</i>) indicating the number of Equity Shares renounced and hand it over to the renouncee. The renouncees must fill in and sign Part C (<i>All joint renouncees must sign</i>)
4. Accept a part of your entitlement and renounce the balance to one or more renouncee(s)	Fill in and sign Part D (<i>all joint holders must sign</i>) requesting for Split Application Forms. Send the entire CAFs to the Registrar to the Issue so as to reach them on or before the last date for receiving requests for Split Forms. Splitting will be permitted only once.
OR	
Renounce your entitlement to more than one renouncee	
On receipt of the Split Form take action as indicated below.	
For the Equity Shares and/or FCDs you wish to accept, if any, fill in and sign Part A.	
For the Equity Shares and/or FCDs you wish to renounce, fill in and sign Part B indicating the number of Equity Shares and/or FCDs renounced and hand it over to the renouncees. Each of the renouncees should fill in and sign Part C for the Equity Shares and/or FCDs accepted by them.	
5. Introduce a joint holder or change the sequence of joint holders	This will be treated as a renunciation. Fill in and sign Part B and the renouncees must fill in and sign Part C.

Availability of duplicate CAFs: In case original CAFs is not received, or is misplaced by the applicant, the Registrar to the Issue will issue duplicate CAFs on the request of the applicant who should furnish the registered folio number/DP and Client ID number and his/her full name and address to the Registrar to the Issue. Please note that the request for duplicate CAFs should reach the Registrar to the Issue within 10 days from the Issue Opening Date. Please note that those who are making the application in the duplicate form should not utilize the original CAFs for any purpose including renunciation, even if it is received/ found subsequently. If the applicant violates any of these requirements, he/she shall face the risk of rejection of both the applications.

Procedure for Application through the Applications Supported by Blocked Amount (“ASBA”) Process: *This section is for the information of ASBA Investors who are Equity Shareholders and are proposing to subscribe to the Issue through the ASBA Process. The Company, Lead Managers and the Co-Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Equity Shareholders who are eligible to apply under the ASBA Process are advised to make their independent investigations and ensure that the number of Equity Shares and/or FCDs applied for by such Equity Shareholders do not exceed the applicable limits under laws or regulations. Equity Shareholders applying under the ASBA Process are also advised to ensure that the CAF is correctly filled up, stating therein the bank account number maintained with the SCSB in which an amount equivalent to the amount payable on application as stated in the CAF will be blocked by the SCSB. An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper. Equity Shareholders applying on the basis of a plain paper application are required to indicate their choice of applying under the ASBA process and in addition to stating the requisite details as mentioned in the section on “Plain Paper Application” mentioned below on page 320 of the Letter of Offer, also state therein the bank account number maintained with the SCSB in which an amount equivalent to the amount payable on application as stated in the plain paper application will be blocked by the SCSB.*

The list of banks who have been notified by SEBI to act as SCSB for the ASBA Process are provided on <http://www.sebi.gov.in/pmd/scsb.pdf>. For details on Designated Branches of SCSB collecting the CAF, please refer the above mentioned SEBI link.

Equity Shareholders who are eligible to apply under the ASBA Process: The option of applying for Equity Shares and/or FCDs in the Issue through the ASBA Process is only available to Equity Shareholders of the Company on the Record Date and who:

- (i) Are holding Equity Shares in dematerialised form and have applied towards their Rights Entitlements or additional Securities in the Issue in dematerialised form;
- (ii) Have not renounced their entitlements in full or in part;
- (iii) Have not split the CAF;
- (iv) Are not Renouncees; and
- (v) Who apply through a bank account with one of the SCSBs.

CAFs: The Registrar will despatch CAFs to all Equity Shareholders as per their entitlement on the Record Date for the Issue. Those Equity Shareholders who wish to apply through the ASBA payment mechanism will have to select for this mechanism in Part A of the CAF and provide necessary details.

Equity Shareholders desiring to use the ASBA Process are required to submit their applications by selecting the ASBA Option in Part A of the CAF only. Application in electronic mode will only be available with such SCSB who provides such facility. The Equity Shareholder shall submit the CAF to the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB.

Acceptance of the Issue : You may accept the Issue and apply for the Equity Shares and/or FCDs offered, either in full or in part, by filling Part A of the respective CAFs sent by the Registrar, selecting the ASBA process option in Part A of the CAF indicating that you are applying under the ASBA process along with all other requisite details and submit the same to the SCSB before the close of the banking hours on or before the Issue Closing Date or such extended time as may be specified by the Board of Directors of the Company in this regard.

Mode of payment: The Equity Shareholder applying under the ASBA Process agrees to block the entire amount payable on application (including for additional Equity Shares/FCDs, if any) with the submission of the CAF by authorizing the SCSB to block an amount, equivalent to the amount payable on application, in a bank account maintained with the SCSB.

After verifying that sufficient funds are available in the bank account provided in the CAF or the SCSB shall block an amount equivalent to the amount payable on application mentioned in the CAF until it receives instructions from the Registrars. Upon receipt of intimation from the Registrar, the SCSBs shall transfer such amount as per Registrar's instruction allocable to the Equity Shareholders applying under the ASBA Process from bank account with the SCSB mentioned by the Equity Shareholder in the CAF. This amount will be transferred in terms of the SEBI Regulations, into the separate bank account maintained by the Company as per the provisions of section 73(3) of the Companies Act, 1956. The balance amount remaining after the finalisation of the basis of allotment shall be unblocked by the SCSBs to the investors on the basis of the instructions issued in this regard by the Registrar to the Issue and the Lead Managers to the respective SCSB.

The Equity Shareholders applying under the ASBA Process would be required to block the entire amount payable on their application at the time of the submission of the CAF.

The SCSB may reject the application at the time of acceptance of CAF if the bank account with the SCSB details of which have been provided by the Equity Shareholder in the CAF does not have sufficient funds equivalent to the amount payable on application mentioned in the CAF. Subsequent to the acceptance of the application by the SCSB, the Company would have a right to reject the application only on technical grounds.

Options available to the Equity Shareholders applying under the ASBA Process: The summary of options available to the Equity Shareholders is presented below. You may exercise any of the following options with regard to the Equity Shares/FCDs offered, using the respective CAFs received from Registrar:

Sr. No.	Option Available	Action Required
1.	Accept whole or part of your entitlement without renouncing the balance.	Fill in and sign Part A of the CAF (<i>All joint holders must sign</i>)
2.	Accept your entitlement in full and apply for additional Equity Shares and/or FCDs.	Fill in and sign Part A of the CAF including Block III relating to the acceptance of entitlement and Block IV relating to additional Equity Shares and/or FCDs (<i>All joint holders must sign</i>)

The Equity Shareholder applying under the ASBA Process will need to select the ASBA option process in the CAF and provide required necessary details. However, in cases where this option is not selected, but the CAF is tendered to the SCSB with the relevant details required under the ASBA process option and SCSB blocks the requisite amount, then that CAF would be treated as if the Equity Shareholder has selected to apply through the ASBA process option.

Additional Equity Shares/FCDs: You are eligible to apply for additional Equity Shares and/or FCDs over and above the number of Equity Shares or FCDs that you are entitled to, provided that (i) you have applied for all the Equity Shares or FCDs (as the case may be) offered without renouncing them in whole or in part in favour of any other person(s). Applications for additional Equity Shares and FCDs shall be considered and allotment shall be made at the sole discretion of the Board, in consultation with the Designated Stock Exchange and in the manner prescribed under “Basis of Allotment” on page 326 of the Letter of Offer.

If you desire to apply for additional Equity Shares and/or FCDs, please indicate your requirement in the place provided for additional Securities in Part A of the CAF.

Renunciation under the ASBA Process: Renouncees cannot participate in the ASBA Process.

Plain Paper Application: An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper. Equity Shareholders applying on the basis of a plain paper application are required to indicate their choice of applying under the ASBA process.

The envelope should be superscribed “Tinplate Rights Issue” and should be postmarked in India. The application on plain paper, duly signed by the applicants including joint holders, in the same order as per specimen recorded with the Company, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of Issuer, being Tinplate Company of India Limited
- Name and address of the Equity Shareholder including joint holders
- Registered Folio Number/DP and Client ID no.
- Number of Equity Shares held as on Record Date
- Number of Rights Equity Shares and FCDs entitled
- Number of Rights Equity Shares and/or FCDs applied for
- Number of additional Equity Shares and/or FCDs applied for, if any
- Total number of Equity Shares and/or FCDs applied for
- Total amount paid at the rate of Rs. 45 per Equity Share and Rs. 100 per FCDs
- Bank account number maintained with the SCSB in which an amount equivalent to the amount payable on application as stated in the plain paper application will be blocked by the SCSB.
- PAN, photocopy of the PAN card/PAN communication of the applicant and for each applicant in case of joint names, irrespective of the total value of the Equity Shares and/or FCDs applied for pursuant to the Issue.
- Representation that the equity Shareholder is not in the United States at the time of making the application.
- Signature of Equity Shareholders to appear in the same sequence and order as they appear in the records of the Company

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the applicant violates any of these requirements, he/she shall face the risk of rejection of both the applications.

Last date of Application: The last date for submission of the duly filled in CAF is October 1, 2009. The Issue will be kept open for a minimum of 15 (fifteen) days and the Board or any committee thereof will have the right to extend the said date for such period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date.

If the CAF is not received by the SCSB on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board/Committee of Directors, the offer contained in the Letter of Offer shall be deemed to have been declined and

the Board/Committee of Directors shall be at liberty to dispose off the Equity Shares/FCDs hereby offered, as provided under “Basis of Allotment” below.

Option to receive Securities in Dematerialized Form

EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES AND FULLY CONVERTIBLE DEBENTURES OF THE COMPANY UNDER THE ASBA PROCESS CAN ONLY BE ALLOTTED IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE BEING HELD ON RECORD DATE.

General instructions for Equity Shareholders applying under the ASBA Process

- (a) Please read the instructions printed on the respective CAF carefully.
- (b) Application should be made on the printed CAF where original CAF has not been received and should be completed in all respects. The CAF found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer are liable to be rejected. The CAF must be filled in English.
- (c) The CAF in the ASBA Process should be submitted at a Designated Branch of the SCSB and whose bank account details are provided in the CAF and not to the Bankers to the Issue / Collecting Banks (assuming that such Collecting Bank is not a SCSB), to the Company or Registrar or Lead Managers to the Issue.
- (d) All applicants, and in the case of application in joint names, each of the joint applicants, should mention his/her PAN number allotted under the Income-Tax Act, 1961, irrespective of the amount of the application. **CAFs s without PAN will be considered incomplete and are liable to be rejected.**
- (e) Applications will have deemed to be made if applications are submitted to the SCSB and the relevant amount in the bank account maintained with the SCSB is blocked. Cash payment is not acceptable. In case payment is affected in contravention of this, the application may be deemed invalid and the application money will be refunded and no interest will be paid thereon.
- (f) Signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Equity Shareholders must sign the CAF as per the specimen signature recorded with the Company/or Depositories.
- (g) In case of joint holders, all joint holders must sign the relevant part of the CAF in the same order and as per the specimen signature(s) recorded with the Company. In case of joint applicants, reference, if any, will be made in the first applicant's name and all communication will be addressed to the first applicant.
- (h) All communication in connection with application for the Securities should be addressed to the Registrar to the Issue prior to the date of allotment in this Issue quoting the name of the first/sole applicant Equity Shareholder, folio numbers and CAF number. Communication in connection with change in address of the Equity Shareholders should be addressed to the share registrar of the Company i.e. TSR Darashaw Limited prior to the date of allotment in this Issue quoting the name of the first/sile applicant Equity Shareholder, folio number and CAF number.
- (i) Only the person or persons to whom Securities have been offered and not renouncee(s) shall be eligible to participate under the ASBA process.

Do's:

- (a) Ensure that the ASBA Process option is selected in part A of the CAF and necessary details are filled in.
- (b) Ensure that you submit your application in physical mode only. Electronic mode is only available with certain SCSBs and not all SCSBs and you should ensure that your SCSB offers such facility to you.
- (c) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as Equity Shares/FCDs will be allotted in the dematerialized form only.
- (d) Ensure that the CAFs are submitted at the SCSBs whose details of bank account have been provided in the CAF.
- (e) Ensure that you have mentioned the correct bank account number in the CAF.
- (f) Ensure that there are sufficient funds (equal to {number of Equity Shares or FCDs, as the case may be applied for} X {Issue Price of Equity Shares or FCDs}) available in the bank account maintained with the SCSB mentioned in the CAF before submitting the CAF to the respective Designated Branch of the SCSB.
- (g) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the CAF, in the bank account maintained with the respective SCSB, of which details are provided in the CAF and have signed the same.
- (h) Ensure that you receive an acknowledgement from the SCSB for your submission of the CAF in physical form.
- (i) Each applicant should mention their Permanent Account Number (“PAN”) allotted under the I.T. Act.

- (j) Ensure that the name(s) given in the CAF or on the plain paper application is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the CAF is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the CAF.
- (k) Ensure that the Demographic Details are updated, true and correct, in all respects.

Don'ts:

- (a) Do not apply on duplicate CAFs after you have submitted original CAFs to a Designated Branch of the SCSB.
- (b) Do not pay the amount payable on application in cash, by money order or by postal order.
- (c) Do not send your physical CAFs to the Lead Managers, Co-Lead Manager/ Registrar / Collecting Banks (assuming that such Collecting Bank is not a SCSB) / to a branch of the SCSB which is not a Designated Branch of the SCSB / Company; instead submit the same to a Designated Branch of the SCSB only.
- (d) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- (e) Do not instruct your respective banks to release the funds blocked under the ASBA Process.

Grounds for Technical Rejection under the ASBA Process

In addition to the grounds listed under “Grounds for Technical Rejection” on page 332 of the Letter of Offer, applications under the ASBA Process are liable to be rejected on the following grounds:

- (i) Application on split form.
- (ii) Application for entitlements or additional shares in physical form.
- (iii) DP ID and Client ID mentioned in CAF not matching with the DP ID and Client ID records available with the Registrar.
- (iv) Sending CAF to a Lead Manager / Co-Lead Manager / Registrar / Collecting Bank (assuming that such Collecting Bank is not a SCSB) / to a branch of a SCSB which is not a Designated Branch of the SCSB / Company.
- (v) Renouncee applying under the ASBA Process.
- (vi) Insufficient funds are available with the SCSB for blocking the amount.
- (vii) Funds in the bank account with the SCSB whose details are mentioned in the CAF having been frozen pursuant to regulatory orders.
- (viii) Account holder not signing the CAF or declaration mentioned therein.

Depository account and bank details for Equity Shareholders applying under the ASBA Process

IT IS MANDATORY FOR ALL THE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS TO RECEIVE THEIR EQUITY SHARES IN DEMATERIALIZED FORM. ALL EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE CAF. EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MUST ENSURE THAT THE NAME GIVEN IN THE CAF IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE CAF IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE CAF.

Equity Shareholders applying under the ASBA Process should note that on the basis of name of these Equity Shareholders, Depository Participant's name and identification number and beneficiary account number provided by them in the CAF, the Registrar to the Issue will obtain from the Depository demographic details of these Equity Shareholders such as address, bank account details and occupation (“Demographic Details”). Hence, Equity Shareholders applying under the ASBA Process should carefully fill in their Depository Account details in the CAF.

These Demographic Details would be used for all correspondence with such Equity Shareholders including mailing of the letters intimating unblock of bank account of the respective Equity Shareholder. The Demographic Details given by Equity Shareholders in the CAF would not be used for any other purposes by the Registrar. Hence, Equity Shareholders are advised to update their Demographic Details as provided to their Depository Participants.

By signing the CAFs, the Equity Shareholders applying under the ASBA Process would be deemed to have authorised the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Letters intimating allotment and unblocking or refund (if any) would be mailed at the address of the Equity Shareholder applying under the ASBA Process as per the Demographic Details received from the Depositories. Refunds, if any, will be made directly to the bank account in the SCSB and which details are provided in the CAF and not the bank account linked to

the DP ID. Equity Shareholders applying under the ASBA Process may note that delivery of letters intimating unblocking of bank account may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered or the change in address has not been updated against the account as of the date of closure of the Issue. In such an event, the address and other details given by the Equity Shareholder in the CAF would be used only to ensure dispatch of letters intimating unblocking of bank account.

Note that any such delay shall be at the sole risk of the Equity Shareholders applying under the ASBA Process and none of the Company, the SCSBs or the Lead Managers or the Registrar of the Issue shall be liable to compensate the Equity Shareholder applying under the ASBA Process for any losses caused to such Equity Shareholder due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that matches three parameters, namely, names of the Equity Shareholders (including the order of names of joint holders), the DP ID and the beneficiary account number, then such applications are liable to be rejected.

Application on Plain Paper

An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with Demand Draft, net of bank and postal charges payable at Mumbai which should be drawn 'TCIL-Rights Issue-Equity Shares-R' and/or 'TCIL-Rights Issue-FCD-R' or 'TCIL-Rights Issue-Equity Shares-NR' and/or 'TCIL-Rights Issue-FCD-NR' and send the same by registered post directly to the Registrar to the Issue.

The envelope should be superscribed "Tinline Rights Issue" and should be postmarked in India. The application on plain paper, duly signed by the applicants including joint holders, in the same order as per specimen recorded with the Company, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of Issuer, being Tinline Company of India Limited
- Name and address of the Equity Shareholder including joint holders
- Registered Folio Number/DP and Client ID no.
- Number of Equity Shares held as on Record Date
- Number of Rights Equity Shares and FCDs entitled
- Number of Rights Equity Shares and/or FCDs applied for
- Number of additional Equity Shares and/or FCDs applied for, if any
- Total number of Equity Shares and/or FCDs applied for
- Total amount paid at the rate of Rs. 45 per Equity Share and Rs. 100 per FCDs
- Particulars of cheque/draft
- Savings/Current Account Number and name and address of the bank where the Equity Shareholder will be depositing the refund order
- PAN, photocopy of the PAN card/PAN communication of the applicant and for each applicant in case of joint names, irrespective of the total value of the Equity Shares and/or FCDs applied for pursuant to the Issue.
- Representation that the equity Shareholder is not in the United States at the time of making the application.
- Signature of Equity Shareholders to appear in the same sequence and order as they appear in the records of the Company

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the applicant violates any of these requirements, he/she shall face the risk of rejection of both the applications. The Company shall refund such application amount to the applicant without any interest thereon.

Last date of Application: The last date for submission of the duly filled in CAFs is October 1, 2009. The Issue will be kept open for a minimum of 15 (fifteen) days and the Board or any committee thereof will have the right to extend the said date for such period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date.

If the CAF together with the amount payable is not received by the Banker to the Issue/Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board/Committee of Directors, the offer contained in the Letter of Offer shall be deemed to have been declined and the Board/Committee of Directors shall be at liberty to dispose off the Equity Shares/ FCDs hereby offered, as provided under the section "Basis of Allotment".

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES AND FCDs OF THE COMPANY CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

Basis of Allotment: Subject to the provisions contained in the Letter of Offer, the Articles of Association of the Company and the approval of the Designated Stock Exchange, the Board will proceed to allot the Equity Shares/FCDs in the following order of priority:

- (a) Full allotment to those Equity Shareholders who have applied for their rights entitlement either in full or in part and also to the renouncee(s) who has/have applied for Equity Shares/ FCDs renounced in their favour, in full or in part.
- (b) For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Equity Shareholders is less than 2 Equity Shares or is not in the multiple of 2, the fractional entitlement of such holders shall be ignored. Shareholders whose fractional entitlements are being ignored would be given preferential allotment of one additional share each if they apply for their entitlements in full and apply for additional shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for allotment under this head are more than number of shares available after allotment under (a) above, the allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.
- (c) For FCDs being offered on a rights basis under this Issue, if the shareholding of any of the Equity Shareholders is less than 8 Equity Shares or is not in the multiple of 8, the fractional entitlement of such holders shall be ignored. Shareholders whose fractional entitlements are being ignored would be given preferential allotment of one additional FCD each if they apply for their entitlements in full and apply for additional FCDs. Allotment under this head shall be considered if there are any unsubscribed FCDs after allotment under (a) above. If number of FCDs required for allotment under this head are more than number of FCDs available after allotment under (a) above, the allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.
- (d) Allotment to the Equity Shareholders who having applied for all the Equity Shares/FCDs offered to them as part of the Issue and have also applied for additional Equity Shares/ FCDs. The allotment of such additional Equity Shares/FCDs will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there is an under-subscribed portion after making full allotment in (a), (b) and (c) above. The allotment of such Equity Shares/FCDs will be at the sole discretion of the Board/Committee of Directors in consultation with the Designated Stock Exchange, as a part of the Issue and not preferential allotment.
- (e) Allotment to renouncees who having applied for all the Equity Shares/FCDs renounced in their favour, have applied for additional Equity Shares/FCDs provided there is surplus available after making full allotment under (a), (b), (c) and (d) above. The allotment of such Equity Shares/FCDs will be at the sole discretion of the Board/Committee of Directors in consultation with the Designated Stock Exchange, as a part of the Issue and not preferential allotment.

After taking into account allotment to be made under (a) and (b) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed' for the purpose of regulation 3(1)(b) of the Takeover Code which would be available for allocation under (c), (d) and (e) above. The Promoter has provided an undertaking, dated April 7, 2009 to the Company to apply for additional Securities in the Issue, such that at least 90% of the Issue is subscribed. As a result of this subscription and consequent allotment the Promoter may acquire Securities over and above their rights entitlement in the Issue, which may result in an increase of the Promoter's shareholding being above its current shareholding with the rights entitlement of Securities under the Issue and allotment of Equity Shares on conversion of FCDs. This subscription and acquisition of additional Securities by the Promoter through this Issue, if any, and allotment of Equity Shares on conversion of FCDs will not result in change of control of the management of the Company and shall be exempt in terms of the proviso to Regulation 3(1)(b)(ii) of the Takeover Code. As such, other than meeting the requirements indicated in the section on "Objects of the Issue" on page 59 of the Letter of Offer, there is no other intention/purpose for this Issue, including no intention to de-list the Company, even if, as a result of allotments to Promoter in this Issue, the Promoter's shareholding in the Company exceeds its current shareholding. The Promoter shall subscribe to the above mentioned unsubscribed portion as per the relevant provisions of law. Pursuant to this allotment to the Promoter of any unsubscribed portion, over and above their rights entitlement, the Company and the Promoter undertake to comply with the Listing Agreement and other applicable laws.

In the event of oversubscription, allotment will be made within the overall size of the issue.

In accordance with the current regulations, the following restrictions are applicable for investment by FIIs:

The Issue of Equity Shares under this Issue and the issue of Equity Shares on conversion of FCDs to a single FII should not exceed 10% of the post-issue paid up capital of the Company. In respect of an FII investing in the Equity Shares on behalf of its sub-accounts the investment on behalf of each sub-account shall not exceed 5% of the total paid up capital of the Company. In accordance with foreign investment limits applicable to the Company, the total FII investment cannot exceed 24% of the total paid up capital of the Company.

Underwriting: The present Issue is not underwritten.

Allotment / Refund: The Company will issue and dispatch allotment advice/ share certificate/ FCD certificates/ advice for demat credit and/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any,

within a period of fifteen days from the Issue Closing Date. If such money is not repaid within eight days from the day the Company becomes liable to pay it, the Company shall pay that money with interest as stipulated under Section 73 of the Act.

Applicants residing in the 68 cities specified by SEBI pursuant to its circular dated February 1, 2008 will get refund through ECS (Electronic Clearing Service) only except where applicants have opted to get refunds through direct credit and RTGS provided; the MICR details are recorded with the DPs.

In case of those applicants who have opted to receive their rights entitlement in dematerialized form by using electronic credit under the depository system, an advice regarding the credit of the Equity Shares/ FCDs shall be given separately. Applicants to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit refund within a period of fifteen days from the Issue Closing Date.

In case of those Applicants who have opted to receive their rights entitlement in physical form, the Company will issue the corresponding share/FCD or debenture certificates under Section 113 of the Companies Act or other applicable provisions if any.

Any refund order exceeding Rs. 1,500 will be dispatched by registered post/ speed post to the sole/ first applicant's registered address. Refund orders up to the value of Rs. 1,500 would be sent under the certificate of posting. Such cheques or pay orders will be payable at par at all place where the applications were originally accepted and will be marked 'Account Payee only' and would be drawn in the name of the sole/ first applicant. Adequate funds would be made available to the Registrar to the Issue for this purpose.

Payment of Refund

Mode of making refunds: The payment of refund, if any, would be done through various modes in the following order of preference:

1. ECS (Electronic Clearing Service) – Payment of refund would be done through ECS for applicants having an account at any centre where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds through ECS is mandatory for applicants having a bank account at the centers where ECS facility has been made available by the RBI and other banks (subject to availability of all information for crediting the refund through ECS), except where the applicant, being eligible, opts to receive refund through NEFT, direct credit or RTGS.
2. NEFT (National Electronic Fund Transfer) – Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI near to the date of closure of the Issue, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The Company in consultation with the Lead Managers may decide to use NEFT as a mode of making refunds. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment of refunds would be made through any one of the other modes as discussed in this section – "Mode of making refund".
3. Direct Credit – Applicants having bank accounts with the HDFC Bank Limited (refund bank) shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by the Company.
4. RTGS (Real Time Gross Settlement) – Applicants having a bank account at any of the centres where such facility has been made available and whose refund amount exceeds Rs. 5 million, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the CAF. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.
5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be dispatched under certificate of posting for value up to Rs. 1,500 and through Speed Post/ Registered Post for refund orders of Rs. 1,500 and above. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first applicant and payable at par.

Printing of Bank Particulars on Refund Orders : As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the applicant's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars will be printed on the refund orders/refund warrants which can then be deposited only in the

account specified. The Company will in no way be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

Allotment advice/Share Certificates/Demat Credit: Allotment advice/share certificates/demat credit will be dispatched to the registered address of the first named applicant or respective beneficiary accounts will be credited within 15 (fifteen) days, from the date of closure of the subscription list.

Option to receive Equity Shares/FCDs in Dematerialized Form : Applicants to the Equity Shares/FCDs of the Company issued through this Issue shall be allotted the securities in dematerialised (electronic) form at the option of the applicant. The Company signed tripartite agreements with National Securities Depository Limited (NSDL) and TSR Darashaw Limited on November 6, 2000 and Central Depository Services (India) Limited (CDSL) and TSR Darashaw Limited on November 3, 2000 which enable the Investors to hold and trade in securities in a dematerialised form, instead of holding the securities in the form of physical certificates.

In this Issue, the allottees who have opted for Equity Shares/FCDs in dematerialised form will receive their Equity Shares/FCDs in the form of an electronic credit to their beneficiary account with a depository participant. Investor will have to give the relevant particulars for this purpose in the appropriate place in the CAF. Applications, which do not accurately contain this information, will be given the securities in physical form. No separate applications for securities in physical and/or dematerialized form should be made. If such applications are made, the application for physical securities will be treated as multiple applications and is liable to be rejected.

The Equity Shares/FCDs of the Company will be listed on the BSE & NSE.

Procedure for availing the facility for allotment of Equity Shares/FCDs in this Issue in the electronic form is as under:

- Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is exhibited in the records of the Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as with the Company). In case of Investors having various folios in the Company with different joint holders, the Investors will have to open separate accounts for such holdings. *Those equity shareholders who have already opened such Beneficiary Account (s) need not adhere to this step.*
- For equity shareholders already holding Equity Shares of the Company in dematerialized form as on the Record Date, the beneficial account number shall be printed on the CAF. For those who open accounts later or those who change their accounts and wish to receive their Equity Shares pursuant to this Issue by way of credit to such account, the necessary details of their beneficiary account should be filled in the space provided in the CAF. It may be noted that the allotment of securities arising out of this Issue may be made in dematerialized form even if the original Equity Shares of the Company are not dematerialized. Nonetheless, it should be ensured that the Depository Account is in the name(s) of the Equity Shareholders and the names are in the same order as in the records of the Company.

Responsibility for correctness of information (including applicant's age and other details) filled in the CAF vis-à-vis such information with the applicant's depository participant, would rest with the applicant. Applicants should ensure that the names of the applicants and the order in which they appear in CAF should be the same as registered with the applicant's depository participant.

If incomplete/incorrect beneficiary account details are given in the CAF the applicant will get Equity Shares/FCDs in physical form.

The Equity Shares/FCDs pursuant to this Offer allotted to Investors opting for dematerialized form, would be directly credited to the beneficiary account as given in the CAF after verification. Allotment advice, refund order (if any) would be sent directly to the applicant by the Registrar to the Issue but the applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the applicant's depository account.

Renouncees will also have to provide the necessary details about their beneficiary account for allotment of securities in this Issue. In case these details are incomplete or incorrect, applicant will get Equity Shares/FCDs in physical form.

General instructions for applicants

- (a) Please read the instructions printed on the enclosed CAF carefully.
- (b) Application should be made on the printed CAF, provided by the Company except as mentioned under the head Application on plain paper and should be completed in all respects. The CAF found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer are liable to be rejected and the money paid, if any, in respect thereof will be refunded without interest and after deduction of bank commission and other charges, if any. The CAF must be filled in English and the names of all the applicants, details of occupation, address, father's/husband's name must be filled in block letters.

- (c) The CAF together with cheque/demand draft should be sent to the Bankers to the Issue/Collecting Banks or to the Registrar to the Issue and not to the Company or Lead Managers to the Issue. Applicants residing at places other than cities where the branches of the Bankers to the Issue have been authorised by the Company for collecting applications, will have to make payment by Demand Draft payable at Mumbai of an amount net of bank and postal charges and send their application forms to the Registrar to the Issue by Registered Post. If any portion of the CAF is/are detached or separated, such application is liable to be rejected.
- (d) **Applications where separate cheques/demand drafts are not attached for amounts to be paid for Equity Shares and Fully Convertible Debentures are liable to be rejected.**
- (e) Except for applications on behalf of the Central and State Government and the officials appointed by the courts, all applicants, and in the case of application in joint names, each of the joint applicants, should mention his/her PAN number allotted under the Income-Tax Act, 1961, irrespective of the amount of the application. **CAFs without PAN will be considered incomplete and are liable to be rejected.**
- (f) Applicants holding Equity Shares in physical form are advised that it is mandatory to provide information as to their savings/current account number and the name of the Bank with whom such account is held in the CAF to enable the Registrar to the Issue to print the said details in the refund orders, if any, after the names of the payees. Application not containing such details is liable to be rejected. For applicants holding Equity Shares in dematerialised form, such bank details will be drawn from the demographic details of the shareholder in the records of the depository.
- (g) All payment should be made by cheque/DD only. Application through the ASBA process as mentioned above is acceptable. Cash payment is not acceptable. In case payment is affected in contravention of this, the application may be deemed invalid and the application money will be refunded and no interest will be paid thereon.
- (h) Signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Equity Shareholders must sign the CAF as per the specimen signature recorded with the Company or Depositories.
- (i) In case of an application under power of attorney or by a body corporate or by a society, a certified true copy of the relevant power of attorney or relevant resolution or authority to the signatory to make the relevant investment under this Offer and to sign the application and a copy of the Memorandum and Articles of Association and/or bye laws of such body corporate or society must be lodged with the Registrar to the Issue giving reference of the serial number of the CAF and Folio numbers/DP ID and Client ID Number. In case the above referred documents are already registered with the Company, the same need not be furnished again. In case these papers are sent to any other entity besides the Registrar to the Issue or are sent after the Issue Closing Date, then the application is liable to be rejected. In no case should these papers be attached to the application submitted to the Bankers to the Issue.
- (j) In case of joint holders, all joint holders must sign the relevant part of the CAF in the same order and as per the specimen signature(s) recorded with the Company. Further, in case of joint applicants who are renouncees, the number of applicants should not exceed three. In case of joint applicants, reference, if any, will be made in the first applicant's name and all communication will be addressed to the first applicant.
- (k) Application(s) received from Non-Resident / NRIs, or persons of Indian origin residing abroad for allotment of Equity Shares/FCDs shall, inter alia, be subject to conditions, as may be imposed from time to time by the RBI under FEMA in the matter of refund of application money, allotment of Equity Shares/FCDs, etc. In case of a Non-Resident or NRI Equity Shareholders has specific approval from the RBI, in connection with his/her shareholding, he/she should enclose a copy of such approval with the CAF.
- (l) All communication in connection with application for the Equity Shares/FCDs, including any change in address of the Equity Shareholders should be addressed to the Registrar to the Issue prior to the date of allotment in this Issue quoting the name of the first/sole applicant Equity Shareholder, folio numbers and CAF number. Please note that any intimation for change of address of Equity Shareholders, after the date of allotment, should be sent to the Registrar and Transfer Agents of the Company, in the case of Equity Shares held in physical form and to the respective depository participant, in case of Equity Shares held in dematerialized form.
- (m) Split forms cannot be re-split.
- (n) Only the person or persons to whom the Securities have been offered and not renouncee(s) shall be entitled to obtain split forms.
- (o) Applicants must write their CAF number at the back of the cheque/demand draft.
- (p) Only one mode of payment per application should be used. The payment must be by cheque/demand draft drawn on any of the banks, including a co-operative bank, which is situated at and is a member or a sub member of the Bankers Clearing House located at the centre indicated on the reverse of the CAF where the application is to be submitted.
- (q) A separate cheque/draft must accompany each CAF. Outstation cheques/demand drafts or post-dated cheques and postal/money orders will not be accepted and applications accompanied by such cheques/demand drafts/money orders or postal orders will be rejected. The Registrar will not accept payment against application if made in cash. (For payment against application in cash please refer point (g) above)

- (r) No receipt will be issued for application money received. The Bankers to the Issue/Collecting Bank/Registrar will acknowledge receipt of the same by stamping and returning the acknowledgment slip at the bottom of the CAF.

Grounds for Technical Rejections: Applicants are advised to note that applications are liable to be rejected on technical grounds, including the following:

- Amount paid does not tally with the amount payable for. However, if the amount paid is less than the requisite amount, the number of shares allotted shall only be to the extent of amount paid;
- Bank account details (for refund) are not given and the same are not available with the DP (in the case of dematerialised holdings) or the Registrar and Transfer Agent of the Company (in the case of physical holdings);
- Age of First Applicant not given while completing Part C of the CAFs;
- PAN not mentioned for Application of any value;
- In case of Application under power of attorney or by limited companies, corporate, trust, etc., relevant documents are not submitted;
- If the signature of the existing shareholder on the Application Form does not match with the records available with the Company and/or the Depositories and in case of application by renounees if the signature of the renounees do not match with the records available with their depositories;
- If the Applicant desires to have shares in electronic form, but the Application Form does not have the Applicant's depository account details;
- Application Forms are not submitted by the Applicants within the time prescribed as per the Application Form and the Letter of Offer;
- Applications not duly signed by the sole/joint Applicants;
- Applications by OCBs unless accompanied by specific approval from RBI permitting the OCBs to participate in the Issue;
- In case no corresponding record is available with the Depositories that matches three parameters, namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity;
- Applications that do not include the certification set out in the CAFs to the effect that the subscriber is not a US person, and does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the rights and the Securities in compliance with all applicable laws and regulations;
- Applications which have evidence of being dispatched from the US;
- Applications by ineligible Non-residents (including on account of restriction or prohibition under applicable local laws) and where a registered address in India has not been provided;
- Applications where the Company believes that CAFs is incomplete or acceptance of such CAFs may infringe applicable legal or regulatory requirements;
- Applications where Separate cheque/DDs are not attached for amounts to be paid for Equity Shares/FCDs;
- Applications by renounees who are persons not competent to contract under the Indian Contract Act, 1872, including minors;
- Multiple applications; and
- Duplicate Applications, including cases where an applicant submits CAFs along with a plain paper application.

Mode of payment for Resident Equity Shareholders/Applicants

- All cheques/drafts accompanying the CAFs should be crossed 'A/c Payee only' and drawn in favour of 'TCIL-Rights Issue-Equity Shares-R' and/or 'TCIL-Rights Issue-FCDs-R' and payable at par where bank collection centres have been opened by the Company for collecting applications.
- Applicants residing at places other than places where the bank collection centres have been opened by the Company for collecting applications, are requested to send their applications together with Demand Draft for the full application amount, net of bank and postal charges crossed 'A/c Payee only' and drawn in favour of 'TCIL-Rights Issue-Equity Shares-R' and/or 'TCIL-Rights Issue-FCDs-R'; payable at Mumbai directly to the Registrar to the Issue at their Mumbai office by registered post so as to reach them on or before the Issue Closing Date. The Company or the Registrar to the Issue will not be responsible for postal delays or loss of applications in transit, if any.

Mode of payment for Non-Resident Equity Shareholders/ Applicants

As regards the application by non-resident Equity Shareholders, the following conditions shall apply:

- Payment by non-residents must be made by demand draft payable at Mumbai / cheque payable drawn on a bank account maintained at Mumbai or funds remitted from abroad in any of the following ways:

Application with repatriation benefits

- By Indian Rupee drafts purchased from abroad and payable at Mumbai or funds remitted from abroad (submitted along with Foreign Inward Remittance Certificate); or

- By cheque / draft on a Non-Resident External Account (NRE) or FCNR Account maintained in Mumbai; or
- By Rupee draft purchased by debit to NRE/ FCNR Account maintained elsewhere in India and payable in Mumbai; or FIIs registered with SEBI must remit funds from special non-resident rupee deposit account.
- Non-resident investors applying with repatriation benefits should draw cheques/drafts in favour of 'TCIL-Rights Issue-Equity Shares-NR' and/or 'TCIL-Rights Issue-FCD-NR' payable at Mumbai and must be crossed 'account payee only' for the full application amount, net of bank and postal charges.

Application without repatriation benefits

- As far as non-residents holding Equity Shares on non-repatriation basis are concerned, in addition to the modes specified above, payment may also be made by way of cheque drawn on Non-Resident (Ordinary) Account maintained in Mumbai or Rupee Draft purchased out of NRO Account maintained elsewhere in India but payable at Mumbai. In such cases, the allotment of Equity Shares/FCDs will be on non-repatriation basis.
- All cheques/drafts submitted by non-residents applying on a non-repatriation basis should be drawn in favour of 'TCIL-Rights Issue-Equity Shares-NR' and/or 'TCIL-Rights Issue-FCD-NR' payable at Mumbai and must be crossed 'account payee only' for the full application amount, net of bank and postal charges. The CAFs duly completed together with the amount payable on application must be deposited with the Collecting Bank indicated on the reverse of the CAFs before the close of banking hours on or before the Issue Closing Date. A separate cheque or bank draft must accompany each CAF.
- Applicants may note that where payment is made by drafts purchased from NRE/ FCNR/ NRO accounts as the case may be, an Account Debit Certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account should be enclosed with the CAF. Otherwise the application shall be considered incomplete and is liable to be rejected.
- New demat account shall be opened for holders who have had a change in status from resident Indian to NRI.

Notes:

- In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares/FCDs can be remitted outside India, subject to tax, as applicable according to IT Act.
- In case Equity Shares/FCDs are allotted on non-repatriation basis, the dividend and sale proceeds of the Equity Shares/FCDs cannot be remitted outside India.
- The CAF duly completed together with the amount payable on application must be deposited with the Collecting Bank indicated on the reverse of the CAFs before the close of banking hours on or before the Issue Closing Date. A separate cheque or bank draft must accompany each CAF.
- In case of an application received from non-residents, allotment, refunds and other distribution, if any, will be made in accordance with the guidelines/ rules prescribed by RBI as applicable at the time of making such allotment, remittance and subject to necessary approvals.

Investment by FIIs: In accordance with the current regulations, the following restrictions are applicable for investment by FIIs:

The Issue of Equity Shares under this Issue and the issue of Equity Shares on conversion of FCDs to a single FII should not exceed 10% of the post-issue paid up capital of the Company. In respect of an FII investing in the Equity Shares on behalf of its sub-accounts the investment on behalf of each sub-account shall not exceed 5% of the total paid up capital of the Company. In accordance with foreign investment limits applicable to the Company, the total FII investment cannot exceed 24% of the total paid up capital of the Company. The limit may be increased further if the shareholders so consent by way of a special resolution.

Disposal of application and application money: No acknowledgment will be issued for the application moneys received by the Company. However, the Bankers to the Issue/Registrar to the Issue receiving the CAF will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each CAF.

The Board reserves its full, unqualified and absolute right to accept or reject any application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the application money received will be refunded. Wherever an application is rejected in part, the balance of application money, if any, after adjusting any money due on Equity Shares/FCDs allotted, will be refunded to the applicant within 15 days from the close of the Issue.

For further instruction, please read the Composite Application Form (CAF) carefully.

Utilisation of Issue Proceeds: The Board of Directors declares that:

- The funds received against this Issue will be kept in a separate bank account and the Company will have access to such funds in accordance with applicable laws, regulations and guidelines. The Company will have access to proceeds from the issue of Equity

Shares and after finalisation of basis of allotment. The Company will have access to proceeds from the issue of FCDs after finalisation of basis of allotment and execution of the debenture trust deed between the Debenture Trustee and the Company.

- (ii) Details of all moneys utilised out of the Issue shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such moneys has been utilised.
- iii) Details of all such unutilised moneys out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised moneys have been invested.

Undertakings by the Company

1. The complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily.
2. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock exchanges where the securities are to be listed will be taken within seven working days of finalization of basis of allotment.
3. That the Company shall apply in advance for the listing of equities on the conversion of the FCDs.
4. The funds required for dispatch of refund orders/allotment letters/certificates by registered post shall be made available to the Registrar to the Issue.
5. The Company undertakes that where funds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of closure of the Issue, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
6. The certificates of the securities/refund orders to the non-resident Indians shall be dispatched within the specified time.
7. Save as otherwise disclosed in the Letter of Offer, no further issue of securities affecting equity capital of the Company shall be made till the securities issued/offered through the Issue are listed or till the application moneys are refunded on account of non-listing, under-subscription etc.
8. The Company accepts full responsibility for the accuracy of information given in the Letter of Offer and confirms that to best of its knowledge and belief, there are no other facts the omission of which makes any statement made in the Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.
9. All information shall be made available by the Company to the investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road shows, presentations, in research or sales reports etc.
10. The Company certifies that the investors, who are holding shares in physical form, shall be given an option to get the shares in demat or in physical mode.
11. The Company undertakes that it shall comply with such disclosure, monitoring of the utilisation of proceeds of the Issue and accounting norms specified by SEBI from time to time.
12. The Company undertakes that adequate arrangements shall be made to collect all applicants supported by ASBA and to consider them similar to non-ASBA applicants while finalising the basis of allotment.

Undertaking in relation to FCDs

1. The Company shall forward the details of utilisation of the funds raised through the debentures duly certified by the statutory auditors of the Issuer Company, to the debenture trustees at the end of each half-year.
2. The Company shall disclose the complete name and address of the debenture trustee in the annual report.
3. The Company shall provide a compliance certificate to the FCD holders (on a yearly basis) in respect of compliance with the terms and conditions of the issue of FCDs as contained in the Letter of Offer, duly certified by the debenture trustee.
4. The Company shall furnish a confirmation certificate that the security created by the Company in favour of the FCD holders is properly maintained and is adequate enough to meet the payment obligations towards the FCD holders in the event of default.
5. The Company undertakes that the necessary cooperation with the credit rating agency shall be extended in providing true and adequate information till the debt obligations in respect of the instrument are outstanding.

Important

- Please read the Letter of Offer carefully before taking any action. The instructions contained in the accompanying Composite Application Form (CAF) are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise the application is liable to be rejected.
- All enquiries in connection with CAFs and requests for Split Application Forms must be addressed (quoting the Registered Folio Number/DP and Client ID number, the CAF number and the name of the first Equity Shareholder as mentioned on the CAF and superscribed 'Tintplate Rights Issue' on the envelope and postmarked in India) to the Registrar to the Issue at the following address:

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Road, Bhandup West
Mumbai 400 078

- It is to be specifically noted that this Issue of Equity Shares and FCDs is subject to the section entitled 'Risk Factors' beginning on page xii of the Letter of Offer.

The Issue will remain open for atleast 15 days. However, the Board will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date.

FOR FURTHER DETAILS, PLEASE REFER TO THE LETTER OF OFFER	
Investors may contact the Compliance Officer / Registrar to the Issue for any pre-Issue / post-Issue related matters including <i>inter alia</i> non-receipt of Letter of Offer / Abridged Letter of Offer, CAF, allotment advice, share certificate(s), refund order(s) etc.	
Company Secretary and Compliance Officer: Mr. S. Kar; 4 Bankshall Street, Kolkata 700 001 Tel.: (91 33) 2243 5401 Fax: (91 33) 2230 4170 E-mail: share.department@tatatinplate.com	
Auditors of our Company: Price Waterhouse; Plot No. Y-14, Block EP, Sector 5, Salt Lake Electronic Complex, Bidhannagar, Kolkata 700 091 Tel: (91 33) 2357 9260 Fax: (91 33) 2357 3394 Email: sujit.deb@in.pwc.com ICAI Registration No. 301112E	
Bankers to the Issue: HDFC Bank Limited; 3A, Gurusaday Road, Kolkata – 700 919; Tel: (91 33) 3057 8217/ 18/ 19/ 20, Fax: (91 33) 2283 6922; Contact Person: Mr. Zafar Ehsan; E-mail: zafar.ehsan@hdfcbank.com ; Website: www.hdfcbank.com ; The Hong Kong and Shanghai Banking Corporation Limited, 52/60, M G Road, Fort, Mumbai – 400 001, Tel.: (91 22) 4035 7458; Fax: (91 22) 4035 7657; Contact person: Mr. Swapnil Pavale; E-mail: swapnilpavale@hsbc.co.in ; Website: www.hsbc.co.in ; Citibank N.A.; Global Transaction Services, Citi Markets & Banking, Ground Floor, Kanak Building, 41, Chowringhee Road, Kolkata – 700 071; Tel.: (91 33) 4400 3411; Fax: (91 33) 2288 2002; Contact person: Mr. Santosh Abraham; E-mail: santosh.abraham@citi.com ; Website: www.citibank.co.in	

RISK FACTORS

An investment in Equity Shares and FCDs involves a high degree of risk. You should carefully consider all the information in the Letter of Offer, including the risks and uncertainties described below, before making an investment in the Company's Equity Shares and FCDs. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, the Company's business, results of operations and financial condition could suffer, the price of the Company's Equity Shares could decline, and you may lose all or part of your investment. The financial and other implications of material impact of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However there are a few risk factors where the impact is not quantifiable and hence the impact has not been disclosed in such risk factors.

The Letter of Offer also contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and in the section entitled "Forward Looking Statements" in the Letter of Offer.

Internal Risks

1. The Company is involved in litigation proceedings and cannot assure subscribers that it will prevail in these actions.

There are outstanding litigations against the Company, its Directors, Promoter and Promoter Group companies. It is a party in legal proceedings incidental to its business and operations. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Should any new developments arise, such as a change in law or rulings against the Company by appellate courts or tribunals, the Company may need to make provisions in its financial statements, which could adversely impact its business results. Furthermore, if significant claims are determined against the Company and it is required to pay all or a portion of the disputed amounts, there could be a material adverse effect on the Company's business and profitability. The summary details of litigations involving the Company and Directors are tabulated below:

Litigation against the Company

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Civil	2	1,647.43
2.	Labour	38	124.20
3.	Shareholders' disputes	11	-
Total		51	1,771.63

Litigation by the Company

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Criminal	1	17.50

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
2.	Civil	13	1,434.32
Total		14	1,451.82

Taxation Proceedings

i) Direct Taxes

S. No.	Petitions/ Appeals filed by the Company	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Writ petitions filed by the Company	2	-
2.	Appeals filed by the Company	6	1,584.99
Total		8	1,584.99

ii) Indirect Taxes

a) Central Excise Cases

S. No.	Petitions/ Appeals filed by the Company	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Appeals filed by the Company	5	456.69
Total		5	456.69

b) Sales Tax Cases

S. No.	Petitions/ Appeals filed by the Company	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Special leave petition filed by the Company	1	-
2.	Revision petition/ applications filed by the Company	8	2,662.66
3.	Appeals filed by the Company	8	334.98
Total		17	2,997.64

c) Customs Cases

S. No.	Petitions/ Appeals filed by the Company	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Appeals filed by the Company	1	266.00
Total		1	266.00

Summary of litigation filed by and against the Promoter of the Company, Tata Steel Limited, details of which are disclosed on page 233 of the Letter of Offer, are as follows:

Litigation filed against Tata Steel Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. lakhs)*
1.	Criminal	28	-
2.	Labour	117	30,958.9
3.	Income Tax	5	8,127.0
4.	Excise	121	48,595.8
5.	Customs	132	Rs. 5,085.1 and USD 14.98 million
6.	Sales Tax	229	49,323.2
7.	Environmental	10	2,933.0
8.	Civil	65	77,521.0
9.	Property	584	2.0
10.	Money suit	5	151.6
11.	Arbitration	1	298.1
12.	Consumer	26	73.7
Total		1,323	1,78,679.2 and USD 14.98 million

*Except as otherwise mentioned.

Litigation filed by Tata Steel Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. lakhs) *
1.	Criminal	30	1,529.0
2.	Labour	24	1,384.7
3.	Income Tax	28	21,817.6
4.	Excise	58	29,193.5
5.	Customs	1	300.0
6.	Service Tax	1	462.0
7.	Sales Tax	2	2550.6
8.	Mining and Environmental	22	39,862.3
9.	Civil	53	2,11,242.1
10.	Property	14,801	2,268.6
11.	Money suit	116	474.2
12.	Arbitration	3	19,500 and USD 9.0 million
13.	Railway	37	199.2
Total		15,176	3,30,783.8 and USD 9.0 million

*Except as otherwise mentioned.

Summary of litigation filed by and against the Group companies, details of which are disclosed on page 276 of the Letter of Offer, are as follows:

A. Tata Metaliks Limited***Litigation filed against Tata Metaliks Limited***

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Excise	2	878.00
Total		2	878.00

Litigation filed by Tata Metaliks Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Direct Tax	1	311.00
Total		1	311.00

B. Tata Sponge Iron Limited***Litigation filed against Tata Sponge Iron Limited***

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Criminal	4	-
2.	Labour	1	-
3.	Civil	2	-
4.	Income Tax	3	610.87
Total		10	610.87

Litigation filed by Tata Sponge Iron Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Sales Tax	4	213.62
2.	Entry Tax	2	117.58
3.	Labour	1	-
4.	Civil	4	950.00
Total		11	1,281.20

C. TRF Limited

Litigation filed against TRF Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Sales Tax	5	69.28
2.	Excise	7	579.60
3.	Income Tax	1	20.75
4.	Labour	23	25.75
Total		36	695.38

Litigation filed by TRF Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Labour	9	48.00
Total		9	48.00

D. Tayo Rolls Limited

Litigation filed against Tayo Rolls Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Criminal	1	-
2.	Labour	4	-
3.	Excise	10	334.68
4.	Customs	5	6.00
5.	Sales Tax	7	1,008.00
6.	Income Tax	12	247.41
Total		39	1596.09

Litigation filed by Tayo Rolls Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Civil	4	10.38
Total		4	10.38

For further details regarding outstanding litigation involving the Company, the Directors, Promoter and Promoter Group companies, please see section “Outstanding Litigations and Defaults” on page 216 of the Letter of Offer.

2. ***The Company has entered into conversion, consignment and marketing arrangements with TSL, which if terminated by TSL or any delay by TSL in performing its obligations under these arrangements could adversely affect the Company’s business, financial condition and results of operations.***

The Company has entered into conversion, consignment and marketing arrangements (“**Conversion Arrangements**”) with TSL, to manufacture market and sell tinplate products on behalf of TSL, for which the Company receives conversion charges. In accordance with the Conversion Arrangements, TSL supplies the Company with certain key raw materials at market prices, such as hot rolled coils (manufactured by TSL) and tin (imported by TSL) for manufacture of its tinplate products. Conversion charges earned by the Company constituted 52.30%, 50.40%, 49.33% and 43.55% of the Company’s net income for the three months ended June 30, 2009, Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively. In the event, the Conversion Arrangements are terminated by TSL, the Company’s business, financial condition and results of operations may be adversely affected. The Company cannot assure that it will be able to source its supply of its key raw materials of similar quality from alternate sources on favourable terms. Any failure on part of TSL to supply the Company with necessary raw materials or any delay in supply of such materials, could adversely affect the Company’s business and results of operations.

3. ***The first cold rolling mill commissioned by the Company in the year 1996-1997 suffered from time and cost overruns. The business and future results of operations of the Company may be adversely affected if it incurs any time or cost overruns in commissioning its second cold roll mill.***

The Company proposes to utilise a portion of the net proceeds of the Issue to finance the establishment and installation of a second cold roll mill (“CRM-II”) at its manufacturing facility in Jamshedpur. The Company expects CRM-II to be commissioned by the second half of Fiscal 2011. The Company’s expansion plans are subject to various risks including time and cost overruns and delays in obtaining regulatory approvals. The Company’s first cold roll mill which was commissioned in 1996-1997 incurred significant time and cost overruns which adversely affected its financial condition and results of operations. The estimated cost of establishing the Company’s first cold rolling mill was approximately Rs. 22,500 lakhs and it was expected to start commercial production from January 1995. However, the total cost actually incurred by the Company for establishing the first cold rolling mill was approximately Rs. 30,900 lakhs and there was a delay of approximately 12 months in commissioning the first cold rolling mill. In the event, the Company incurs significant time and cost overruns in commissioning CRM-II, such delays and cost overruns could adversely affect the Company’s financial condition and results of operations. Additionally, the Company may not achieve the economic benefits expected of CRM-II and failure to obtain expected economic benefits could adversely affect the Company’s business, financial condition and results of operations.

4. ***Increases in prices of hot rolled coils or tin, which the Company is unable to pass on to its customers as realisations from sales, may adversely affect the Company’s financial condition. Such realisations may also be affected due to any significant increase in tinplate imports.***

Hot rolled coils and tin constitute a significant portion of the Company’s expenses towards its Tinplate Business. Hot rolled coils and tin constituted 69.19%, 69.75%, 73.96% and 72.31% of the Company’s expenses (excluding interest and depreciation) towards its Tinplate Business for the three months period ended June 30, 2009, Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively. An increase in prices of tin and hot rolled coils in Fiscal 2007 was not passed on to consumers which adversely affected the Company’s net margins. Any future increases in prices of hot rolled coils or tin, which the Company is unable to pass on to its customers or an increase in imports of tinplate may adversely affect the Company’s financial condition and/or market share. There can be no assurance that imports of tinplate will reduce or that it would not increase significantly. The demand for imported tinplate will amongst other things depend on policies and regulations of the Government as well as quality of tinplate demanded by consumers in India.

5. ***Competition from other materials could significantly reduce market prices and demand for tinplate and thereby reduce the Company’s cash flow and operations.***

The decision to use tinplate as a packaging medium rests with the food processors or other users and not with can fabricators who are the Company’s primary customers. Any decision by food processors or other users to use tinplate substitutes such as plastic, glass, aluminium, HDPE and PET as a packaging medium for food or non-food products may adversely affect the Company’s business and results of operations.

6. ***The growth and expansion of the Company’s business in India is dependent on the growth of the food processing industry.***

Tinplate products are used by the food processing industry for packaging a variety of processed foods. Whilst, the Ministry of Food Processing Industries has taken several initiatives to promote the food processing industry, several factors including paucity of specialised transportation, inadequate facilities for storage and refrigeration and presence of a large number of intermediaries serve as significant constraints to the growth of the food processing industry. Such constraints to growth of the food processing industry may result in lower growth in demand for the Company’s products which may adversely affect the Company’s business, financial condition and results of operations.

7. ***If the customers with whom the Company has relations renege on their commitments, the Company’s business and results of operations may be adversely affected.***

Whilst, the Company has long term relationships with many of its customers it does not have any long term contracts with such customers. In most instances sales to customers generally occur on an order-by-order basis. As a result, customers can terminate their relationships with the Company at any time or under certain circumstances cancel or delay orders. Therefore, any change in the buying pattern of customers may adversely affect the Company’s business. Further, in the absence of long term or formal contracts there can be no assurance that a particular customer would continue to purchase products from the Company in the future. Additionally, in accordance with the terms of the Conversion Arrangement the Company is also required to bear any losses that may arise from non-payment of dues by customers against invoices raised by the Company on behalf of TSL.

Whilst, the Company believes that its relationship with its major customers are stable, these customers can terminate their relationships with the Company or seek a change in the terms on which they deal with the Company at any time. If any of these customers reneges on any of their commitments including customers pursuant to the Conversion Arrangements, the Company's business and results of operations could be adversely affected.

8. *The Company has not obtained any third-party appraisals for establishing its CRM – II.*

The Company's funds requirements and the deployment of a portion of the net proceeds of the Issue for establishing its second cold rolling mill are based on management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to changes in external circumstances or costs, or in other financial or business conditions. The Company may have to revise its management estimates from time to time and consequently, fund requirements may also change. Management estimates of the cost of CRM – II may be less than the costs that the Company may actually incur, which may require the Company to reschedule or reallocate its expenditure plan which may have an adverse impact on its business, financial conditions and results of operations.

9. *The Company depends on various contractors or suppliers for construction work, supply of equipment and other materials in relation to the CRM- II project.*

The Company shall procure certain machinery and equipment including certain second hand machinery for the CRM-II project. The details of such second hand machinery proposed to be procured by the Company are disclosed on page 63 of the Letter of Offer. Of Rs. 32,497 lakhs of proposed expenditure towards machinery and equipment for CRM – II ("Machinery Expenditure Amount"), the Company is yet to place orders for machinery and equipment aggregating to Rs. 4,971 lakhs or 15% of the Machinery Expenditure Amount. The Company depends on the availability of skilled third party contractors for construction work, supply of equipment and other materials in relation to the CRM-II project. The Company does not have direct control over the timing or quality of services, equipment or supplies provided by these contractors or suppliers.

Contractors or suppliers are generally subject to liquidated damages payments for failure to achieve timely completion or performance shortfalls. The Company may not be able to recover from a contractor or supplier the full amount of losses that may be suffered by the Company due to such failure to achieve timely completion of the CRM – II project.

10. *TSL has the ability to exercise influence over the outcome of shareholder voting.*

As of August 31, 2009, TSL owned 8,875,000 of the Company's outstanding equity shares representing approximately 30.82% of the issued and paid up capital of the Company. TSL's shareholding in the Company may increase pursuant to subscription of any unsubscribed portion in the Issue. TSL has the ability to influence the decisions adopted at the Company's general meetings of shareholders, including matters involving mergers and amalgamations, the acquisition and/or disposition of assets, issuances of equity and incurrence of indebtedness. Additionally, TSL currently holds 97.84% of the Company's outstanding non cumulative Preference Shares. Currently, TSL does not hold any voting rights in relation to these outstanding non-cumulative Preference Shares of the Company. For details in relation to the preference share capital of the Company see the section on "Capital Structure" on page 48 of the Letter of Offer. In the event the Company does not pay dividend due to Preference Shares holders, TSL may be entitled to exercise additional voting rights on all resolutions placed before the shareholders of the Company in accordance with the provisions of the Companies Act. For details in relation to dividend paid by the Company in the last five years, please refer to the section on "Dividends" on page 103 of the Letter of Offer.

11. *The Company's business plan may require it to obtain substantial financing, which it may not be able to obtain.*

The Company anticipates that its expansion plans as set forth in its current business plan will be part financed from the net proceeds of the Issue. However, the Company's current business plan may not cover all of its expansion costs as set forth in the Letter of Offer. The Company's current plans may therefore require it to obtain additional financing, which may be in the form of additional debt, new equity securities or both. Any failure or delay in obtaining such financing when needed could significantly hinder the Company's ability to execute its current business plans. Further, to the extent that the Company is able to obtain financing when needed, certain agreements governing debt financing will likely contain restrictive covenants that may limit its ability to enter into certain business transactions and restrict its management's ability to conduct its business.

12. *The Company's financing arrangements contain restrictive covenants which may restrict the Company's operational and financial flexibility.*

The Company's financing arrangements contain restrictive covenants whereby the Company is required to obtain approval from its lenders, regarding, among other things, reorganisation, amalgamation or merger, incurrence of additional indebtedness, disposition of assets and the expansion of its business. There can be no assurance that such consents will be granted. In the event the Company breaches any financial or other covenants contained in some of its financing arrangements, the Company may be required to immediately repay its borrowings either in whole or in part, together with any related costs. Furthermore, certain financing arrangements contain cross default provisions which could automatically trigger default under other financing arrangements and in turn magnify the effect of any individual default. The Company may be forced to sell some or all of the assets if it does not have sufficient cash or credit facilities to make repayments. Further, since certain borrowings are secured against all or a portion of the Company's assets, lenders may be able to sell those assets to enforce their claims for repayment.

13. *The Company's ability to pay dividends in the future will depend upon its future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in its financing arrangements.*

The Company's ability to pay dividend in future will depend on the earnings, financial condition, cash flows, working capital requirements and capital expenditure. The Company's business is capital intensive and it may plan to make additional capital expenditure to complete its expansion plans as described in the Letter of Offer. The Company's ability to pay dividend is also restricted under certain financing arrangements. The Company may be unable to pay dividends in the near or medium term, and its future dividend policy will depend on its capital requirements and financing arrangements in respect of its expansion plans, financial conditions and results of operations.

14. *Product liability claims could adversely affect the Company's operations.*

The Company sells products to manufacturers who are engaged to produce a wide range of end products. If the Company were to sell tinplate that is inconsistent with the specifications of the order or the requirements of the application or applicable regulatory standards, there may be significant disruptions to the customer's production lines. There could also be consequential damages resulting from the use of such products. The Company does not have any product liability insurance coverage and a major claim for damages related to products sold may adversely affect the Company's financial condition and future operating results.

15. *Any shutdown of operations at the Company's manufacturing facility would have a material adverse effect on its business, financial condition and results of operations.*

In the past, there has been certain equipment downtime, other than routine maintenance at the Company's manufacturing facility at Jamshedpur. The details such equipment downtime is set forth in the table below:

Plant	Equipment	Problem	Downtime Period
CRM	6hi mill	Failure of mill stand motor	September 2005 – 27 hours May 2006 – 42 hours July 2008 – 1.5 days
	6hi mill	Failure of RR2 gear box	December 2004 – 3 days
	6hi mill	Bending block failure	October 2002 – 36 hours
	Degreasing	Recoiler motor failure	1997 – 4 days
	Degreasing	Uncoiler mandrel bearing failure	May 1999 – 2 days
ETP	Temper mill	Screw down Stand-1 Drive side breakdown	1999 – 4 days
	ETL-1	Failure of DDS Motor	June 2008 – 4 days
	ETL-1	PCC-2 failure	March 2007 – 2 days

The Company's manufacturing facility at Jamshedpur is subject to operating risks, such as breakdown or failure of equipment, interruption in power supply or processes, performance below expected levels of output, raw material shortage or unsuitability, labour disputes, strikes, lock-outs, severe weather, non-availability of the services of any external contractors. The occurrence of any of these risks could affect the Company's business, financial condition and results of operations.

16. ***As a manufacturing business, the Company's success depends on the smooth supply and transportation of its raw materials or finished products to or from its plant. Supply and transportation are subject to various uncertainties and risks, and delays in delivery or delivery of non-conforming shipments may result in rejected or discounted deliveries.***

The Company depends on sea-borne freight and road transport for incoming and outgoing supplies as well as finished goods. The Company relies on third parties to provide such services. Disruptions of transportation services because of weather-related problems, strikes, lock-outs, inadequacies in road infrastructure and port facilities or other events could impair the Company's ability to procure raw materials and its ability to supply its products to its customers. Any such disruptions could materially adversely affect the Company's business, financial condition and results of operations. In addition, in the case of a delayed shipment, the customer may reject the shipment or demand significant pricing discounts. Non-conforming shipments could also give rise to order rejections, discounts or other claims.

17. ***Compliance with and changes in, safety, health and environmental laws and regulations may adversely affect the Company's results of operations and its financial condition.***

The Company is subject to a broad range of safety, health and environmental laws and regulations. For further details on laws and regulations applicable to the Company, please see the section titled "Regulations and Policies" on page 91 of the Letter of Offer. The Company's manufacturing facility is subject to Indian laws and government regulations on safety, health and environmental protection. These laws and regulations impose controls on air and water discharge, noise levels, storage handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of the Company's operations and products. Environmental laws and regulations may become more stringent, and the scope and extent of any new regulations, including their effect on the Company's operations cannot be predicted with any certainty. Any changes in environmental regulations may impose additional taxes and other levies and/or require establishment of additional infrastructure for handling discharge of effluents and other emissions. Further, a failure to comply with any existing or future environmental regulations may result in levy of fines, commencement of judicial proceedings and/or third party claims. Any levies or fines imposed on the Company under environmental regulations or additional expenditure for establishment of additional infrastructure for handling discharge of effluents and other emissions, may adversely affect its results of operations and financial condition.

The Company has incurred, and is expected to continue to incur, operating costs to comply with safety, health and environmental laws and regulations. The discharge of certain chemicals, other hazardous substances or other pollutants into the environment, in violation of pollution control norms, even if made inadvertently, may lead to violation of various statutes that may make us liable to the Government of India or the State Governments or to third parties.

In recent years, safety, health and environmental laws and regulations in India have become increasingly stringent and it is possible that they will become significantly more stringent in the future. Further, there can be no assurance that the Company will not be involved in future litigation or other proceedings or be held responsible in any litigation or proceedings relating to safety, health and environmental matters, the costs of which could be material. The Company could be subject to substantial civil and criminal liability and other regulatory consequences in the event the operation of its business results in material contamination of the environment. The Company may be the subject of allegations of environmental pollution in suits filed by state pollution control authorities which may attract criminal and civil liabilities. If such cases are determined against the Company, there could be an adverse effect on its business and operations. Clean-up and remediation costs and related litigation could also adversely affect its business and profitability. Any accidents involving hazardous substances can cause personal injury and loss of life, substantial damage to or destruction of property and equipment and could result in a suspension of operations. The loss or shutdown of operations over an extended period at any of the Company's plant would have a material adverse effect on the Company's business and operations.

18. ***The Company is required to renew, maintain or obtain statutory and regulatory permits, licenses and approvals for its operations from time to time. Any delay or inability to obtain such approvals may have an adverse impact on its business.***

The Company requires certain statutory and regulatory permits, licenses and approvals to operate its business. The Company has made renewal applications for certain approvals or licenses that have expired but has not yet received these approvals or licenses. For details, see "Government Approvals" on page 282 of the Letter of Offer. If the Company fails to obtain necessary approvals required by it to undertake its business, or if there is any delay in obtaining these approvals, the Company's business and financial condition may be adversely affected. Further, these permits, licenses and approvals are subject to several conditions, and the Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits, licenses or approvals, which may result in the interruption of the Company's operations and may adversely affect its business.

19. ***The Company's export obligations under the EPCG scheme may not be fulfilled, which could result in a retrospective levy of import duty with penalty which may adversely affect the Company's financial results.***

The Company has assumed export obligations against licenses issued under the EPCG Scheme for concessional duty paid towards import of equipment for its second electrolytic tinning line. As at December 31, 2008, the Company's outstanding export obligations under the EPCG Scheme for concessional duty paid towards import of equipment for its second electrolytic tinning line was Rs. 12,346.20 lakhs to be achieved between Fiscal 2008-2016. As at July 31, 2009, the amount of export achieved by the Company is approximately Rs. 5,268.20 lakhs and the outstanding amount of export obligation of the Company is Rs. 7,078.00 lakhs. The consequence of not meeting the above commitment would be a retrospective levy of import duty with penalty on items previously imported at concessional duty which may adversely affect our Company's financial results.

20. ***The Company is subject to high working capital requirements and an inability to fund these requirements in a timely manner may adversely impact the Company's financial performance.***

The Company's working capital requirement is high due to higher holding level of inventory and debtors. Inability of the Company to raise corresponding working capital financing in line with the growth of the Company's operations may result in adversely affecting our operations and financial performance.

21. ***The Company uses the phrase 'A Tata Enterprise' by virtue of a Brand Equity and Business Promotion Agreement with Tata Sons Limited which requires it to meet certain conditions on a continuous basis.***

The Company has entered into a Brand Equity and Business Promotion Agreement with Tata Sons Limited dated April 1, 2003 which permits the Company to use the phrase "A Tata Enterprise" for various business functions on payment of certain consideration calculated on the basis of annual net income and compliance of certain conditions such as compliance with the Tata Group's code of conduct. The Company believes that its association with the Tata Group is important for its business. The Company cannot provide any assurance that Tata Sons Limited will continue with the Brand Equity and Business Promotion Agreement which may adversely affect the Company's business.

22. ***The Company is dependent on its qualified professional personnel and the loss of, or the Company's inability to attract or retain such persons could adversely affect the Company.***

The Company's success depends on the continued services and performance of its qualified professional personnel. The Company does not maintain 'key man' insurance for senior members of its management team or other key personnel. In the event, the Company fails to hire and retain sufficient numbers of qualified professional personnel, the Company's results of operations and financial condition could be adversely affected.

23. ***The Company could experience labour disputes that could disrupt its operations and its relationships with its customers.***

A majority of the employees of the Company are represented by the Golmuri Tinplate Workers' Union and are covered by wage settlement agreements, which are subject to periodic renegotiation. The current wage settlement agreement expired on March 31, 2009 and is currently under negotiation. Such negotiations may result in an increase in wages and/or may consume significant management time. Strikes or work stoppages could occur prior to, or during, the negotiations leading to new agreements, during wage and benefits negotiations or during other periods for other reasons. Any such breakdown leading to work stoppage and disruption of operations could have an adverse effect on the operations and financial results of the Company.

24. ***The Company's insurance policies provide limited coverage, potentially leaving it uninsured against some business risks.***

The occurrence of an event that is uninsurable or not fully insured could have a material adverse effect on the Company's business, financial condition, results of operations or prospects. The Company maintains insurance on property and equipment in amounts believed to be consistent with industry practices but it may not be fully insured against some business risks. The Company's insurance policies cover physical loss or damage to its property and equipment arising from a number of specified risks including burglary, fire and other perils. Notwithstanding the insurance coverage that the Company carries, the occurrence of an accident that causes losses in excess of limits specified under the relevant policy, or losses arising from events not covered by insurance policies, could materially harm the Company's financial condition and future operating results.

25. *The Company sells its products in Iran, which is subject to certain international sanctions.*

Economic sanctions and restrictions on exports and other transfers of goods have been implemented by the United States or the European Union, or both, in relation to certain countries including Iran. The Company sells its products in Iran. None of the proceeds of the Issue will be specifically used to fund activities that are subject to US or EU economic sanctions or export controls. The Company's current sales in Iran are not material to its revenue, profit or financial condition. The Company seeks to fully comply with international sanctions to the extent they are applicable to the Company. However, in doing so the Company's ability to do business in these jurisdictions may be limited. Future changes in international sanctions may prevent the Company from doing business in certain jurisdictions entirely.

26. *The Company's contingent liabilities which have not been provided for could adversely affect its financial condition.*

As of June 30, 2009 the Company had contingent liabilities of Rs. 4,875.63 lakhs. In the event the Company is called upon to pay some or all of such liabilities, its financial position and results of operations could be adversely affected. Set forth below is a table that summarizes the Company's contingent liabilities as at June 30, 2009:

Particulars	Amount (in Rs. lakhs)
Bills discounted	1,039.15
Customs duty	265.92
Sales tax (estimated by management)*#	2,475.85
Excise duty#	456.39
Provident fund	19.12
Others	83.00
*Other than demands pertaining to issues settled in Company's favour in earlier years	536.20
#Other than items remanded back for fresh assessment	

For more details of the Company's contingent liabilities see the section titled "Auditor's Report", beginning on page 137 of the Letter of Offer.

27. *The Company has entered into, and will continue to enter into, related party transactions.*

The Company in the course of its business enters into transactions with related parties that include its Promoter and entities affiliated with its Promoter, including other members of the Promoter Group. Whilst, the Company believes that all such transactions have been conducted on an arm's length basis, there can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on the Company's financial condition and results of operations. Furthermore, it is likely that Company will continue to enter into related party transactions in the future. For further details, see the section titled "Related Party Transactions" on page 136 of the Letter of Offer.

28. *Certain of the entities forming part of the Company's Promoter Group have incurred losses in the past.*

Certain Indian entities forming part of the Company's Promoter Group have incurred losses in the last three fiscal years. The profit/ (loss) figures for these companies are set out below:

Name of Company	Fiscal 2009 (In Rs.)	Fiscal 2008 (In Rs.)	Fiscal 2007 (In Rs.)
The Indian Steel and Wire Products Limited	4,35,25,893	(11,78,97,000)	6,40,08,000
Hooghly Metcoke & Power Company Limited	16,14,83,055	(3,86,74,225)	-*
Tata Korf Engineering Services Limited	(39,40,486)	(35,86,309)	(9,58,788)
The Dhamra Port Company Limited	(1,928,366)	(10,82,570)	(1,32,12,299)
Tata Bluescope Steel Limited	(54,91,04,327)	(15,87,23,433)	(26,31,46,633)
S&T Mining Company Private Limited	(34,45,852)	-*	-*
Tata Metaliks Limited	(1,49,69,59,409)	17,60,00,000	29,51,57,000
Tayo Rolls Limited	(8,36,20,676)	6,35,07,000	10,62,55,000

*The company had not commenced commercial operations.

29. *The Company neither owns nor has any formal lease agreement in relation to its registered office.*

The registered office of the Company is located at 4 Bankshall Street, Kolkata 700 001, which is not owned by the Company. Whilst, the Company pays an annual rent of Rs. 3.97 lakhs, however, it does not have any formal lease arrangement for the premises. In the event, the Company is required to vacate the premises on which its registered office is situated, it would be required to make alternative arrangements for office space and related infrastructure.

30. *The Company's manufacturing facility is on land that is not owned by the Company. Additionally, the Company has also entered into lease arrangements for its marketing and sales offices.*

The Company's manufacturing facility located in Golmuri at Jamshedpur is on land that has been sub-leased from TSL under a formal lease agreement for a period of 30 years (expiring in 2025). The Company pays an annual rent of Rs. 0.34 lakhs to TSL. Additionally, the Company's marketing and sales offices are also on rental arrangements. The Company pays annual rents of Rs. 23.16 lakhs towards leases arrangements in relation its sales and marketing offices. Any failure on part of the Company to renew its existing lease arrangements on acceptable terms and conditions may affect the business, financial condition and results of operations of the Company

31. *The securities of the Company have been suspended from trading in the past by the BSE.*

The BSE by its letter dated August 28, 2003 suspended trading in the securities of the Company as certain securities that were allotted by the Company to certain financial institutions on a preferential basis or on conversion of their loans were pending listing. BSE by its letter dated September 22, 2003 revoked the suspension after the Company had taken necessary steps for listing of securities issued on a preferential basis or on conversion of loans.

32. *Changes made by the Company to its accounting policies which include changes in policies in relation to its employee separation scheme ("ESS") and voluntary retirement scheme ("VRS") have resulted in certain adjustments being made to the net profits and financial ratios including EPS. These adjustments due to restatement have resulted in an increase in the net profits and financial ratios including EPS, which have been disclosed in the restated financial statements of the Company, which are included in the Letter of Offer.*

The Company adopted AS 15 (revised) with effect from April 1, 2006. The Company could (in accordance with AS 15 (revised)) either charge unamortised amounts pertaining to ESS and VRS to its reserves (profit and loss account) or could amortise such amounts up to March 31, 2010. Upto September 2008, the Company followed the policy of amortising amounts pertaining to ESS and VRS on a yearly basis, since the balance in its reserves (profit and loss account) did not permit the Company to charge unamortised amounts to its reserves. In September 2008, the Company decided to charge the unamortised amounts to its reserves due to improvement in profits. The Company was also amortising costs on account of re-setting of interest and pre-payment of loans on a yearly basis. Such unamortised amounts were also charged to reserves in September 2008.

In view of the aforementioned changes in accounting policy, the Company while preparing its restated financial statements has charged unamortised amounts pertaining to ESS, VRS and costs pertaining to re-setting of interest or prepayment of loans to reserves in the year of occurrence. Consequently, profits of the Company in subsequent years have increased on restatement to the extent of amounts previously amortised by the Company on a yearly basis in relation to ESS, VRS and costs pertaining to re-setting of interest and pre-payment of loans. The Company has also made certain other adjustments pursuant to restatement of its financial statements on account of changes in accounting policy. For further details, see "Auditor's Report – Annexure IV" on page 146 of the Letter of Offer. Increases in net profit and EPS on restatement pursuant to changes in accounting policy are set forth in the tables below:

Net Profit

Fiscal	Net Profit before restatement (in Rs. lakhs)	Net Profit on restatement (in Rs. lakhs)	Increase in Net Profit on restatement (in Rs. lakhs)	Increase in Net Profit after tax as restated (%)
2005	3,047.95	3,949.89	901.94	29.59%
2006	4,895.63	7,291.55	2,395.92	48.94%
2007	1,888.09	2,675.62	787.53	41.71%
2008	394.49	680.52	286.03	72.51%
2009	3,480.18	4,400	919.82	26.43%

EPS

Fiscal	EPS before restatement (in Rs.)	EPS after restatement (in Rs.)	Increase in EPS on restatement (in Rs.)	Increase in EPS on restatement (%)
2005	10.51	13.62	3.11	29.59%
2006	11.36	19.62	8.26	72.71%
2007	6.51	9.22	2.71	41.63%
2008	1.36	2.35	0.99	72.79%
2009	6.76	9.95	3.19	47.19%

33. ***Promoter Group companies may have availed of unsecured loans that may be recalled by lenders at any time.***

Promoter Group companies may have availed of unsecured loans which may be recalled by the lenders at any time. Any accelerated repayment of such loans may adversely affect the cash flow and results of operations of such company.

34. ***Deployment of the Issue Proceeds is at the discretion of the Company.***

The total proceeds from the issue of Equity Shares and FCDs would aggregate to 37,432.07 lakhs. In terms of Regulation 16 of the SEBI Regulations, the Company is not required to appoint any monitoring agency. Accordingly, the deployment of Issue proceeds is not subject to monitoring by any independent agency and is at the discretion of the Company.

35. ***The Company will utilise a portion of the Net Proceeds of the Issue to repay a term loan availed from its Promoter, TSL.***

The Company will utilise a portion of the Net Proceeds of the Issue to repay a term loan availed from its Promoter, TSL. The details of the term loan proposed to be repaid from the net proceeds of the Issue are disclosed in the section on “Objects of the Issue – Repayment of loan availed from TSL” on page 60 of the Letter of Offer.

External Risks

36. ***The Company’s growth is dependent on the Indian economy.***

The Company’s performance and the growth of its business is dependent on the performance of the Indian economy. India’s economy could be adversely affected by a general rise in interest rates, currency exchange rates, adverse conditions affecting food and agriculture, commodity and electricity prices or various other factors. A slowdown in the Indian economy could adversely affect its business, including its ability to implement its strategy. The Indian economy is currently in a state of transition and it is difficult to predict the impact of certain fundamental economic changes upon the Company’s business. Conditions outside India, such as slowdowns in the economic growth of other countries or increases in the price of oil, have an impact on the growth of the Indian economy, and government policy may change in response to such conditions. While recent governments have been keen on encouraging private participation in the industrial sector, any adverse change in policy could result in a slowdown of the Indian economy. Additionally, these policies will need continued support from stable regulatory regimes that stimulate and encourage the investment of private capital into industrial development. Any downturn in the macroeconomic environment in India could adversely affect the price of the Company’s Equity shares, its business and results of operations.

37. ***The Company undertakes exports of its tinplate products and also imports raw materials such as tin, tin mill black plate and other spares/ consumables in the normal course of its operations. Fluctuation of Rupee against foreign currencies may have an adverse effect on the realization from exports and cost of imports and on the Company’s results of operations.***

The Company’s exports as a percentage of its revenue were approximately 24%, 22% and 24% for Fiscal 2009, Fiscal 2008 and Fiscal 2007. The Company primarily imports tin for the production of tinplate. The Company’s imports as a percentage of cost (including depreciation and interest) were approximately 11%, 8% and 8% for Fiscal 2009, Fiscal 2008 and Fiscal 2007. The Company’s products (both on its own account as well as under the Conversion Arrangement) are typically priced in INR for domestic sales and primarily in US Dollar and Euro for international sales. Whilst, a majority of the costs of the Company’s operations are incurred in INR, the costs of imported raw materials such as tin and tin mill black plate are incurred in US Dollar. An appreciation of the INR against the US Dollar or Euro tends to result in a decrease in the Company’s revenues relative to its costs. Conversely, a depreciation of the Rupee can increase the cost of the Company’s

imports. The Company enters into forward exchange contracts on the basis of anticipated volatility in the foreign exchange markets but there can be no assurance that such measures will be sufficient to protect the Company from volatility in such markets.

38. *Instability in financial markets could materially and adversely affect the Company's results of operations and financial condition.*

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America, Europe or China, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The current global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, has led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Moreover, the current financial crisis has resulted in reduced global demand for tinplate products. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on the Company's business, operations, financial conditions and profitability.

39. *Terrorist attacks, civil disturbances, regional conflicts and other acts of violence in India and abroad may disrupt or otherwise adversely affect the Company's business and its profitability.*

Certain events that are beyond the control of the Company, such as terrorist attacks and other acts of violence or war, including those involving India, the United Kingdom, the United States or other countries, may adversely affect worldwide financial markets and could potentially lead to a severe economic recession, which could adversely affect the Company's business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. Southern Asia has, from time to time, experienced instances of civil unrest and political tensions and hostilities among neighbouring countries, including India, Pakistan and China. India recently witnessed a major terrorist attack in Mumbai on November 26, 2008, which led to an escalation of political tensions between India and Pakistan. Political tensions could create a perception that there is a risk of disruption of services provided by India-based companies, which could have an adverse effect on the market for the Company's products. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that are protracted or involve the threat or use of nuclear weapons, the Company operations might be significantly affected.

India has from time to time experienced social and civil unrest and hostilities, including riots, regional conflicts and other acts of violence. Events of this nature in the future could have a material adverse effect on the Company's ability to develop its business. As a result, the Company's business, results of operations and financial condition may be adversely affected.

40. *The market value of an investor's investment may fluctuate due to the volatility of the Indian securities markets.*

Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities. The SENSEX, BSE's benchmark index, reduced by more than 50%, representing approximately 10,700 points, in the calendar year 2008. The Indian Stock Exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

41. *Political instability or a change in economic liberalisation and deregulation policies could seriously harm business and economic conditions in India generally and business of the Company in particular.*

The Government of India has in recent years sought to implement economic reforms and the current government has implemented policies and undertaken initiatives that continue the economic liberalisation policies pursued by previous governments. However, the Government of India and the State Governments have continued to act as producers, consumers and regulators in various sectors of the Indian economy and there can be no assurance that liberalisation policies will continue in the future. Any significant change in such liberalisation and deregulation policies could adversely affect business and economic conditions in India, generally, and the Company's results of operations and financial condition, in particular.

Additionally, India's obligations as a member of the WTO could result in India having to lower the present level of tariffs on imports of certain goods in general and, which may have an adverse effect on the business, financial condition and results of operations of the Company.

42. *The Company faces risks and uncertainties associated with export of products manufactured on its own account and under the Conversion Arrangement.*

The Company's exports are subject to regulations enacted by the governments of countries where the Company exports products manufactured on its own account and under the Conversion Arrangement, including requirements for obtaining licences and other approvals to conduct sales and marketing activities, and otherwise related to the sale of its products in such countries. Failure to comply with such regulations or any inability to maintain or obtain any necessary licences and approvals may adversely affect the Company's ability to generate export sales and its results of operations. The importation of the Company's products may be subject to tariff and non-tariff barriers in the countries of destination.

43. *Natural calamities could have a negative impact on the Indian economy which may have an adverse effect on the Company's business and results of operations.*

India has experienced floods, earthquakes, tsunamis, cyclones and droughts in recent years. Such natural catastrophes could disrupt the Company's operations, production capabilities, distribution chains or damage its manufacturing facility. For example in December 2004, Southeast Asia, including the eastern coast of India, experienced a tsunami and in October 2005, the State of Jammu and Kashmir experienced an earthquake, both of which caused significant loss of life and property damage. The Company cannot assure prospective investors that such events will not occur in the future or that its results of operations and financial condition will not be adversely affected.

44. *An outbreak of an infectious disease or any other serious public health concerns in Asia or elsewhere could have a material adverse effect on the business and results of operations of the Company.*

The outbreak of an infectious disease in Asia or elsewhere or any other serious public health concern could have a negative impact on economies, financial markets and business activities in the countries to which the Company exports its products, which could have a material adverse effect on its business. Although, the Company has not been adversely affected by such outbreaks, the Company can give no assurance that a future outbreak of an infectious disease among humans or animals or any other serious public health concern will not have a material adverse effect on the business of the Company.

45. *The Company's ability to raise foreign capital may be constrained by Indian law.*

As an Indian company, the Company is subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit the Company's financing sources and hence could constrain its ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, the Company cannot assure that the required approvals will be granted to it without onerous conditions, if at all. Limitations on raising foreign debt may have an adverse effect on the Company's business growth, financial condition and results of operations.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of the Company. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of Indian takeover regulations.

Risks Associated with Securities

46. *The price of Securities may be highly volatile after the Issue.*

The price of the Company's Securities on the Indian stock exchanges may fluctuate after this Issue as a result of several factors, including: volatility in the Indian and global securities market; operations and performance of the Company; performance of its competitors; changes in the estimates of the Company's performance or recommendations by financial analysts; significant developments in India's economic liberalisation and deregulation policies; and significant developments in India's fiscal regulations. There can be no assurance that the prices at which the Securities are initially traded will correspond to the prices at which the Securities will trade in the market subsequently.

47. *There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect an Equity Shareholder's ability to sell, or the price at which it can sell Equity Shares at a particular point in time*

The Company is subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond certain volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian Stock Exchanges. The percentage limits on our Company's circuit breakers are set by the NSE and the BSE. The NSE and the BSE does not inform the Company of the percentage limit of such circuit breakers and may change it without our Company's knowledge. This circuit breaker effectively limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of our Equity Shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at a particular point in time.

48. *An active market for FCDs may not develop, which may cause the price of the FCDs to fall.*

The FCDs proposed to be issued by the Company by way of this Issue are a new issue of securities for which there is currently no trading market. The Company will apply to the BSE and NSE for final listing and trading approvals after the allotment of the FCDs in the Issue. There can be no assurance that the Company will receive such approvals on time or at all. No assurance can be given that an active trading market for the FCDs will develop or as to the liquidity or sustainability of any such market, the ability of FCDs holders to sell their FCDs or the price at which FCD holders will be able to sell their FCDs. If an active market for the FCDs fails to develop or be sustained, the trading price of the FCDs could fall. If an active trading market were to develop, the FCDs could trade at prices that may be lower than the initial offering price of the FCDs. The Company has no obligation to make a market in the FCDs. In addition, the market for debt securities in emerging markets has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the FCDs. There can be no assurance that the markets for the FCDs, if any, will not be subject to similar disruptions. Any disruptions in these markets may have an adverse effect on the market price of the FCDs.

49. *FCD holders will bear the risk of fluctuation in the price of the Equity Shares.*

Stock markets have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of the equity shares of the Company. If the Company is unable to operate profitably investors could sell Equity Shares when it becomes apparent that the expectations of the market may not be realised, resulting in a decrease in the market price of equity shares. In addition to the Company's operating results, changes in financial estimates or recommendations by analysts, governmental investigations and litigation, speculation in the press or investment community, the possible effects of a war, terrorist and other hostilities, changes in general conditions in the economy or the financial markets, could cause the market price of equity shares to fluctuate substantially. The market price of the FCDs is expected to be affected by fluctuations in the market price of the equity shares and it is impossible to predict whether the price of the equity shares will rise or fall. Any decline in the price of the equity shares may have an adverse effect on the market price of the FCDs.

50. *Future issues or sales of equity shares may significantly affect the trading price of the FCDs.*

The future issue of equity shares by the Company or the disposal of equity shares by any of the major shareholders of the Company or the perception that such issues or sales may occur may significantly affect the trading price of the FCDs. Except as otherwise stated in the Letter of Offer, there is no restriction on the Company's ability to issue equity shares or the relevant shareholders' ability to dispose of their equity shares, and there can be no assurance that the Company will not issue equity shares or that any such shareholder will not dispose of, encumber, or pledge its equity shares.

Notes to Risk Factors:

1. The Company is making a simultaneous but unlinked issue of 4,31,90,851 Equity Shares of Rs. 10 each at a premium of Rs. 35 per Equity Share aggregating Rs. 19,435.88 lakhs to the existing equity shareholders of the Company on rights basis in the ratio of 3 Equity Shares for every 2 Equity Shares held on the Record Date (September 10, 2009) and 1,79,96,188 Fully Convertible Debentures of the face value of Rs. 100 each at a price of Rs. 100 each aggregating Rs. 17,996.19 lakhs in the ratio of 5 Fully Convertible Debentures for every 8 Equity Shares held on the Record Date ("Issue"). Every 11 Fully Convertible Debentures is compulsorily and automatically convertible into 20 Equity Shares at Rs. 55 per share on April 1, 2011. The Issue Price for Equity Shares is 4.5 times the face value of the Equity Share. Total proceeds from the Issue of Equity Shares and Fully Convertible Debentures would aggregate to Rs. 37,432.07 lakhs.
2. The net worth (excluding Preference Share capital) of the Company as at June 30, 2009 was Rs. 9,629.88 lakhs.

3. The net asset value per Equity Share as at June 30, 2009 was Rs. 33.44.
4. The Company has entered into certain related party transactions as disclosed in the section entitled “Auditors Report - Related Party Disclosures” and “Related Party Transactions” on pages 176 and 136, respectively of the Letter of Offer.
5. For details of transactions in Equity Shares of the Company by the Promoter and Promoter Group and Directors of Company in the six months preceding the date of the Letter of Offer please refer to section titled “Capital Structure” on page 48 of the Letter of Offer.
6. For details of interests of the Company’s Directors and key managerial personnel, please refer to the section titled “Management” on page 104 of the Letter of Offer. For details of the interests of the Promoter and Promoter Group please refer to the section titled “Promoter” and “Group Companies” on pages 118 and 125, respectively of the Letter of Offer.
7. Investors may contact the Lead Managers and Registrar to the Issue with any complaints, or for information or clarifications pertaining to the Issue. The Lead Managers and the Registrar to the Issue are obliged to provide a response to investors.
8. Before making an investment decision in respect of this Issue, Investors are advised to review the entire Letter of Offer, and refer to the section titled “Basis for Issue Price” on page 66 of the Letter of Offer.
9. Please refer to the section titled “Terms of the Present Issue” on page 306 of the Letter of Offer for details on basis of allotment.
10. Average cost of acquisition per Equity Share for the Promoter on their total current holding in the Company is Rs. 33.44.
11. The Company and the Lead Managers are obliged to keep the Letter of Offer updated and inform investors in India of any material developments until the listing and trading of the Securities offered under the Issue commences.

The Lead Managers and our Company shall keep the shareholders / public informed of any material changes till the listing and trading commences as per the terms of the listing agreement and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

GENERAL INFORMATION

Dear Equity Shareholder(s),

Pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on January 16, 2009 and August 31, 2009 it has been decided to make the following offer to the Equity Shareholders of the Company, with a right to renounce:

SIMULTANEOUS BUT UNLINKED ISSUE OF 4,31,90,851 EQUITY SHARES OF RS. 10 EACH AT A PREMIUM OF RS. 35 PER EQUITY SHARE AGGREGATING RS. 19,435.88 LAKHS TO THE EXISTING EQUITY SHAREHOLDERS OF THE COMPANY ON RIGHTS BASIS IN THE RATIO OF 3 EQUITY SHARES FOR EVERY 2 EQUITY SHARES HELD ON THE RECORD DATE (SEPTEMBER 10, 2009) AND 3% 1,79,96,188 FULLY CONVERTIBLE DEBENTURES OF THE FACE VALUE RS. 100 EACH AT A PRICE OF RS. 100 EACH AGGREGATING RS. 17,996.19 LAKHS IN THE RATIO OF 5 FULLY CONVERTIBLE DEBENTURES FOR EVERY 8 EQUITY SHARES HELD ON THE RECORD DATE (“ISSUE”). THE ISSUE PRICE FOR THE EQUITY SHARES IS 4.5 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. TOTAL PROCEEDS FROM THE ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE DEBENTURES WOULD AGGREGATE TO RS. 37,432.07 LAKHS.

Registered Office of the Company: 4, Bankshall Street, Kolkata 700 001, West Bengal, Tel: (91 33) 2243 5401, Fax: (91 33) 2230 4170, Registration No. 21 – 03606, Corporate Identification No. L28112WB1920PLC003606

Address of the ROC: Registrar of Companies, West Bengal, Nizam Palace, 2nd MSO Building, 3rd Floor, 234/4, A. J. C. Bose Road, Kolkata 700 020, Tel: (91 33) 2280 0409, Fax: (91 33) 2247 3795

The Equity Shares of the Company are listed on the BSE and the NSE.

Board of Directors

Name	Category/Designation
Mr. B. Muthuraman	Non Executive Chairman
Mr. Sujit Gupta	Independent Director
Mr. Anand Sen	Non Executive Director
Mr. Dipak Banerjee	Independent Director
Mr. S.P. Nagarkatte	Independent Director
Mr. Koushik Chatterjee	Non Executive Director
Mr. Ashok Kumar Basu	Independent Director
Mr. B. N. Samal	Independent Director
Mr. Tarun Kumar Daga	Managing Director

For further details of the Company's Directors, see "Management" on page 104 of the Letter of Offer.

Compliance Officer: Mr. S. Kar, Company Secretary, 4 Bankshall Street, Kolkata 700 001; Tel.: (91 33) 2243 5401; Fax: (91 33) 2230 4170; E-mail: share.department@tatatinplate.com

Investors may contact the Compliance Officer for any pre-Issue / post-Issue related matters.

Lead Managers to the Issue

Citigroup Global Markets India Private Limited, 12th Floor, Bakhtawar, Nariman Point, Mumbai 400 021
Tel: (91 22) 6631 9999; Fax: (91 22) 6646 6192
Email: tinplate.rights@citi.com; Investor Grievance ID: investors.cgimib@citi.com
Contact Person: Mr. Shitij Kale
Website: www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm
SEBI Registration No. : INM000010718

SBI Capital Markets Limited, 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005
Tel: (91 22) 2217 8300; Fax: (91 22) 2218 8332
Email: tinplate.rights@sbicaps.com; Investor Grievance ID: investor.relations@sbicaps.com
Contact Person: Mr. Gitesh Vargantwar
Website: www.sbicaps.com
SEBI Registration No: INM000003531

Co-Lead Manager to the Issue

Tata Capital Markets Limited*, One Forbes, Dr. V.B. Gandhi Marg, Fort, Mumbai 400 001,
Tel: (91 22) 6745 9000; Fax: (91 22) 2261 8215
Email: investmentbanking@tatacapital.com; Investor Grievance ID: investors.tcml@tatacapital.com
Contact Person: Mr. Abhishek Jain
Website: www.tatacapital.com
SEBI Registration No: INM000011302

**Tata Capital Markets Limited will only be associated with marketing activities in relation to this Issue.*

Self Certified Syndicate Banks: The list of banks that have been notified by SEBI to act as SCSB for the ASBA process are available at <http://www.sebi.gov.in/pmd/scsb.pdf>. For details on designated branches on SCSB collecting the CAF please refer to the above-mentioned SEBI link.

Legal Advisor to the Issuer: Amarchand & Mangaldas & Suresh A. Shroff & Co.: Peninsula Chambers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Tel: (91 22) 6660 4455, Fax: (91 22) 2496 3666

Legal Advisor to the Lead Managers: AZB & Partners, 23rd Floor, Express Towers, Nariman Point, Mumbai 400 021, Tel: (91 22) 6639 6880, Fax: (91 22) 6639 6888

Auditors of the Company: Price Waterhouse, Plot No. Y-14, Block EP, Sector 5, Salt Lake Electronic Complex, Bidhannagar, Kolkata 700 091, Tel: (91 33) 2357 9260, Fax: (91 33) 2357 3394, Email: sujit.deb@in.pwc.com, ICAI Registration No. 301112E

Registrar to the Issue: Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400 078, Tel: (91 22) 2596 0320, Fax: (91 22) 2596 0329, Investor grievance e-mail: tcil.rights@linkintime.co.in, Website: www.linkintime.co.in, Contact Person: Mr. Pravin Kasare, SEBI Registration No.: INR000004058

Note: Investors are advised to contact the Registrar to the Issue/Compliance Officer in case of any pre-issue/post issue related problems such as non-receipt of Letter of Offer/Abridged letter of offer/composite application form/allotment advice/share certificate(s)/FCD certificates/ refund orders.

Credit Rating: The details of the credit rating of the FCDs are as follows:

As on July 7, 2009, ICRA assigned an LA (pronounced L A) rating to the Rs. 18,000 lakhs FCDs of the Company, indicating adequate-credit-quality rating.

In 2008 ICRA assigned an LA- (pronounced L A minus) rating to the Rs. 560 million fund based limits and Rs. 631.2 million term loans of the Company indicating adequate credit-quality. ICRA had also assigned an A2+ (pronounced A2 plus) rating to the Rs. 589 million fund based limits and Rs 1.52 billion non-fund based limits of the Company indicating above-average-credit-quality in the short term.

Debenture Trustee: IDBI Trusteeship Services Limited, Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001, Tel.: (91 22) 4080 7000, Fax: (91 22) 6631 1776/ 2262 5247, E-mail: itsl@idbitrustee.co.in, Website: www.idbitrustee.co.in

Independent Consultant: M. N. Dastur and Company (P) Limited, Consulting Engineers, P-17, Mission Row Extension, Kolkata 700 013, Tel.: (91 33) 2225 5420/ 2225 0500, Fax: (91 33) 2225 1422/ 2225 7101, E-mail: mnd@dasturco.in

For further details please refer to the Letter of Offer.

CAPITAL STRUCTURE:

	Aggregate nominal value (In Rs. lakhs)	Aggregate value at Issue Price (In Rs. lakhs)
Authorised share capital⁽¹⁾		
30,00,00,000 Equity Shares of Rs. 10 each	30,000.00	
1,26,50,000 Preference Shares of Rs. 100 each	12,650.00	
Issued capital *		
2,90,05,800 Equity Shares of Rs. 10 each	2,900.58	
1,12,33,000 Preference Shares of Rs. 100 each ⁽²⁾	11,233.00	
Subscribed and Paid up capital		
2,87,93,901 Equity Shares of Rs. 10 each ⁽³⁾	2,892.43	
1,12,33,000 Preference Shares of Rs. 100 each	11,233.00	

Present Issue being offered to the Equity Shareholders through the Letter of Offer		
4,31,90,851 Equity Shares of Rs. 10 each	4,319.09	19,435.88
1,79,96,188 Fully Convertible Debentures of Rs. 100 each	17,996.19	17,996.19
Issued and Paid up capital after the Issue and before the conversion of FCDs		
7,19,84,752 Equity Shares of Rs. 10 each	7,211.52	
1,12,33,000 Preference Shares of Rs. 100 each	11,233.00	
Issued and Paid up capital after conversion of FCDs at Conversion Price		
10,47,05,093 Equity Shares of Rs. 10 each	10,483.55	
1,12,33,000 Preference Shares of Rs. 100 each	11,233.00	

Securities premium account		
Securities premium account before the Issue	8.24	
Securities premium account after the Issue and before the conversion of FCDs	15,125.04	
Securities premium account after the conversion of FCDs at Conversion Price	29,849.19	

* As on August 31, 2009, 33,606 Equity Shares of the Company are held in abeyance due to reasons including disputes and transmission related issues.

⁽¹⁾ The Board of Directors in their meeting on April 7, 2009 passed a resolution to increase the authorised share capital of the Company to Rs. 4,26,50,00,000 divided into 30,00,00,000 Equity Shares of Rs.10 each and 1,26,50,000 Preference Shares of Rs.100 each, which was approved by the shareholders of the Company through a postal ballot on May 27, 2009.

⁽²⁾ TSL currently holds 1,09,90,000 Preference Shares aggregating to 97.84% of the outstanding Preference Share capital of the Company whilst the balance 2,43,000 Preference Shares are held by Canara Bank. The Board of Directors in their meeting held on April 7, 2009 noted that the conversion of the Preference Shares under the subscription agreements are currently not in compliance with the SEBI Regulations and do not permit conversion at this point in time and are redeemable in accordance with the terms of the

Preference Shares, provisions of the Companies Act, 1956 and other applicable laws between 2012 – 2015 and that the Company undertakes to comply with the Companies Act, SEBI Regulations and all applicable and relevant provisions of law, regulations and guidelines including any directions or notifications that may be issued by an regulatory authorities in relation to such Preference Shares until redemption of such Preference Shares.

⁽³⁾ The Company forfeited 2,11,899 Equity Shares on January 18, 2008, however, the Company has not cancelled or re-allotted these Equity Shares and such Equity Shares continue to form part of the subscribed and paid up capital of the Company. On October 13, 1982 the Company had forfeited 80,200 Equity Shares, which were subsequently deducted from the issued, subscribed and paid up capital of the Company. However, on forfeiture of the aforementioned Equity Shares, an amount of Rs. 2,45,000 being the amount paid up on such Equity Shares was added to the capital of the Company in its balance sheet as at March 31, 1983.

Changes in the authorised share capital of the Company

1. The Company was incorporated with an authorised share capital of Rs. 75,00,000 divided into 5,00,000 shares of Rs. 15 each. The authorised share capital of the Company was reduced from Rs. 75,00,000 divided into 5,00,000 Equity Shares of Rs. 15 each to Rs. 32,50,000 divided into 5,00,000 Equity Shares of Rs. 6.50 each pursuant to the extraordinary resolution passed by the shareholders of the Company at the EGM held on October 5, 1928 and confirmed as a special resolution on October 26, 1928.
2. The authorised capital of the Company of Rs. 32,50,000 divided into 5,00,000 Equity Shares of Rs. 6.50 each was consolidated into Rs. 32,50,000 divided into 3,25,000 Equity Shares of Rs. 10 each pursuant to the special resolution passed by the shareholders of the Company at the EGM held on October 2, 1936.
3. The authorised capital of the Company was increased from Rs. 32,50,000 divided into 3,25,000 Equity Shares of Rs. 10 each to Rs. 75,00,000 divided into 7,50,000 Equity Shares of Rs. 10 each pursuant to the resolution passed by the shareholders of the Company at the EGM held on October 2, 1936.
4. The authorised capital of the Company was increased from Rs. 75,00,000 divided into 7,50,000 Equity Shares of Rs. 10 each to Rs. 1,50,00,000 divided into 15,00,000 Equity Shares of Rs. 10 each pursuant to the resolution passed by the shareholders of the Company at the EGM held on December 5, 1955.
5. The authorised capital of the Company was increased from Rs. 1,50,00,000 divided into 15,00,000 Equity Shares of Rs. 10 each to Rs. 10,00,00,000 divided into 85,00,000 Equity Shares of Rs. 10 each and 1,50,000 Preference Shares of Rs.100 each pursuant to the resolution passed by the shareholders of the Company at the EGM held on July 26, 1972.
6. The authorised capital of the Company of Rs. 10,00,00,000 divided into 85,00,000 Equity Shares of Rs. 10 each and 1,50,000 Preference Shares of Rs.100 each was increased to Rs. 16,50,00,000 divided into 1,50,00,000 Equity Shares of Rs. 10 each and 1,50,000 Preference Shares of Rs.100 each pursuant to the resolution passed by the shareholders of the Company at the AGM held on September 20, 1985.
7. The authorised capital of the Company of Rs. 16,50,00,000 divided into 1,50,00,000 Equity Shares of Rs. 10 each and 1,50,000 Preference Shares of Rs.100 each was increased to Rs. 51,50,00,000 divided into 5,00,00,000 equity Shares of Rs. 10 each and 1,50,000 Preference Shares of Rs. 100 each pursuant to the resolution passed by the shareholders of the Company at the AGM held on July 29, 1991.
8. The authorised capital of the Company of Rs. 51,50,00,000 divided into 5,00,00,000 Equity Shares of Rs. 10 each and 1,50,000 Preference Shares of Rs. 100 each was increased to Rs. 76,50,00,000 divided into 5,00,00,000 Equity Shares of Rs. 10 each and 26,50,000 Preference Shares of Rs. 100 each pursuant to the resolution passed by the shareholders of the Company at the AGM held on July 27, 1996.
9. The authorised capital of the Company was increased from Rs. 76,50,00,000 divided into 5,00,00,000 Equity Shares of Rs. 10 each and 26,50,000 Preference Shares of Rs. 100 each was increased to Rs. 2,76,50,00,000 divided into 15,00,00,000 Equity Share of Rs. 10 each and 1,26,50,000 Preference Share of Rs. 100 each pursuant to the resolution passed by the shareholders of the Company at the EGM held on June 26, 1999.
10. The authorised capital of the Company of Rs. 2,76,50,00,000 divided into 15,00,00,000 Equity Shares of Rs.10 each and 1,26,50,000 Preference Shares of Rs. 100 each was increased to Rs. 3,26,50,00,000 divided into 20,00,00,000 Equity Shares of Rs. 10 each and 1,26,50,000 Preference Shares of Rs. 100 each pursuant to the resolution passed by the shareholders of the Company at the AGM held on July 11, 2006.
11. The authorised capital of the Company of Rs. 3,26,50,00,000 divided into 20,00,00,000 Equity Shares of Rs. 10 each and 1,26,50,000 Preference Shares of Rs. 100 each was increased to Rs. 4,26,50,00,000 divided into 30,00,00,000 Equity Shares of Rs. 10 each and 1,26,50,000 Preference Shares of Rs. 100 each pursuant to resolution passed by the shareholders of the Company through a postal ballot on May 27, 2009.

Notes to Capital Structure

1. Share Capital History of the Company

(a). Build-up of Equity Share Capital

Date of Allotment of Equity Shares	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Issued Capital (Rs.)	Cumulative no. of Equity Shares Allotted	Cumulative paid-up capital	Nature of Consideration	Reasons
May 5, 1920	3,80,000	15	15	57,00,000	3,80,000	57,00,000	Cash	Subscription to the Memorandum of Association
August 27, 1920	1,20,000	15	15	18,00,000	5,00,000	75,00,000	Cash	Allotment
October 26, 1928	N.A.	6.50	N.A.	N.A.	5,00,000	32,50,000 *	N.A.	Reduction of face value of Equity Shares to Rs. 6.50
October 2, 1936	3,25,000	10**	N.A.	32,50,000	3,25,000**	32,50,000	N.A.	Increase of face value of Equity Shares to Rs. 10
November 6, 1936	4,25,000	10	10	42,50,000	7,50,000	75,00,000	Bonus Issue to BOC and TSL in the ratio of their shareholding i.e. 2:1	Bonus
December 5, 1955	5,00,000	10	10	50,00,000	12,50,000	1,25,00,000	Bonus Issue to BOC and TSL in the ratio of their shareholding i.e. 2:1	Bonus
April 30, 1975	10,00,000	10	10	1,00,00,000	22,50,000	2,25,00,000	Bonus Issue to BOC and TSL in the ratio of their shareholding i.e. 2:1	Bonus
October 21, 1975	37,50,000	10	10	3,75,00,000	60,00,000	6,00,00,000	Cash	Initial Public Offer
May 30, 1981	10,00,000	10	10	1,00,00,000	70,00,000	7,00,00,000	Cash	Loan converted into Equity Shares and Allotment made to IDBI, ICICI, IFCI and UTI
June 2, 1981	2,00,000	10	10	20,00,000	72,00,000	7,20,00,000	Cash	Loan converted into Equity Shares and Allotment made to LIC
October 13, 1982	(80,200)	10	N.A.	N.A.	71,19,800	7,14,43,000	N.A.	Forfeiture of shares
February 21, 1986	30,00,000	10	10	3,00,00,000	1,01,19,800	10,14,43,000	Cash	Loan converted into Equity Shares and Allotment made to IDBI, ICICI, IFCI, LIC, UTI and TSL
August 1, 1993	51,76,750	10	50	5,17,67,500	1,52,96,550	15,32,10,500	Cash	Conversion of fully convertible debentures into Equity Shares as per the conditions in the letter of offer of debentures
January 8, 1994	1,03,53,500	10	50	10,35,35,000	2,56,50,050	25,67,45,500	Cash	Conversion of fully convertible debentures into Equity Shares as per the conditions in the letter of offer of debentures
October 28, 1994	33,00,000	10	50	3,30,00,000	2,89,50,050	28,97,45,500	Cash	Issued on private placement basis***
March 15, 1996	38,150	10	10	3,81,500	2,89,88,200	29,01,27,000	Cash	Loan converted into Equity Shares and Allotment made to IDBI and ICICI
January 23, 1997	17,600	10	10	1,76,000	2,90,05,800	29,03,03,000	Cash	Loan converted into Equity Shares and Allotment made LIC and IFCI
January 18, 2008	(2,11,899)	10	N.A.	N.A.	2,87,93,901	28,92,43,000	N.A.	Forfeiture of shares

* Face value of Company's Equity Shares reduced from Rs. 15 each to Rs. 6.50 per Equity Share for the purpose of writing off accumulated losses of the Company.

** By a resolution passed by the Board of Directors of the Company on September 11, 1936 the 5,00,000 issued shares of Rs. 6.50 each were consolidated so that every 20 such shares constituted one fully-paid share of Rs. 130/- each. By another resolution passed on September 11, 1936 and confirmed as a special resolution on October 2, 1936 each of 25,000 shares of Rs. 130 each resulting from the aforesaid consolidation was divided into 13 fully-paid shares of Rs. 10 each.

*** Equity Shares allotted on private placement basis to UTI, UTI (A/c Vecaus), LIC, Stock Holding Corporation of India, ICICI, ICICI Securities and Finance Company Limited, Hathway Investment Private Limited, Investment Corporation of India Limited and Investa Limited.

(b). *Build-up of Preference Share Capital*

Year/Date of Allotment of Preference Shares	No. of Preference Shares Allotted	Face Value (Rs.)	Issue/Acquisition Price (Rs.)	Issued Capital (Rs.)	Cumulative no. of Preference Shares Allotted	Cumulative paid-up preference share capital (In Rs.)	Nature of Consideration	Reasons for allotment
June 26, 1999	66,00,000	100	100	66,00,00,000	66,00,000	66,00,00,000	Cash	Financial Restructuring
June 26, 1999	16,07,000	100	100	16,07,00,000	82,07,000	82,07,00,000	Cash	Financial Restructuring
January 20, 2000	13,10,000	100	100	13,10,00,000	95,17,000	95,17,00,000	Cash	Financial Restructuring
January 20, 2000	9,08,000	100	100	9,08,00,000	1,04,25,000	1,04,25,00,000	Cash	Financial Restructuring
March 22, 2000	1,46,000	100	100	1,46,00,000	1,05,71,000	1,05,71,00,000	Cash	Financial Restructuring
March 22, 2000	1,55,000	100	100	1,55,00,000	1,07,26,000	1,07,26,00,000	Cash	Financial Restructuring
April 27, 2000	2,43,000	100	100	2,43,00,000	1,09,69,000	1,09,69,00,000	Cash	Financial Restructuring
October 30, 2000	2,64,000	100	100	2,64,00,000	1,12,33,000	1,12,33,00,000	Cash	Financial Restructuring

2. **Build-up and utilisation of Securities Premium Account**

Financial Year/ Date	Particulars	No. of Equity Shares	Premium per Share (Rs.)	Amount (In Rs. lakhs)	Cumulative Amount (In Rs. lakhs)
1993-94	Conversion of 15% Fully Convertible Debentures issued on Rights basis	1,52,70,950	40	6,108.38	6,108.38
October 28, 1994	Shares issued on private placement basis	33,00,000	40	1,320.00	7,428.38
1994-95	Premium received from calls in arrear	1,35,725	40	54.29	7,482.67
1995-96	Premium received from calls in arrear	2,350	40	0.94	7,483.61
2003-04	Securities Premium Account utilised for setting off against accumulated losses vide resolution dated July 26, 2003	NA	NA	(7,483.61)	Nil
2007-08	Premium received from calls in arrear	20,600	40	8.24	8.24

3. **Shareholding Pattern of the Company as on August 31, 2009:**

a) *Equity Shares*

S.No.	Category of shareholder	Pre-Issue Share Capital							Post-Issue Share Capital and on conversion of FCDs			
		Number of shareholders	Total number of shares	Number of shares held in demat form	Total shareholding as a % of total number of shares		Shares pledged or otherwise encumbered		No. of Equity Shares held post Issue and before conversion of FCDs*	% of post Issue capital post Issue*	No. of Equity Shares after conversion of FCDs**	% of post Issue capital after conversion of FCDs**
					As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a %				
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*100				
(A)	Promoter and Promoter Group											
(I)	INDIAN											
(a)	Indian Individuals/ Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00	0	0	0	0
(b)	Central Government/ State	0	0	0	0.00	0.00	0	0.00	0	0	0	0

S.No.	Category of shareholder	Pre-Issue Share Capital							Post-Issue Share Capital and on conversion of FCDs			
		Number of shareholders	Total number of shares	Number of shares held in demat form	Total shareholding as a % of total number of shares		Shares pledged or otherwise encumbered		No. of Equity Shares held post Issue and before conversion of FCDs*	% of post Issue capital post Issue*	No. of Equity Shares after conversion of FCDs**	% of post Issue capital after conversion of FCDs**
					As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a %				
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*100				
	Government											
(c)	Body Corporate	3	93,11,111	93,10,861	32.34	32.34	0	0.00	2,32,77,777	32.34	3,38,58,584	32.34
(d)	Financial Institution/ Banks	0	0	0	0.00	0.00	0	0.00				
(e)	Any other	0	0	0	0.00	0.00	0	0.00				
	Sub Total (A) (1)	3	93,11,111	93,10,861	32.34	32.34	0	0.00	2,32,77,777	32.34	3,38,58,584	32.34
(2)	Foreign											
a	Individuals (Non Resident Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00	0	0	0	0
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00	0	0	0	0
c	Institution	0	0	0	0.00	0.00	0	0.00	0	0	0	0
d	Any Other	0	0	0	0.00	0.00	0	0.00	0	0	0	0
	Sub Total (A) (2)	0	0	0	0.00	0.00	0	0.00	0	0	0	0
	Total Shareholding of Promoter and Promoter Group A= (A) (1) + (A) (2)	3	93,11,111	93,10,861	32.34	32.34	0	0.00	2,32,77,777	32.34	3,38,58,584	32.34
(B)	Public Shareholding						NA	NA				
(I)	Institutions						-	-				
a	Mutual Funds & UTI	4	9,317	0	0.03	0.03	-	-	23,292	0.03	33,879	0.03
b	Financial Institutions/ Banks	19	5,50,485	5,46,085	1.91	1.91	-	-	13,76,213	1.91	20,01,764	1.91
c	Central Government/ State Government(s)	0	0	0	0.00	0.00	-	-	0	0	0	0
d	Venture Capital Funds	0	0	0	0.00	0.00	-	-	0	0	0	0
e	Insurance Companies	6	23,01,615	22,99,965	7.99	7.99	-	-	57,54,038	7.99	83,69,508	7.99
f	Foreign Institutional Investors	2	39,093	39,093	0.14	0.14	-	-	97,732	0.14	1,42,156	0.14
g	Foreign Venture Capital Investors	0	0	0	0.00	0.00	-	-	0	0	0	0
h	Others	0	0	0	0.00	0.00	-	-	0	0	0	0
	Sub Total (B) (1)	31	29,00,510	28,85,143	10.07	10.07	-	-	72,51,275	10.07	1,05,47,307	10.07
(2)	Non Institution											
a	Bodies Corporate	907	67,48,224	66,96,483	23.44	23.44	-	-	1,68,70,560	23.44	2,45,38,996	23.44
b	i) individuals shareholders holding nominal share capital up to Rs. 1 lakh	24,516	75,87,873	58,04,694	26.35	26.35	-	-	1,89,69,683	26.35	2,75,92,272	26.35
	ii) individuals shareholders holding nominal share capital excess of Rs. 1 lakh	72	22,42,404	22,42,404	7.79	7.79	-	-	56,06,010	7.79	81,54,195	7.79
c	Any others (Trusts)											
	i) Directors and their relatives	0	0	0	0	0	-	-	0	0	0	0
	ii) Trusts	7	3,779	3,779	0.01	0.01	-	-	9,447	0.01	13,739	0.01
	Sub Total (B) (2)	25,502	1,65,82,280	1,48,47,360	57.59	57.59	-	-	4,14,55,700	57.59	60,299,202	57.59
	Total Public shareholding B = (B)(1) + (B) (2)	25,533	1,94,82,790	1,77,32,503	67.66	67.66	-	-	4,87,06,975	67.66	7,08,46,509	67.66
	Total Public shareholding (A) + (B)	25,536	2,87,93,901	2,70,43,364	100.00	100.00	-	-	71,984,752	100.00	10,47,05,093	100.00
(C)	Shares held by custodians and against which depository receipts have been issued	0	0	0	0.00	0.00	-	-	0	0	0	0
	Grand Total (A) + (B) + (C)	25,536	2,87,93,901	2,70,43,364	100.00	100.00			7,19,84,752	100.00	10,47,05,093	100.00

* On the assumption that all shareholders will subscribe to their full entitlement of Equity Shares

** On the assumption that all shareholders have subscribed to their full entitlement of FCDs and all such FCDs will be converted to Equity Shares on the Conversion Date at the Conversion Price

b) *Preference Shares*

Sr. No.	Name of Preference Shareholder	Number of Preference Shares held	% of Preference Shares
1.	TSL	1,09,90,000	97.84
2.	Canara Bank	2,43,000	2.16
	Total	1,12,33,000	100.00

4. The Promoter has confirmed that they intend to subscribe to the full extent of their rights entitlement in the Issue. Subject to compliance with the Takeover Code, the Promoter has reserved its right to subscribe to the Securities being offered in this Issue by subscribing by way of renunciation, if any, made by the Promoter Group. The Promoter has provided an undertaking, dated April 7, 2009 to the Company to apply for additional Securities in the Issue, such that at least 90% of the Issue is subscribed. As a result of this subscription and consequent allotment the Promoter may acquire Securities over and above their rights entitlement in the Issue, which may result in an increase of the Promoter's shareholding being above its current shareholding with the rights entitlement of Equity Shares and FCDs under the Issue and allotment of Equity Shares on conversion of FCDs. This subscription and acquisition of additional Securities by the Promoter through this Issue, if any, and allotment of Equity Shares on conversion of FCDs will not result in change of control of the management of the Company and shall be exempt in terms of the proviso to Regulation 3(1)(b)(ii) of the Takeover Code. As such, there is no intention other than meeting the requirements indicated in the section on "Objects of the Issue" on page 59 of the Letter of Offer, there is no other intention/purpose for this Issue, including no intention to de-list the Company, even if, as a result of allotments to Promoter in this Issue, the Promoter's shareholding in the Company exceeds its current shareholding. The Promoter shall subscribe to the above mentioned unsubscribed portion as per the relevant provisions of law. Pursuant to this allotment to the Promoter of any unsubscribed portion, over and above their rights entitlement, the Company and the Promoter undertake to comply with the Listing Agreement and other applicable laws.

The Company is in compliance with Clause 40A of the Listing Agreement and is required to maintain public shareholding of at least 25% of the total number of its listed Equity Shares.

5. If the Company does not receive minimum subscription of 90% of the issue of Equity Shares and FCDs separately or the subscription level falls below 90% after the closure of the Issue on account of cheques having being returned unpaid or withdrawal of applications, the Company shall forthwith refund the entire subscription amount received within fifteen (15) days from the date of the closure of the Issue. If there is a delay in refund of the subscription amount beyond eight days from the date the Company becomes liable to pay such amount (i.e. fifteen (15) days after closure of the Issue), the Company shall pay interest for the delayed period as prescribed under Section 73 of the Companies Act, 1956.

6. **Details of the shareholding of the Promoter, Promoter Group and the directors of the Promoter as on August 31, 2009:**

Name of entities	No. of Shares	% of Pre-Issue share capital
TSL	88,75,000	30.82
Kalimati Investment Company Limited (Promoter Group)	4,35,861	1.52
Ewart Investments Limited (Promoter Group of TSL)	250	0.00
Total	93,11,111	32.34

7. Shareholders holding more than 1% of the share capital of the Company as of August 31, 2009

Sr. No.	Name of Shareholder	Number of Equity Shares held	% of Equity Shares
1.	TSL	88,75,000	30.82
2.	Kalimati Investment Company Limited (Promoter Group)	4,35,861	1.52
3.	Patton International Limited	30,09,253	10.45
4.	Life Insurance Corporation of India	22,19,215	7.71
5.	Lok Prakashan Limited	15,43,847	5.36
6.	IFCI Limited	5,44,460	1.89
	Total	1,66,27,636	57.75

8. There have been no transactions in Equity Shares by the Promoter and Promoter Group in the last six months.

9. Top Ten Shareholders

(a) Top ten shareholders of the Company as of the date of the Letter of Offer:

Name of the shareholders	Total Shares	Percentage of pre issue capital (%)
TSL	88,75,000	30.82
Patton International Limited	30,09,253	10.45
LIC	22,19,215	7.71
Lok Prakashan Limited	15,43,847	5.36
IFCI Limited	5,44,460	1.89
Kalimati Investment Company Limited	4,35,861	1.51
Religare Securities Limited	2,59,216	0.90
Sanjay Budhia	1,95,863	0.68
Patton Limited	1,63,638	0.57
Kewal Kumar Vohra	1,52,770	0.53
TOTAL	1,73,99,123	60.43

(b) Top ten shareholders as of 10 days prior to the date of the Letter of Offer:

Name of the shareholders	Total Shares	Percentage of pre issue capital (%)
TSL	88,75,000	30.82
Patton International Limited	30,14,253	10.47
LIC	22,19,215	7.71
Lok Prakashan Limited	15,43,847	5.36
IFCI Limited	5,47,000	1.90
Kalimati Investment Company Limited	4,35,861	1.51
Religare Securities Limited	2,38,726	0.83
Sanjay Budhia	1,95,863	0.68
Patton Limited	1,63,638	0.57
Vimal Sagarmal Jain	1,55,700	0.54
TOTAL	1,73,89,103	60.39

(c) Top ten shareholders as of two years prior to the date of filing of the Letter of Offer i.e. September 3, 2007

Name of the shareholders	Total Shares	Percentage of pre issue capital (%)
TSL	88,75,000	30.60
Patton International Limited	24,85,988	8.57
LIC	22,19,215	7.65
Lok Prakashan Limited	15,43,847	5.32
IFCI Limited	5,64,000	1.94
Patton Limited	5,19,221	1.79
Kalimati Investment Company Limited	3,73,661	1.29
Destiny Securities Limited	3,50,000	1.21
Sanjay Budhia	2,19,411	0.76
Tara Chand Jain	1,49,085	0.51
TOTAL	1,72,99,428	59.64

10. The Company has not made any public offering of its Equity Shares in the two years immediately preceding the date of filing the Letter of Offer.
11. Total number of members of the Company as of August 31, 2009 was 25,536.
12. The present Issue being a Rights Issue, as per extant SEBI Regulations, the requirement of promoters' contribution and lock-in are not applicable.

13. The Company has not issued any Equity Shares or granted any options under any scheme of employees' stock option or employees' stock purchase.
14. The Company has entered into a bridge loan facility with HDFC Limited on March 30, 2009 upto Rs. 2,500 lakhs and with HSBC Limited on August 31, 2009 upto Rs. 5,000 lakhs as part of its investments in establishing CRM – II which will be repaid from the Net Proceeds of the Issue. For further details please see "Objects of Issue" and "Description of Certain Indebtedness" on page 59 and 206 of the Letter of Offer respectively.
15. Except as disclosed in the Letter of Offer, the Directors of the Company or Lead Managers to the Issue have not entered into any buy-back, standby or similar arrangements for Securities being issued through the Letter of Offer.
16. At any given time, there shall be only one denomination of the Equity Shares of the Company.
17. Except as disclosed in the Letter of Offer, the Equity Shareholders of the Company do not hold any warrant, option or convertible loan or debenture, which would entitle them to acquire further Equity Shares in the Company.
18. No further issue of capital by way of issue of bonus shares, preferential allotment, rights issue or public issue or in any other manner which will affect the equity capital of the Company, shall be made during the period commencing from the filing of the Letter of Offer with the SEBI and the date on which the securities issued under the Letter of Offer are listed or application moneys are refunded on account of failure of the Issue. Further, other than as disclosed in the Letter of Offer, presently the Company does not have any intention to alter the equity capital structure by way of split/ consolidation of the denomination of the shares or issue of shares on a preferential basis or issue of bonus or rights or public issue of shares or any other securities within a period of six months from the date of opening of the Issue.
19. The Securities are being offered in this Issue on a fully-paid up basis.
20. The Issue will remain open for at least 15 days. However, the Board or a duly authorised committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date.

For further details please refer to the Letter of Offer.

OBJECTS OF THE ISSUE

The objects of the Issue are to: (a) repay a long term loan availed from TSL for establishment and installation of a second electrolytic tinning line at the Company's facility at Jamshedpur and (b) incur capital expenditure for establishing a second cold rolling mill facility ("CRM – II") at the Company's facility in Jamshedpur.

The net proceeds of the Issue, after deduction of issue expenses, are estimated to be approximately Rs. 37,092.07 lakhs.

The main objects clause of our Memorandum of Association enables the Company to undertake the existing activities and the activities for which funds are being raised through this Issue.

Proceeds of the Issue: The details of proceeds of the Issue are summarised in the following table:

(In Rs. lakhs)

S. No	Description	Amount	
1.	Gross proceeds of the Issue		37,432.07
	Issue of Equity Shares	19,435.88	
	Issue of Fully Convertible Debentures	17,996.19	
2.	Issue Expenses		340.00
3.	Net proceeds of the Issue		37,092.07

The details of the utilisation of the Net Proceeds of the Issue will be in accordance with the table set forth below:

(In Rs. lakhs)

Particulars	Fiscal 2010
Capital expenditure in establishing CRM – II *	
• Amount to be deployed	10,863.27
• Repayment of bridge loan from HDFC Limited **	2,500.00
• Repayment of bridge loan from HSBC Limited **	5,000.00

Particulars	Fiscal 2010
• Repayment of funds deployed by TSL on CRM -II***	728.80
Repayment of long term loan from TSL	18,000.00
Total	32,092.07

*The total project cost in establishing CRM – II is Rs. 45,858 lakhs of which Rs. 25,000 lakhs is being funded through loans from various banks whilst Rs. 19,092.07 lakhs is proposed to be funded from the Net Proceeds of the Issue and the balance is being funded through internal accruals. The Company has entered into term loan facilities with Allahabad Bank, State Bank of Patiala and State Bank of Hyderabad for an amount aggregating Rs. 25,000 lakhs towards establishment of CRM-II. Details of these term loan facilities are set forth in the section “Description of Certain Indebtedness” on page 206 of the Letter of Offer.

** The Company has deployed Rs. 11,372.61 lakhs towards establishment of CRM – II as at August 31, 2009 including Rs. 2,500 lakhs availed under a bridge loan facility from HDFC Limited and Rs. 5,000 lakhs availed under another bridge loan facility from HSBC Limited which will be repaid from the Net Proceeds of the Issue. Price Waterhouse, the statutory auditor of the Company by their certificate dated September 2, 2009 has certified the deployment of Rs. 11,372.61 lakhs towards establishment of CRM-II as at August 31, 2009.

***TSL has deployed funds of Rs. 728.80 lakhs towards CRM-II on behalf of the Company as certified by P. K. Barman & Co., Chartered Accountant, in their letter dated August 22, 2009, which will be repaid by the Company from the Net Proceeds of the Issue and is included in the Company’s proposed capital expenditure of Rs. 19,092.07 lakhs as mentioned in the table above for establishing CRM-II.

The fund requirements and deployment of the funds mentioned above are based on internal management estimates and vendor quotations and have not been appraised by any bank or financial institution. The fund requirements mentioned above are based on the Company’s current business plan for the expansion of its business. The Company may have to revise its expenditure and fund requirements as a result of variations in cost estimates on account of variety of factors such as changes in strategy, financial condition and business as well as external factors which may not be within the control of its management and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of its management.

In case of a shortfall in raising requisite capital from the net proceeds from the Issue towards meeting the objects of the Issue, the Company may explore a range of options including utilising its internal accruals, seeking additional debt from existing and future lenders. The Company believes that such alternative arrangements would be available to fund any such shortfall.

The proceeds of the Issue will not be utilised to fund activities that are subject to U.S. and E.U. economic sanctions or export controls.

Details of the Objects of the Issue

1. Repayment of loan availed from TSL

The Company had received an amount of Rs. 18,000 lakhs between Fiscal 2008 and Fiscal 2009 from TSL as inter-corporate deposits complying with the provisions of the Companies Act and other applicable laws, which was converted into a long term loan facility aggregating Rs. 18,500 lakhs on March 25, 2009 (“**Loan Agreement**”). The amount availed under the inter-corporate deposits (now the Loan Agreement) was utilised by the Company towards establishment and installation of a second electrolytic tinning line (“**ETL – II**”) at its facility in Jamshedpur which was commissioned on October 1, 2008 and has a capacity of 2,00,000 tpa. The Company’s combined electrolytic tinning capacity is currently 3,79,000 tpa. The total project cost for installation and commission of ETL – II was Rs. 20,003 lakhs (as at June 30, 2009) of which Rs. 18,000 lakhs was funded through the inter-corporate deposits (now the Loan Agreement), whilst the balance amount of Rs. 2,003 lakhs was funded through internal accruals. A portion of the net proceeds of the Issue aggregating Rs. 18,000 lakhs will be utilised to repay the outstanding amount availed under the Loan Agreement and will not be utilized to defray any costs or expenditure incurred on installation and commission of ETL – II.

Loan Agreement:

The Company has availed the loan from TSL in accordance with the Loan Agreement *inter alia* under the following terms:

- A. **Amount:** Rs. 18,500 lakhs
- B. **Rate of Interest:** 13% per annum payable quarterly

C. **Repayment:** In accordance with the terms of the Loan Agreement, the Company shall repay the entire loan availed within 3 years from the date of the Loan Agreement (March 25, 2009). However, in the event the Company makes a rights issue to its existing shareholders, a portion of the proceeds of the rights issue shall first be utilised for repayment of the loan.

D. **Security:** The loan is secured on a *pari passu* basis by:

- a) a first mortgage and charge in favour of TSL all the Company's immovable properties situated at Golmuri, Jamshedpur, Jharkhand, both present and future, excluding residential properties
- b) a first charge by way of hypothecation in favour of TSL of all the Company's movables situated at Golmuri, Jamshedpur, Jharkhand including movable machinery, machinery spares, tools and accessories, both present and future; and
- c) a second charge on the Company's stocks of raw material, semi-finished and finished goods, consumable stores, receivables and book debts and other movables.

Negative Pledge and Negative Lien: Unless otherwise agreed upon by TSL, the Company shall not create or permit any mortgage, charge, lien or other encumbrance over any of properties or assets.

2. Capital Expenditure for establishment of CRM – II

The Company proposes to establish CRM – II at its facilities in Jamshedpur in order to cater to the enhanced tinplate production capacity of 3,79,000 tpa. The Company proposes to commission CRM – II by second half of Fiscal 2011. The Company expects to incur Rs. 45,858 lakhs towards total capital expenditure for installation and commission of CRM – II. The Company had conducted a feasibility study for this project with M. N. Dastur and Company (P) Limited, Consulting Engineers, an Independent Consultant. The Company proposes to fund this project by utilising a portion of the net proceeds of the Issue aggregating Rs. 19,092.07 lakhs as well as through debt financing of Rs. 25,000 lakhs and internal accruals. The Company's financing arrangements for CRM – II are set forth below:

(In Rs. lakhs)		
Sr. No.	Source of Finance*	Amount
1.	Net proceeds of the Issue	19,092.07
2.	Debt financing**	25,000.00
3.	Internal accruals	1,765.93

*The Company has deployed Rs. 11,372.61 lakhs towards establishment of CRM – II as at August 31, 2009 including Rs. 2,500 lakhs availed under a bridge loan facility from HDFC Limited and Rs. 5,000 lakhs availed under a bridge loan facility from HSBC Limited which will be repaid from the Net Proceeds of the Issue. Price Waterhouse, the statutory auditor of the Company by their certificate dated September 2, 2009 has certified the deployment of Rs.11,372.61 lakhs towards establishment of CRM-II as at August 31, 2009. TSL has also deployed funds of Rs. 728.80 lakhs towards CRM – II on behalf of the Company as certified by P. K. Barman & Co., Chartered Accountant, in their letter dated August 22, 2009 which will be repaid by the Company from the Net Proceeds of the Issue and is included in the Company's proposed expenditure of Rs. 19,092.07 lakhs as mentioned in the table above for investments in establishing CRM – II.

**The Company has entered into term loan facilities with Allahabad Bank (Rs. 10,000 lakhs), State Bank of Patiala (Rs. 5,000 lakhs) and State Bank of Hyderabad (Rs. 10,000 lakhs) for an amount aggregating Rs. 25,000 lakhs towards establishment of CRM-II. Details of these term loan facilities are set forth in the section "Description of Certain Indebtedness" on page 206 of the Letter of Offer.

In view of the above arrangement, the Company confirms that firm arrangements of finance through verifiable means towards 75% of the stated means of finance for this object, excluding the amount to be raised through the Net Proceeds of the Issue have been made.

The details of the total proposed expenditure for establishment of CRM – II, of which Rs. 19,092.07 lakhs are proposed to be utilised out of the Net Proceeds of the Issue, are set forth in the table below:

Sr. No.	Particulars	Total Estimated Cost (Rs.)
1.	Machinery / Equipment	32,497
2.	Factory building construction	7,811
3.	Electrical fittings	3,400
4.	Other miscellaneous expenses	450
5.	Contingencies	1,700
	Total	45,858[#]

[#] The Company has deployed Rs. 11,372.61 lakhs towards establishment of CRM – II as at August 31, 2009 including Rs. 2,500 lakhs availed under a bridge loan facility from HDFC Limited and Rs. 5,000 lakhs availed under another bridge loan facility from HSBC

Limited which will be repaid from the Net Proceeds of the Issue. Price Waterhouse, the statutory auditor of the Company by their certificate dated September 2, 2009 has certified the deployment of Rs. 11,372.61 lakhs towards establishment of CRM-II as at August 31, 2009. TSL has also deployed funds of Rs. 728.80 lakhs towards CRM – II as certified by P. K. Barman & Co., Chartered Accountant, in their letter dated August 22, 2009 which will be repaid by the Company from the Net Proceeds of the Issue and is included in the Company's proposed expenditure of Rs. 19,092.07 lakhs.

Machinery/Equipment: The Company proposes to install certain machinery/equipment for setting up CRM – II at its facility in Jamshedpur. The Company shall incur a total expenditure of approximately Rs. 32,497 lakhs towards procurement of machinery/equipment a portion of which may be funded from the Net Proceeds of the Issue. The tables below set forth details of such machinery/equipment (a) for which contracts have been entered into with relevant vendors for purchase of such equipment and (b) for which quotations have been received from various vendors. The Company may obtain fresh quotations at the time of actual placement of the order for the respective equipment, where applicable.

The Company has entered into contracts with various vendors for purchase of the following equipment/machinery and has also placed orders in certain cases. For details, please refer Letter of Offer.

The Company is also procuring a roll grinder from Corus, Norway for an amount aggregating Rs. 1,124 lakhs for which the Company participated in a bidding process in March 2009. Additionally, on the basis of its internal estimates, the Company has proposed an expenditure of Rs. 4,150 lakhs towards various miscellaneous items in relation to equipment/machinery out of which orders in respect of Rs. 1,540 lakhs have already been placed. Of Rs. 32,497 lakhs of proposed expenditure towards machinery and equipment for CRM – II ("Machinery Expenditure Amount"), the Company is yet to place orders for machinery and equipment aggregating to Rs. 4,971 lakhs or 15% of the Machinery Expenditure Amount.

The Company proposes to procure certain second hand machinery for CRM – II. The details of such second hand machinery are set forth below:

- (i) **Imported Temper Mill:** The temper mill was originally installed in 1964 at works of BlueScope Steel in Port Kembla, Australia. The temper mill has been refurbished and upgraded twice in the past and will be further upgraded and refurbished before installation at the Company's facility in Jamshedpur. The Company has estimated that after such refurbishment, the expected life of the temper mill is approximately 15 years.
- (ii) **Roll Grinder:** The roll grinder was originally installed in 1960 at Corus's works in Bergen, Norway. The roll grinder was upgraded in 1997 and will be further upgraded and refurbished before installation at the Company's facility in Jamshedpur. The Company has estimated that after such refurbishment, the expected life of the roll grinder is approximately 15 years.

Factory building construction: The Company proposes to construct a factory building in relation to its CRM – II project in its manufacturing facility at Jamshedpur. The Company on the basis of its internal appraisals estimates the cost to be Rs. 7,811 lakhs based on quotations received from contractors, a portion of which may be funded from the Net Proceeds of the Issue. The factory building will be constructed over an area of 12,500 sq. mtrs.

Electrical fittings: The Company proposes to incur a cost of Rs. 3,400 lakhs towards installation of electrical infrastructure in the factory building a portion of which may be funded from the Net Proceeds of the Issue. This estimate is based on various estimates and quotations obtained to the Company.

Other miscellaneous expenses: For operationalisation of the proposed CRM – II complex, the Company will incur expenditure towards furniture, interior fittings and other related expenses. The Company expects this expenditure to be Rs. 450 lakhs a portion of which may be funded from the Net Proceeds of the Issue.

Contingencies: The Company has provided Rs. 1,700 lakhs towards any contingencies that may arise during implementation and operationalisation of the CRM – II project including increases in cost, equipment and construction materials.

The Promoter or the Directors or the Promoter Group entities do not have any interest in the proposed procurement of any equipment/machinery as stated above. Except for the proposed procurement of equipment from Corus (subsidiary of TSL) from whom the Company has obtained quotations, the Promoter does not have any interest in any other entities from whom the Company has obtained quotations for such equipment/machinery.

For details in relation to Government approvals, see the section on "Government Approvals" on page 282 of the Letter of Offer.

Issue Expenses

Issue related expenses include, among others, Lead Managers fees, printing and distribution expenses, legal fees, advertisement

expenses and registrar and depository fees. The estimated Issue related expenses are as follows:

(In Rs. lakhs)

Activity	Expenses
Fees of Lead Managers, Registrar to Issue, legal advisor and other advisors and consultants	215.08
Advertising expenses	8.00
Printing and stationery, distribution, postage etc.	17.50
Others	99.42
Total estimated Issue expenses	340.00

Security

The FCDs, payment of remuneration of the Trustees, all fees, costs, charges, expenses and all other monies payable in respect thereof, will be secured by a *pari passu* charge in favour of the Trustees in such form and manner as may be decided in consultation with the Trustees on all or part of the immoveable properties of the Company as well as a charge on all or part of the moveable properties of the Company. All monies to be secured, will as between the holders of the FCDs inter-se rank *pari passu* without any preference or priority whatsoever on account of date of issue or allotment or otherwise.

The Company will undertake to furnish to the Trustees additional security as may be required by the Trustees by way of hypothecation on current assets, pledge of securities, shares, investments or mortgage of immoveable properties after making out a clear and marketable title thereto to the satisfaction of the Trustees and after obtaining all such consents as necessary for creation of additional security for the FCDs.

Interim Use of Issue Proceeds

The management of the Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilisation of the net Issue proceeds for the purposes described above, the Company intends to temporarily invest the funds in high quality debt instruments including deposits with banks or mutual funds. Such investments will be approved by the Board or its committee from time to time, in accordance with its investment policies.

Bridge Financing Facilities

The Company has deployed Rs. 8,797.62 lakhs towards establishment of CRM – II as at July 31, 2009 including Rs. 2,500 lakhs availed under a bridge loan facility from HDFC Limited as certified by the statutory auditor of the Company, Price Waterhouse, by their certificate dated July 31, 2009. The Company has availed another bridge loan facility from HSBC Limited aggregating to Rs. 5,000 lakhs as part of its investments in establishing CRM – II which will be repaid from the Net Proceeds of the Issue. For further details see “Description of Certain Indebtedness” on page 206 of the Letter of Offer.

Monitoring of Utilisation of Funds

There is no requirement for appointment of a monitoring agency. The Company’s Board shall monitor the utilisation of the proceeds of the Issue. The Company will disclose the utilisation of the proceeds of the Issue in its balance sheet for the applicable fiscal periods under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilised, thereby also indicating investments, if any, of such unutilised net Issue proceeds.

In accordance with the terms of Regulation 15(1A) of the Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993, as amended the Debenture Trustee shall monitor utilisation of funds raised from the issue of FCDs. The Debenture Trustee through a letter dated May 27, 2009 has indicated to the Company that for monitoring the utilisation of funds raised from the issue of the FCDs it would require the statutory auditor’s certificate on a quarterly basis.

Pursuant to clause 49 of the Listing Agreement, the Company shall on a quarterly basis disclose to the Audit Committee the uses and applications of the proceeds of the Issue. On an annual basis, the Company shall prepare a statement of funds utilised for purposes other than those stated in the Letter of Offer and place it before the Audit Committee. Such disclosure shall be made only until such time that all the proceeds of the Issue have been utilised in full. The statement shall be certified by the statutory auditors of the Company. Furthermore, in accordance with clause 43A of the Listing Agreement the Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations if any, in the utilisation of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

No part of the Issue proceeds will be paid by the Company as consideration to the Promoter, the Directors, the Company's key managerial personnel or the Promoter Group except in the usual course of business and as disclosed above.

For further details please refer to the Letter of Offer.

BASIS FOR ISSUE PRICE

The Issue Price for the Equity Shares and FCDs has been determined by the Board of Directors. Investors should also refer to the sections "Risk Factors" and "Auditor's Report" beginning on pages xii and 137, respectively, of the Letter of Offer to get a more informed view before making any investment decision. Please refer to the financial statements of the Company as stated in the Letter of Offer.

Qualitative factors: For details, please refer Letter of Offer

Quantitative Factors

1. Basic and diluted earning per equity share (EPS) of face value of Rs. 10

Year	Basic and diluted EPS (Rs.)	Weight
Fiscal 2007.....	9.22	1
Fiscal 2008.....	2.35	2
Fiscal 2009.....	9.95	3
Weighted Average	7.30	

Note: (i) Basic and diluted EPS has been calculated in accordance with the following formula: (adjusted net profit after tax, as restated/ (weighted average number of Equity Shares outstanding during the year), (ii) Adjusted net profit after tax, as restated and appearing in the restated financial statements has been considered for purposes of computing the above ratio.

In keeping with the applicable Accounting Standard, Earning Per Share (EPS) for the year ended March 31, 2006 and March 31, 2009 have been calculated after considering proposed dividend on the aforesaid Non Cumulative Preference Shares provided for in the related annual financial statements; whereas no such dividend has been provided for and considered in calculation of EPS in respect of other years/period. Accordingly:

- For Fiscal 2006, profit after tax has been arrived at after deducting dividend on Preference Shares and dividend tax thereon amounting to Rs 1,404.13 lakhs and Rs 196.93 lakhs respectively.
- For Fiscal 2009, profit after tax has been arrived at after deducting dividend on Preference Shares and dividend tax thereon amounting to Rs 1,311.80 lakhs and Rs 222.94 lakhs respectively

The Company reported a basic and diluted EPS of Rs. 7.66 for the period of three months ended June 30, 2009.

2. Price/Earning Ratio (P/E) in relation to the Issue Price of Equity Shares of Rs. 45

Basic and diluted EPS as per restated financial statements for year ended March 31, 2009 is Rs. 9.95.

Particulars	P/E at the Issue Price of the Equity Shares (no. of times)
Based on year ended March 31, 2009 restated basic EPS of Rs. 9.95	4.52
Based on weighted average basic EPS of Rs. 7.30.....	6.17

3. Return on Net Worth (RoNW)

Year	RoNW (%)	Weight
Fiscal 2007	17.24	1
Fiscal 2008	4.20	2
Fiscal 2009	23.58	3
Weighted Average.....	16.06	

Return on Net Worth (%) is calculated as adjusted profit after tax (as restated) divided by adjusted Net Worth. RoNW has been computed on the basis of the financial statements of the Company. See the section "Auditor's Report" on page 137 of the Letter of Offer

4. Minimum Return on Increased Net Worth Required to Maintain Pre-Issue EPS

The minimum return on increased net worth after issue of Equity Shares (at Rs. 45 per share) required to maintain pre-Issue EPS is 22.83%.

The minimum return on increased net worth after issue of Equity Shares (at Rs. 45 per share) and conversion of FCDs (at conversion price of Rs. 55 per share) required to maintain pre-Issue EPS is 21.31%.

Note: For the purpose of calculation of profit for tax to maintain pre-issue EPS, dividend on the Preference Shares and tax on the dividend on the Preference Shares has been assumed to be the same for Fiscal 2009.

5. Net Asset Value (NAV)

	NAV (Rs. per share)
As at March 31, 2009	25.79
After the Issue of equity shares (at Rs. 45 per share)	37.32
After the Issue of equity shares (at Rs. 45 per share) and conversion of FCDs (at conversion price of Rs. 55 per share)	42.84

Net Assets Value is calculated as Net Worth (excluding Preference Share Capital) at the end of the period divided by the number of Equity Shares outstanding at the end of each Fiscal.

6. Peer Group Comparisons (Industry Peers)

There are no other listed companies in India that solely engage in the business similar to that of the Company. Hence, it is not possible to provide data in relation to industry comparison.

The face value of the Equity Shares is Rs. 10 and the Issue Price is 4.5 times the face value.

The face value and Issue Price of the FCDs is Rs. 100.

The Board of Directors in consultation with the Lead Managers believe that the Issue Price of Rs. 45 per Equity Share, the Issue Price of Rs. 100 per FCD and the Conversion Price of Rs. 55 are justified in view of the above factors.

For further details please refer to the Letter of Offer.

STATEMENT OF TAX BENEFITS: There are no special tax benefits available to the company. For details on general tax benefits available to the company and its shareholders, refer to the Letter of Offer.

INDUSTRY OVERVIEW: For further details please refer to the Letter of Offer.

BUSINESS:

The Tinplate Company of India Limited ("TCIL or the Company") is a part of the Tata Steel Group. The Company, incorporated in 1920, was established as a joint venture between Tata Steel Limited and The Burmah Oil Company ("Burmah Oil"). In 1982, Tata Steel Limited acquired Burmah Oil's stake in the Company and is currently its single largest shareholder. In 2007, the Company was awarded the "JRD-QV Award" for business excellence within the Tata Group and in 2008 the Company was awarded the 'CII-Exim Bank Prize' for business excellence.

Tata Steel Limited ("TSL"), a part of the Tata Group, incorporated in 1907, has presence across the entire value chain of steel manufacturing from mining and processing iron and coal, to producing and distributing finished products. Tata Steel Limited acquired Corus Group Limited ("Corus") in 2007 and currently has a crude steel operating capacity of 30 million tonnes per annum on a consolidated basis.

The Company's operating facilities are located in Jamshedpur, Jharkhand where the Company has a current operating scale of producing 379,000 tonnes per annum of tinplate, with two electrolytic tinplate lines and one cold-rolling mill. The Company's production facilities also include a printing and lacquering line. The Company manufactures different variants of tinplate including single and double reduced electrolytic tinplates and tin free steel. The main markets for the Company's operations are can fabricators

and food processing companies with can making facilities. The Company's products serve to pack products in diversified end use industries including edible oils, beverages, processed foods, paints, pesticides, aerosols, batteries and crown corks. The Company sells its products in India and overseas to customers in Asia, Europe and Africa.

Strengths: The Company's principal strengths are set forth below:

- Producer of Diverse Categories of Tinplate and Strong Customer Relationships.
- Supply of Hot Rolled Coils by TSL.
- Ability to Manufacture Tin Mill Black Plate.
- Ability to Offer Value Added Product to Customers.
- Access to Research and Development Activities of its associate company Corus Packaging Plus.
- Association with Tata Steel Limited.
- Experienced Management Team.

Strategy: The principal elements of the Company's strategy are as follows:

- Enhance Product Categories.
- Maintain Leadership Position as a High Quality Tinplate Producer in India
- Continue to Increase Sales through Exports.
- Achieve Cost Leadership and Operational Excellence.
 - *Maintain a Cost Competitive Supply Base*
 - *Maximise the Operational Efficiency and Effectiveness of its Plant*
 - *Practice Capital Management Discipline*
- Enhance Development Leadership to Drive Growth.

Production Facilities: Please refer the Letter of Offer for details.

Business Operations

The Company is essentially a producer of a single product that is tinplate. The production process or conditions at the cold rolling mill and the electrolytic tinning lines are varied to produce different categories of tinplate. The parameters on which the categories differ could include thickness, width, sheet length, coil, coating, finish, hardness and end – use.

The Company's business is made up of operations undertaken as mentioned below:

- Conversion of hot rolled coils into tinplate in accordance with conversion arrangements with TSL against conversion charges (described below as "Conversion Arrangement with TSL")
- Operations undertaken on its own account (described below as "Operations on Own Account")

Conversion Arrangement with TSL and Operations on Own Account are together referred to as the "Tinplate Business" of the Company.

The description of the Tinplate Business is set forth below:

Conversion Arrangement with TSL

The Company entered into conversion, consignment and marketing arrangements ("Conversion Arrangements") with TSL in 1998 in accordance with a financial restructuring plan with its lenders due to significant time and cost overruns incurred by the Company in establishing its first cold rolling mill complex which adversely affected the Company's financial condition and results of operations. Whilst, the Company's operations are now profitable, the Company has continued this arrangement with TSL.

The Conversion Arrangements provide for conversion of hot rolled coils (sourced from TSL) by the Company to tinplate and to market and sell such tinplate products. The Company receives conversion charges under the aforementioned arrangements. In accordance with the Conversion Arrangements, the Company is responsible for collection of dues against invoices raised on behalf of TSL. All dues which are not paid by customers are borne by the Company.

In accordance with the Conversion Arrangements, the tinplate products are sold by the Company on behalf of TSL and proceeds from sale of such tinplate products are credited to TSL. The Company's income from conversion charges for the three months ended June 30, 2009, Fiscal 2009, Fiscal 2008 and Fiscal 2007 was Rs. 10,483.80 lakhs, Rs. 33,805.83lakhs, Rs. 20,243.43 lakhs and Rs.

20,474.30 lakhs respectively. Conversion charges constituted 52%, 50%, 49% and 44% of the Company's income for the three months ended June 30, 2009, Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively.

In accordance with the terms of the Conversion Arrangements, TSL supplies hot rolled coils to the Company at market related prices for conversion into tinplate products (the "Finished Products"). The Company also sources other raw materials such as tin, chromic acid, fluosilicic acid from TSL at market prices. The Company bears all costs pertaining to conversion of hot rolled coils to the Finished Products. The Finished Products are dispatched by the Company either directly to customers or to stockyards operated by TSL in accordance with the Conversion Arrangements. The Company is responsible for promotion and advertisement of the Finished Products. Finished Products are sold under the 'Tata Tinplate' brand.

Operations on Own Account

The Company separately procures hot rolled coils and tin mill black plate coils from other domestic and international sources for manufacturing tinplate products on its own account in accordance with business needs. The proceeds from sale (domestic sales and exports) of such tinplate products are credited to the Company's income from sales. The Company's income from sales from Operations on Own Account for the three months ended June 30, 2009, Fiscal 2009, Fiscal 2008 and Fiscal 2007 was Rs. 8,836.01 lakhs, Rs. 31,284.54 lakhs, Rs. 18,903.80 lakhs and Rs. 24,445.56 lakhs respectively.

The Company's income from sales as mentioned above includes income from exports to various countries in Asia, Europe and Africa. Exports constitute Merchant Exports and Company Exports as described below:

Merchant Exports: The Company buys the Finished Products from TSL for purposes of export. The proceeds from sales of the Finished Products through exports are credited to the Company's income from sales ("Merchant Exports"). The Company's expenses towards purchases of such Finished Products for the three months ended June 30, 2009, Fiscal 2009, Fiscal 2008 and Fiscal 2007 was Rs. 6,195.91 lakhs, Rs. 24,702.16 lakhs, Rs. 16,860.52 lakhs and Rs. 16,018.50 lakhs respectively.

Company Exports: The Company also exports tinplate products manufactured from Operations on Own Account. The proceeds from sales of such tinplate products are credited to the Company's income from sales ("Company Exports").

The Company's income from sales from Merchant Exports and Company Exports for the three months ended June 30, 2009, Fiscal 2009, Fiscal 2008 and Fiscal 2007 was Rs. 6,513.86 lakhs, Rs. 27,146.59 lakhs, Rs. 16,875.23 lakhs and Rs. 17,479.01 lakhs respectively.

Raw Materials and Other Key Inputs: Hot rolled coils and tin are the primary raw materials that the Company uses in its production of tinplate. Hot rolled coils and tin together accounted for approximately 69.19%, 69.75 %, 73.96% and 72.31% of its total costs (excluding interest and depreciation) of the Tinplate Business for the three months ended June 30, 2009, Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively.

Hot rolled coils: The Company procures its supply of hot rolled coils for conversion purposes in accordance with Conversion Arrangements from TSL's facility located in Jamshedpur. Hot rolled coil prices are procured by the Company from TSL at market related prices. The Company also purchases hot rolled coils and/or tin mill black plate for manufacture of tinplate for Operations on Own Account from other sources.

Tin: TSL procures tin on behalf of the Company for conversion purposes under the Conversion Arrangements. The Company procures tin in conjunction with TSL for Operations on Own Account from overseas markets which includes Indonesia and Malaysia. Tin supplies are procured at market prices which are with reference to prices of tin forward contracts traded on the London Metals Exchange.

Other Key Inputs

Power: The Company's operations require significant amounts of electricity. In Fiscal 2009, Fiscal 2008 and Fiscal 2007 the Company consumed 93, 87.07 and 84.92 million kilowatt-hours of energy respectively. The Company purchases its power requirements from TSL on a monthly minimum/maximum demand basis in accordance with a power purchase agreement which is renewed every three years. The Company paid Rs. 3,385 lakhs, Rs. 3,031.63 lakhs and Rs. 2,922.87 lakhs towards purchase of power for Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively at the rate of Rs. 3.60, Rs. 3.49 and Rs. 3.45 respectively.

Coal: The Company uses non-coking coal to operate its boilers. The Company procures its coal requirements under annual rate contracts. In Fiscal 2009, the Company purchased 21,795 tonnes of coal for a total cost of Rs. 412.14 lakhs. In Fiscal 2008 and Fiscal 2007, the Company purchased 20,950 tonnes and 19,958 tonnes of coal for a total cost of Rs. 347.81 lakhs and Rs. 380.88 lakhs respectively.

High Speed Diesel Oil: The Company uses high speed diesel oil ("HSD Oil") for its acid regeneration plant and its annealing plant. The Company procures its HSD Oil requirements from Indian Oil Corporation in accordance with annual rates negotiated by TSL for its group companies. In Fiscal 2009, the Company purchased 3,294 kilo-litres of HSD Oil for a total cost of Rs. 1,041 lakhs. In Fiscal

2008 and in Fiscal 2007, the Company purchased 2,690 kilo-litres and 3,130 kilo-litres of HSD Oil for a total cost of Rs. 790 lakhs and Rs. 892 lakhs respectively.

Sales and Distribution

The Company's marketing strategy focuses on packaging requirements of key end use industries such as edible oils, processed foods, paints, pesticides, aerosols and batteries and developing customers in these end use industries in both domestic and export markets. The Company is focusing on building these markets by providing reliable product quality and delivery.

In India, the Company's products (Operations on Own Account and under the Conversion Arrangements) is sold to the packaging industry primarily can fabricators and food processing units. Whilst, the Company has long term relationships with many of its customers it does not have any long term contracts with such customers.

The Company sold 53,816 tonnes, 46,213 tonnes and 57,092 tonnes of its tinplate products under Operations on Own Account for Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively. The Company on behalf of TSL sold 1,29,586 tonnes, 1,23,353 tonnes, and 100,439 tonnes of its tinplate products under the Conversion Arrangements for Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively.

The Company delivers its products to Indian customers primarily by overland transport such as trucks. The products are either delivered directly to the customer or through stockyards with consignment agents. The Company's marketing and sales network comprises of 9 offices located in Delhi, Jaipur, Ahmedabad, Mumbai, Bangalore, Chennai, Hyderabad, Kolkata, Indore and 17 consignment agents located across India. The Company exported approximately 25.67%, 25.38% and 28.05% of its tinplate products for Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively to South-East Asia, West Asia, Europe and SAARC countries. The Company's exports are shipped overseas from the Haldia and Kolkata ports in West Bengal.

The Company deploys an account management process wherein there are dedicated account managers who are responsible for specific client accounts or specific sale territories.

Research and Development and Intellectual Property

The Company maintains a research and development cell in Jamshedpur which is primarily focused on improving and development of the Company's products, manufacturing processes as well as quality control. The research and development cell's activities in the past have included development of soft double reduced black plate coils, development of chrome free passivation film for tinplate and development of double reduced tin free steel. The Company also employs an 'on-line' inspection facility at its electrolytic tinning lines which utilises modern technology and enables the Company's personnel to perform various quality control procedures.

The Company conducts its business using the 'Tata Tinplate' brand. The Company licenses the use of the phrase 'A Tata Enterprise' from Tata Sons Limited under the terms of a Brand Equity and Business Promotion Agreement dated April 1, 2003. For more details in relation to this agreement, see the section on "History and Certain Corporate Matters" on page 96 of the Letter of Offer.

Operational Excellence Initiatives: Please refer the Letter of Offer for details.

Other Initiatives: Please refer the Letter of Offer for details.

Employees: As at June 30, 2009, the Company had 1,708 employees. This includes 1,409 permanent, 154 temporary and 219 trainees. The Company's permanent employees include personnel engaged in management, administration, operations, maintenance, projects, auditing, finance, sales and marketing functions. Please refer the Letter of Offer for further details.

Health, Safety and Environment: Please refer the Letter of Offer for details.

Corporate and Social Responsibility: Please refer the Letter of Offer for details.

Insurance: The Company currently maintains insurance cover on its property, plant and fixed assets that it considers to be subject to significant operating risks. The Company's insurance policies cover physical loss or damage to its property and equipment arising from a number of specified risks including burglary, fire and other perils. The Company paid Rs. 59.10 lakhs in Fiscal 2009 in insurance premiums. The Company maintains insurance on property and equipment in amounts believed to be consistent with industry practices. Notwithstanding the insurance coverage that the Company carries, the occurrence of an accident that causes losses in excess of limits specified under the relevant policy, or losses arising from events not covered by insurance policies, could materially affect the Company's financial condition and future operating results.

Competition: The Company's primary indigenous competitor is SAIL. A significant portion of demand for tinplate in India continues to be serviced through imports. The Company faces competition in its export markets from international tinplate producers. The Company also faces competition from other packaging substitutes including plastic, tetra-pack and glass.

Properties: The registered office of the Company is located at 4 Bankshall Street, Kolkata 700 001 which is not owned by the Company. Whilst, the Company pays an annual rent of Rs. 3.97 lakhs, it does not have a formal lease arrangement for these premises. The Company's manufacturing facility located in Golmuri at Jamshedpur is on land that has been sub-leased from TSL under a formal lease agreement for a period of 30 years (expiring in 2025). The Company pays an annual rent of Rs. 0.34 lakhs to TSL. The Company's marketing and sales offices are on rental arrangements. The Company pays annual rents of Rs. 23.16 lakhs towards leases arrangements in relation its sales and marketing offices.

For further details please refer to the Letter of Offer.

REGULATIONS AND POLICIES: For further details on Regulations and Policies, please refer the Letter of Offer.

HISTORY AND CERTAIN CORPORATE MATTERS

The Company was incorporated as The Tinplate Company of India Limited on January 20, 1920 as a private limited company under the Indian Companies Act, 1913. The Company thereafter became a public limited company with effect from March 28, 1961 in accordance with Section 43A of the Companies Act. With effect from December 27, 1968, the Company became a full-fledged public company by complying with the provisions of Section 44(1) of the Companies Act. The registered office of the Company since inception is situated at 4, Bankshall Street, Kolkata 700 001.

The Company was incorporated as a joint venture between TSL and Burmah Oil Company Limited ("BOC") with TSL holding one-third of the share capital and BOC holding two-third of the share capital of the Company. In 1975, the Company by way of an initial public offer allotted Equity Shares of the Company to public and the shareholding of TSL and BOC in our Company was diluted to the extent of increase in the subscribed share that were allotted. Thereafter, TSL acquired the equity shares held by BOC in the Company as on January 23, 1986.

A financial re-structuring plan was initiated by the Company in the year 1999. The Board of Director of the Company through its resolution dated June 26, 1999 approved a restructuring plan which included conversion of certain loan into Preference Shares and rescheduling payment and reduction in interest rates of certain term loans. Pursuant to the financial re-structuring plan the Company entered into Conversion Arrangements with TSL. For further details see in relation to the Conversion Arrangements see "Business – Conversion Arrangements with TSL" and "History and Certain Corporate Matters – Summary of Key Agreements" on page 85 and page 99 of the Letter of Offer.

Further, pursuant to the financial re-structuring plan the Company in the years 1999 and 2000 issued 1,12,33,000 Preference Shares of Rs. 100 each to certain financial institutions and TSL. Currently, TSL and Canara Bank hold 1,09,90,000 and 2,43,000 Preference Shares of the Company respectively.

The equity shares of the Company were first listed on the BSE and the Calcutta Stock Exchange Association Limited (CSE) in the year 1975. The Company's equity shares were listed on the NSE on January 27, 2006. Subsequently, the Company voluntary de-listed its equity shares from the CSE after complying with SEBI (De-Listing of Securities) Guidelines, 2003 with effect from April 9, 2008.

Major events and achievements of our Company: For further details on Milestones and achievements of our Company, please refer the Letter of Offer.

Main Objects of the Company:

The objects as contained in the Company's Memorandum of Association *inter alia* include:

- (a) To carry on the business of manufacturers of, and dealers in, tinplate and all or any articles in the production of which tinplate can be used, and of engineers, steel rollers, metal founders, metal workers, dealers in metals and products thereof, metallurgists and (without in any way limiting the other objects hereinafter set forth) any other trades or businesses whatsoever which the Company may think can be advantageously carried on by the Company in connection with or as ancillary to those before specified.
- (b) To acquire, in perpetuity or for any fixed period or for any period terminable either by notice or at will, from any government or other authority, or to purchase or take on lease or otherwise acquire from any government, authority or person, and hold for any estate or interest and turn to account, any land or immovable property of any kind and any rights in or over land, including sites for the erection of all buildings which the Company may think necessary or suitable or convenient for any of

its business, wayleaves for roadways, tramways, railways and aerial ropeways and generally wayleaves of every description, tramway sidings, railway sidings, delivery or storage depots or stations or sites and facilities for same or any of same which may seem to the Company necessary or suitable or convenient for all or any of the Company's businesses and on such terms and conditions as the Company shall think fit.

- (c) To purchase, take on lease or hire or otherwise acquire and turn to account whatsoever movable property (including plant, machinery, apparatus, tools, implements, utensils, materials, wagons, trucks, carts and vehicles), which may seem to the Company necessary or suitable or convenient for any of the Company's businesses on such terms and conditions as the Company shall think fit.
- (d) To acquire from any government or other authority and to work, develop, exercise and turn to account any concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account.
- (e) To acquire from others in a position to supply same rights of water supply, electricity supply, gas supply and drainage facilities on such terms and conditions as the Company shall think fit or itself to supply these or any of them and do whatever may be necessary or expedient in that behalf.
- (f) To construct, maintain, improve and use or work foundries, rolling mills, factories and other works, stores, depots, offices, refineries, laboratories, electric works, gas works, hydraulic works, tramways, railways, canals or other water ways, stations, sidings, jetties, wharves, docks, water works, reservoirs, storage installations of every description, and dwelling houses and other buildings which the Company may think fit and whether for use in connection solely with the Company's business or for use by others either in conjunction with or apart from the Company.

Summary of Key Agreements

Conversion Arrangement with TSL

The Company entered into conversion, consignment and marketing arrangements ("Conversion Arrangements") with TSL in 1998. The Conversion Arrangements provide for conversion of hot rolled coils (sourced from TSL) by the Company to tinplate and to market and sell such tinplate products. The Company receives conversion charges under the aforementioned arrangements. In accordance with the Conversion Arrangements, the Company is responsible for collection of dues against invoices raised on behalf of TSL. All dues which are not paid by customers are borne by the Company. In accordance with the Conversion Arrangements, the tinplate products are sold by the Company on behalf of TSL and proceeds from sale of such tinplate products are credited to TSL.

In accordance with the terms of the Conversion Arrangements, TSL supplies hot rolled coils to the Company at market related prices for conversion into tinplate products (the "Finished Products"). The Company also sources other raw materials such as tin, chromic acid, fluosilicic acid from TSL at market prices. The Company bears all costs pertaining to conversion of hot rolled coils to the Finished Products. Finished Products are dispatched by the Company either directly to customers or to stockyards operated by TSL in accordance with the Conversion Arrangements. The Company is responsible for promotion and advertisement of the Finished Products. Finished Products are sold under the 'Tata Tinplate' brand.

Salient Features of the Conversion Agreement:

- The finished goods as manufactured by the Company shall be delivered directly to the customers or dispatched for sale through consignment agencies/stockyard and the same shall be accounted for on a monthly basis;
- All the expenses from the time the material provided by TSL is received by the Company shall be borne by the Company;
- The property in the goods supplied by TSL for conversion purpose shall vest with TSL. Further, TSL has the right to recall the material at any time whatsoever; and
- For the services provided by the Company under the Conversion Agreement, the Company will be allowed 2 months' interest free credit on the supply of the hot rolled coils. With respect to the other raw material such as tin, chromic acid, fluosilicic acid etc., TSL shall pass on the supplier's credit to the Company.

Salient Features of the Consignment Agreement:

- The Company will be liable and responsible for materials dispatched from the Company's plant at Jamshedpur. In the event of any dispute between the Company and TSL or any consignment agents, Company will be accountable in respect of converted materials that have been dispatched from the Company's plant;
- The Company will be responsible for stock transfer of materials to various stock yards/ consignment agents and maintain register to facilitate the trace vehicle in transit; and

- The Company will be responsible for safe custody of materials from the time consignments are received and till the time they are delivered on TSL's behalf and the goods lying on consignment account will vest with TSL.

Salient Features of the Marketing Agreement:

- The Company shall be responsible for market development and promotion of sale of the products. In consultation with TSL, the Company is entitled to advertise the products through different media;
- The Company shall assist in execution of all orders from the stage of procurement and the Company shall supervise all sales contracts to ensure their smooth operation and execution. All after sales services, including complaints, if any, shall also be dealt with by the Company; and
- The Company shall be responsible for collection of dues and deposit the same in TSL's nominated account. In the event of bad debts, if any, the same shall be recovered from the Company by TSL

In terms of the conversion arrangement dated March 30, 1998 entered into between the Company and Tata Steel Limited, the Company receives conversion income from Tata Steel Limited. The details of total conversion income as described below:

Initial Conversion Charges and Conversion Adjustment

Following are the initial fixed conversion charges payable to the Company on monthly despatches of the tinplate products ("Initial Conversion Charges"):

S. No.	Product	Rate of conversion charges (In Rs./tonne)
1.	Electrolytic Tin Plate	12,421
2.	Full Hard Cold Roll	8,057
3.	Special Products	10,057

At the end of every month a statement is prepared by TSL in relation to conversion activity, on actual sales during the month, to arrive at a net payable or receivable adjustment to the Initial Conversion Charges ("Conversion Adjustment").

The Conversion Adjustment is calculated by deducting the following from the total invoice raised during the month on account of conversion by the Company (or the net realization amount on sale of products):

- The cost of corresponding raw materials (such as HRC, tin, chromic acid etc.) net of scrap credit which has been procured by the Company from TSL;
- The interest cost of holding stock in Company's custody over a 60 day credit term available from TSL on the working capital and
- The Initial Conversion Charges.

Total Conversion Income

The total conversion income earned by the Company is computed by adjusting the Initial Conversion Charges with the Conversion Adjustment as mentioned above ("**Total Conversion Income**"). Following are the details of total conversion income earned by the Company in the past three fiscal years:

Particulars	Fiscal 2007	Fiscal 2008	Fiscal 2009
Total Conversion Income (in Rs. Lakhs)	20,474.30	20,243.43	33,805.83
Total Conversion despatch volume (in tonnes)	147,650	170,691	179,931
Total Conversion Income (in Rs./ tonne)	13, 867	11,860	18,788

Additionally, in case of bad debts or debts which are not recoverable are reimbursed to TSL. Any adjustment to the stock is also borne by the Company.

Brand Equity and Business Promotion Agreement between the Company and Tata Sons Limited

The Company and Tata Sons Limited (the “Parties”) have entered into an agreement dated April 1, 2003 (the “Brand Equity Agreement”) for subscription by the Company to the “Tata Brand Equity and Business Promotion Scheme” (the “Brand Equity Scheme”) and usage by the Company of the TATA name, marks and marketing indicia in respect of their products and services or other use. In terms of the Brand Equity Agreement Tata Sons Limited has granted, in the manner and to the extent set out in the agreement, to the Company:

- (i) a personal, non-exclusive and non-assignable subscription to use the business name, marketing indicia; and
- (ii) a right to enter into a separate agreement for use of the “marks” under Trade and Merchandise Marks Act, 1958 or “works” under the Copyright Act, 1957, developed or to be developed by Tata Sons Limited in relation to its products and/or services worldwide.

The subscription for enabling Tata Sons Limited to fulfil its obligations under the Brand Equity Agreement and for the grant of authorisation to the Company shall be structured as follows:

Particulars of usage	Subscription (In % of the Annual Net Income)
Use in the corporate name of the Company and in promotion and sale of products and services	0.25
Use in the corporate name of the Company or in the promotion and sale of products and services or in the corporate communications of the Company	0.15
Other use	0.10

Additionally, in consideration of the obligations and responsibilities undertaken by Tata Sons Limited in terms of the Brand Equity Agreement and the authorisation granted to the Company, the Company will during the currency of the Brand Equity Agreement pay to Tata Sons Limited a subscription at the rate of 0.15% of the Annual Net Income. However, the subscriptions as stated above shall not exceed 5% of the Company’s annual profit before tax.

The subscription shall continue in force until terminated by either party in accordance with the Brand Equity Agreement. In terms of the Brand Equity Agreement, the subscription may be terminated by written agreement between the Parties, or by Tata Sons Limited on six months written notice recording reasons for termination, or forthwith by Tata Sons Limited if the Company commits a breach of any of the terms of the Brand Equity Agreement and fails to rectify such breach within 30 days of receipt of written notification of such breach. Further, Tata Sons Limited shall have the right to terminate the Brand Equity Agreement on grounds including failure of the Company to obtain permission for change in use, the Company disposing of or being deprived of its business or a substantial part thereof, if Tata Sons Limited or subscribers to a similar agreement cease to hold in aggregate at least 15% of the Equity Share capital of the Company and if the business of the Company continues to be unprofitable for three consecutive years as a result of which no subscription is paid during that period.

For further details please refer to the Letter of Offer.

MANAGEMENT

Under the Articles of Association of the Company, it cannot have fewer than 3 directors and more than 16 directors. The Company currently has 9 directors on the Board of Directors.

The following table sets forth details regarding our Board as of the date of filing the Letter of Offer with SEBI.

Name, Designation, Father’s Name, Address, Term, DIN and Occupation	Age (Years)	Nationality	Other Directorships
Mr. B. Muthuraman s/o Late N. Balasubramanian Chairman, Non Executive Director Date of Birth: September 26, 1944 Address: 7, C, Road East, Northern Town, Jamshedpur 831 001 Date of Appointment: December 13, 2001 Term: Liable to retire by rotation	64	Indian	• Tata Steel Limited • Tata International Limited • Tata Industries Limited • Bosch Limited (formerly Motor Industries Company Limited) • Tata Incorporated, New York • NatSteel Asia Pte Limited • Tata Steel (Thailand) Public Company Limited • Tulip UK Holdings No. 1 Limited • Tulip UK Holdings No. 2 Limited • Tulip UK Holdings No. 3 Limited

Name, Designation, Father's Name, Address, Term, DIN and Occupation	Age (Years)	Nationality	Other Directorships
DIN: 00004757 Occupation: Professional			• Tata Steel Global Minerals Holdings Pte Limited, Singapore • CEDEP, France • International Iron and Steel Institute, Brussels • Xavier Labour Relations Institute, Jamshedpur • National Institute of Technology, Jamshedpur • Indian Institute of Technology, Kharagpur • The Indian Institute of Metals
Mr. Sujit Gupta S/o Late Mahindra Kumar Gupta Independent Director Date of Birth: September 25, 1937 Address: Bougain Villa, N-80/1 Lane W 17 N Sainik Farm New Delhi - 110062 Date of Appointment: May 29, 1986 Term: Liable to retire by rotation DIN: 00027627 Occupation: Professional	72	Indian	• Tata Elxsi Limited • Tata Petrodyne Limited • North Delhi Power Limited
Mr. Anand Sen s/o Sisir Kumar Sen Non Executive Director Date of Birth: September 17, 1959 Address: Beldih House, Sakchi, Boulevard Road, Northern Town, Jamshedpur – 831 001 Date of Appointment: July 25, 2002 Term: Liable to retire by rotation DIN: 00237914 Occupation: Professional	49	Indian	• Tata Ryerson Limited • Tata Bluescope Limited • Tayo Rolls Limited
Mr. Dipak Banerjee s/o Bir Kumar Banerjee Independent Director Date of Birth: February 19, 1946 Address: 57A, Garcha Road, Kolkata – 700 019 Date of Appointment: July 28, 2003 Term: Liable to retire by rotation DIN: 00028123 Occupation: Professional	62	Indian	• Tata Metaliks Limited • DIC India Limited • TM International Logistics Limited • Tata Sponge Iron Limited • Mjunction Services Limited • HPB Advisory Services Private Limited • International Shipping and Logistics FZE • Shristi Infrastructure Development Corporation Limited • Tayo Rolls Limited • Tata Metaliks Kubota Pipes Limited • NET Engineering Private Limited
Mr. S. P. Nagarkatte S/o Pandurang A Nagarkatte Independent Director Date of Birth: April 16, 1943	67	Indian	Nil

Name, Designation, Father's Name, Address, Term, DIN and Occupation	Age (Years)	Nationality	Other Directorships
Address: A-73 Ocean Gold, Twin Tower Land, Prabhadevi, Mumbai – 400 025 Date of Appointment: April 12, 1997 Term: Liable to retire by rotation DIN: 00328069 Occupation: Professional			
Mr. Koushik Chatterjee s/o Chandra Shekhar Chatterjee Non Executive Director Date of Birth: September 3, 1968 Address: A-wing, 14 th Floor, Flat No. 142, NCPA, Residential Apartments, Nariman Point, Mumbai – 400 021 Date of Appointment: October 25, 2004 Term: Liable to retire by rotation DIN: 00004989 Occupation: Professional	40	Indian	• Kalimati Investment Company Limited • Rujuvalika Investment Limited • Tata Services Limited • Southern Steel Berhad, Malaysia • Tata Steel (Thailand)Public Company Limited, Thailand • Natsteel Asia Pte. Limited, Singapore • Tata Steel Holding Pte Limited, Singapore • Tata Steel Europe Limited • Tulip UK Holdings (No.2) Limited UK • Tulip UK Holdings (No.3) Limited UK • Tata Steel UK Limited, UK • Tata Steel Netherlands BV Netherlands • Tata Steel Global Holdings Pte Limited, Singapore • Tulip Netherlands (No.1) BV Netherlands • Tulip Netherlands (No.2) BV Netherlands • Tata Steel Global Minerals Holdings Pte Limited, Singapore • Tata Metaliks Limited • Orchid Netherlands (No. 1) B V Netherlands • Centennial Steel Company Limited
Mr. B. N. Samal s/o Late Javaram Samal Independent Director (Nominee of LIC) Date of Birth: March 4, 1953 Address: Flat No. 301, LIC Senior Officers Quarters, Jeevan Vihar, Near Indira Park, Gandhinagar, Hyderabad 500 080 Date of Appointment: November 14, 2008 Term: Not subject to retirement DIN: 004229902 Occupation: Service	55	Indian	Nil
Mr. Ashok Kumar Basu s/o Prasad Kumar Basu Independent Director Date of Birth: March 24, 1942 Address: GD- 282, Sector III, Salt Lake, Kolkata- 700 106 Date of Appointment: October 23, 2008 Term: Up to the date of the next AGM	66	Indian	• Visa Comtrade Limited • Usha Martin Limited • Andrew Yule & Company Limited • Tata Metaliks Limited • JSW (Bengal) Steel Limited • Carter Engineering Private Limited • West Bengal Power Development Corporation Limited • Visa Power Limited

Name, Designation, Father's Name, Address, Term, DIN and Occupation	Age (Years)	Nationality	Other Directorships
DIN: 01411191 Occupation: Retired IAS Officer			- Tata Power Company Limited - Bharat Heavy Electricals Limited
Mr. Tarun Kumar Daga s/o Mohan Lal Daga Managing Director (<i>Executive Director</i>) Date of Birth: January 9, 1966 Address: 7A, Garamhatta Lane, Kolkata 700 006 Date of Appointment: June 17, 2009 Term: five years with effect from June 17, 2009 DIN: 01686499 Occupation: Service	43	Indian	Tinplate Promotion Council

Shareholding of Directors in the Company: As on the date of the Letter of Offer, none of the Directors of the Company are holding any Equity Shares in their personal capacity.

Changes in our Board of Directors in the last three years: The changes in the Board of Directors in the last three years are as follows:

Name of Director	Date of Appointment/ Cessation	Reason
Mr. Chinubhai Shah	September 08, 2008	Cessation
Mr. N Ramasubramaniam	September 15, 2008	Cessation
Mr. Ashok Kumar Basu	October 23, 2008	Appointment
Mr. B. N. Samal	November 14, 2008	Appointment
Mr. Tarun Kumar Daga	March 9, 2009	Appointment as Executive Director
Mr. B. L. Raina	June 17, 2009	Cessation
Mr. Tarun Kumar Daga	June 17, 2009	Appointment as Managing Director

Corporate Governance: Our Company has complied with the provisions of the Listing Agreement in respect of corporate governance. For details on Corporate Governance, please refer Letter of Offer.

Key Managerial Personnel: Please refer the Letter of Offer.

For further details please refer to the Letter of Offer.

PROMOTER

The promoter of the Company is Tata Steel Limited (TSL)

The company was originally incorporated as “The Tata Iron and Steel Company Limited” on August 26, 1907 as a public limited company, under the provisions of the Indian Companies Act, 1882. The company was established by Jamsetji N. Tata, the founder of the Tata Companies. Pursuant to a resolution of the Board of Directors dated May 19, 2005 and of the shareholders of the company dated July 27, 2005, the name of the Company was changed to “Tata Steel Limited” with effect from August 12, 2005. The registered office of TSL is situated at Bombay House, 24 Homi Mody Street, Fort, Mumbai 400 001, Maharashtra, India.

The company manufactures a diversified portfolio of steel products, with a product range that includes flat products and long products, as well as some non-steel products such as ferro alloys and minerals. The company, through its Indian operations, is the leading manufacturer of ferro chrome and steel wires in India and a leading producer of chrome ore internationally. The company's main markets include the Indian construction, automotive and general engineering industries. The company's main facilities have been historically concentrated around the Indian city of Jamshedpur (Jharkhand), where the company operates a 6.8 mtpa crude steel production plant and a variety of finishing plants close to the iron ore and coal reserves. The company's bearing division is located at

Kharagpur (West Bengal), ferro manganese plant is located in Joda (Orissa), charge chrome plant is located in Bamnival (Orissa), cold rolling complex is located in Tarapur (Maharashtra) and wire division is located at Tarapur (Maharashtra), Bangalore (Karnataka), and Indore (Madhya Pradesh). The company also has iron ore and coal mines, collieries and quarries in the States of Jharkhand, Orissa and Karnataka.

Principal Subsidiaries, Joint-Ventures and Associates of Tata Steel Limited.: Please refer the Letter of Offer.

Common pursuits/ Conflict of Interest, if any

The Promoter is not engaged in similar business as that of the Company.

Interest/ Payment or Benefit to the Promoter

The Promoter may be deemed to be interested to the extent of its respective shareholdings in the Company and to the entitlement to dividend on its shares including Preference Shares. The Promoter may also be deemed to be interested to the extent of equity shares offered to and subscribed by it through this Issue.

In addition to the above, the Company has entered into the Conversion Arrangement with TSL. For further details see the sections titled “Business – Conversion Arrangement with TSL”, “History and Certain Corporate Matters – Summary of Key Agreements - Conversion Arrangement with TSL” on page 85 and 99 of the Letter of Offer.

Except as disclosed in the section on “Objects of the Issue” on page 59 of the Letter of Offer, there are no other interests, payments or benefits to the Promoters

For further details please refer to the Letter of Offer.

GROUP COMPANIES: Please refer to the Letter of Offer.

RELATED PARTY TRANSACTIONS: Please refer the Letter of Offer.

SUMMARY FINANCIAL AND OPERATIONAL INFORMATION

The following tables set forth the Company's selected historical financial information derived from the restated financial statements for the fiscal years ended March 31, 2005, 2006, 2007, 2008 and 2009 and three months ended June 30, 2009 all prepared in accordance with Indian GAAP, the Companies Act and SEBI Regulations and restated which has been included in the section "Auditors Report" on page 137 of the Letter of Offer, and the following tables should be read in conjunction with the financial statements mentioned therein and the notes thereto.

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lakhs)

	PARTICULARS	As at June 30, 2009	As at March 31,				
			2009	2008	2007	2006	2005
A	Fixed Assets						
	Gross Block	69496.35	69490.02	47633.82	46491.12	44445.59	40011.41
	Less Accumulated Depreciation	26653.98	25815.55	22992.90	20715.20	18572.10	16691.67
	Net Block	42842.37	43674.47	24640.92	25775.92	25873.49	23319.74
	Capital Work-in-Progress	6424.68	2712.31	16345.95	2619.57	1380.72	722.52
		49267.05	46386.78	40986.87	28395.49	27254.21	24042.26
B	Investments	22.83	22.83	22.83	22.83	22.83	224.83
C	Deferred Tax Assets (net)	-	-	373.37	892.18	2289.63	-
D	Current Assets, Loans & Advances						
	Inventories	2548.92	3858.05	1670.97	3740.43	2715.72	3391.75
	Sundry Debtors	2054.18	3040.02	1454.09	1695.11	2646.08	1588.63
	Cash and Bank Balances	36.72	823.09	76.01	51.13	532.97	503.84
	Other Current Assets	527.48	356.39	1155.36	738.42	602.31	566.97
	Loans and Advances	10479.33	10628.41	5151.88	5435.21	3241.49	3189.13
		15646.63	18705.96	9508.31	11660.30	9738.57	9240.32
	Total Assets (A+B+C+D)	64936.51	65115.57	50891.38	40970.80	39305.24	33507.41
E	Liabilities and Provisions						
	Secured Loans	24955.72	27198.39	14172.22	12965.86	13449.94	14622.74
	Unsecured Loans	-	-	7000.00	-	-	-
	Current Liabilities	10650.46	12495.97	12475.28	11147.81	10213.24	11054.93
	Provisions	4479.86	3911.86	1029.79	1333.32	2793.87	260.00
	Deferred Tax Liabilities	3987.59	2851.09	-	-	-	-
	Total Liabilities and Provisions	44073.63	46457.31	34677.29	25446.99	26457.05	25937.67
F	Net Worth (A+B+C+D-E)	20862.88	18658.26	16214.09	15523.81	12848.19	7569.74
G	Represented by						
	Share Capital	14125.43	14125.43	14125.43	14123.91	14123.91	14123.91
	Reserves and Surplus	6737.45	4532.83	2088.66	1399.90	580.63	531.25
	Less: Miscellaneous Expenditure (to the extent not written off or adjusted)	-	-	-	-	-	-
	Profit and Loss Account (Debit Balance)	-	-	-	-	(1856.35)	(7085.42)
	Net Worth	20862.88	18658.26	16214.09	15523.81	12848.19	7569.74

STATEMENT OF PROFIT AND LOSSES, AS RESTATED

(Rs. In Lakhs)

PARTICULARS	3 months ended on 30th June, 2009	2008-09	2007-08	2006-07	2005-06	2004-05
Income						
Sale of Products Manufactured by the Company (Net of excise duty) and Services	13380.42	40198.72	23043.09	29616.56	37378.68	25335.74
Sale of Products Traded by the Company	6152.64	25830.29	16840.93	15857.51	3217.36	-
Other Income	514.13	1048.91	1154.85	1535.89	917.80	1012.59
Total	20047.19	67077.92	41038.87	47009.96	41513.84	26348.33
Expenditure						
Manufacturing and other Expenses	15046.96	55496.37	36707.61	40126.20	34122.77	19536.86
Depreciation	838.14	2805.76	2259.92	2261.60	1971.69	1888.69
Interest	816.09	2508.57	1263.76	1553.57	1469.28	1709.83
Total	16701.19	60810.70	40231.29	43941.37	37563.74	23135.38
Profit / (Loss) before tax	3346.00	6267.22	807.58	3068.59	3950.10	3212.95
Provision for Taxation						
Current Taxation	400.00	703.00	84.13	358.45	333.00	165.00
Less: MAT credit	(400.00)	(703.00)	-	(350.00)	(333.00)	-
Deferred Taxation (net)	1140.94	2724.31	278.96	1085.70	(1045.53)	-
Fringe Benefit Tax	15.00	62.73	50.00	86.35	100.00	-
Net Profit /(Loss) after Tax	2190.06	3480.18	394.49	1888.09	4895.63	3047.95
Effect of changes in Significant Accounting Policies : [Note 3(a) on Annexure – IV]						
Add: Adjustment to Profit before Tax	(4.88)	1419.97	593.80	1099.28	1151.82	996.94
Add: Tax Impact of Adjustments	19.44	(500.15)	(307.77)	(311.75)	1244.10	(95.00)
Total Adjustments	14.56	919.82	286.03	787.53	2395.92	901.94
Adjusted Net Profit after Tax, as restated	2204.62	4400.00	680.52	2675.62	7291.55	3949.89
Balance Brought Forward	4356.96	1999.79	1319.27	(1856.35)	(7085.42)	(10821.59)
Transfer from Debenture Redemption Reserve	-	-	-	500.00	26.22	-
Share premium set-off	-	-	-	-	-	-
Amount available for Appropriation, as restated	6561.58	6399.79	1999.79	1319.27	232.35	(6871.70)
Transfer to Debenture Redemption Reserve	-	-	-	-	-	(213.72)
Proposed Dividends	-	1671.72	-	-	(1765.49)	-
Tax on Dividends	-	284.11	-	-	(247.61)	-
General Reserve	-	87.00	-	-	(75.60)	-
Balance Carried to Balance Sheet	6561.58	4356.96	1999.79	1319.27	(1856.35)	(7085.42)

Significant Changes in Accounting Policies

- (a) In the year 2006-07, consequent to revision of Accounting Standard – AS 15 “Employee Benefit”, the Company has adopted the revised accounting standard effective April 1, 2006. Accordingly for the purpose of these statements-
- (i) The transitional impact upto March 31, 2006 which was adjusted to Reserve as per the revised AS 15, has been reversed and charged off in the profit and loss Account of the respective earlier years 2005-06 and 2004-05 and such transitional impact in respect of period prior to 1st April, 2003 has been adjusted with the Debit balance of Profit and Loss Account as at 1st April, 2004.
- (ii) Reduction in Employee Separation Scheme (ESS) liabilities as at 01.04.2006 resulting from re-measurement (based on present value of such obligation), which was adjusted with the unamortized balance of deferred charge relating to ESS as on 01.04.2006, has been reversed and appropriately given effect to in the adjustments referred to in Note 2(b) below.
- (b) In the year 2008-09, the Company has changed the amortization policy for ESS and Voluntary Retirement Scheme (VRS) i.e. during the year ended 31st March, 2009 the unamortized balance of such employee benefits of Rs. 1212.59 Lakhs (as at 31st March, 2008) was fully charged off. Accordingly for the purpose of these statements, the unamortized balance of employee separation (ESS/VRS) cost as at 1st April, 2004 has been adjusted against the opening debit balance of Profit and Loss Account as at 1st April, 2004 and subsequent charges for ESS/VRS payments have been charged off in the Profit and Loss Account of the respective earlier years.
- (c) In the year 2008-09, the Company changed the amortization policy for resetting cost of Interest and Pre-payment of loan i.e. during the year ended 31st March, 2009 the unamortized balance of such resetting cost of Rs. 226.82 Lakhs (as at 31st March, 2008) was fully charged off. Accordingly for the purpose of these statements, the unamortized balance of resetting cost as at 1st April, 2004 has been adjusted against the opening debit balance of Profit and Loss Account as at 1st April, 2004, and subsequent charges in respect thereof have been charged off in the Profit and Loss Account of the respective earlier years.
- (d) Consequent to the notification of the Companies (Accounting Standards) Rules, 2006, with effect from 1st April, 2007, the foreign exchange differences in respect of liabilities for the acquisition of imported assets are recognized in the profit and loss account against the earlier requirement of adjusting these to the carrying cost of such fixed assets. Accordingly, for the purpose of these statements such exchange differences, which were earlier included in Fixed Assets have been recognized in the Profit and Loss account in the respective earlier years.
- (e) In the year 2007-08, the Company (based on a technical assessment) has reclassified certain items of Plant and Machinery as continuous process plant (in keeping with schedule XIV to the Companies Act, 1956) which resulted in a lower depreciation charge for the year 2007-08. Accordingly for the purpose of these statements necessary adjustments in the written down value of related fixed assets and depreciation charge has been made in the respective earlier years.
- (f) In the audited financial results for the quarter ended 30th June, 2009 (taken on record by the Board of Directors of the Company at its meeting dated 20th July, 2009) tax expense (i.e., current tax and fringe benefit tax) were computed without considering changes in the tax laws and tax rates as proposed in the Finance Bill, 2009 on 8th July, 2009 in keeping with the principle set in the Announcement made by The Institute of Chartered Accountants of India relating to “Accounting for Taxes on Income in Interim Financial Results in the context of the Finance Bill, 2004”. For the purpose of these statements, (Finance Bill having been passed subsequently) the impact of changes in the tax laws and tax rates on current tax and fringe benefit tax has been considered as adjustments relating to 3 months period ended 30th June 2009.

Summary of the effect of changes in significant accounting policies and adjustments for previous years :

- (a) Statement of Profit and Losses, as restated

		(g) (Rs. In Lakhs)					
		3 months ended 30 th June					
	Credit / (Charges) on account of -	2009	2009	2008	2007	2006	2005
i)	Employee benefit (AS-15) [Note 2 (a) above]	-	-	-	12.18	171.85	(64.40)
ii)	Employee Separation Benefit (VRS/ESS) [Note 2 (b) above]	-	1212.59	598.68	748.15	771.50	857.62
iii)	Resetting cost of Interest/Pre-payment of loan [Note 2 (c) above]	-	226.82	14.84	214.73	149.97	149.97
iv)	Foreign Exchange Gain / (Loss) on Liabilities for acquisition of imported fixed assets [Note 2 (d) above]	-	-	-	7.53	(11.57)	(8.92)
v)	Depreciation Adjustment on	(4.88)	(19.44)	(19.72)	116.69	70.07	62.67

		3 months ended 30 th June					
	Credit / (Charges) on account of -	2009	2009	2008	2007	2006	2005
	reclassification of certain items of Plant and Machinery [Note 2 (e) above]						
	Total adjustment to Profit before Tax	(4.88)	1419.97	593.80	1099.28	1151.82	996.94
	Credit / (Charges) on account of -						
i)	Current Taxation (net of MAT credit) [also refer Note 2 (f) above]	-	-	(67.92)	-	-	(95.00)
ii)	Fringe Benefit Tax [refer Note 2 (f) above]	15.00					
iii)	Deferred Taxation	4.44	(500.15)	(239.85)	(311.75)	1244.10	-
	Total tax impact of adjustment	19.44	(500.15)	(307.77)	(311.75)	1244.10	(95.00)

(h)

(b) As indicated in Notes 2(a), 2(b) and 2(c) above, for the purpose of restatement , the impact of changes indicated therein mainly arising from certain changes in related Accounting Standards aggregating Rs 6089.70 lakhs , were added to the Debit Balance of Profit & Loss Account as on 1st April, 2004, the restated debit balance being Rs 10821.59 lakhs.

For further details please refer to the Letter of Offer.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

The following table sets forth select financial data from the Company's profit and loss account, for the three months ended June 30, 2009 and Fiscal 2009, 2008 and 2007 the components of which are also expressed as a percentage of income (net of excise duty) ("Net Income") for such periods.

(In Rs. lakhs)

Particulars	For the three months ended June 30, 2009	% of Net Income	Fiscal 2009	% of Net Income	Fiscal 2008	% of Net Income	Fiscal 2007	% of Net Income
Income:								
Sale of products manufactured by the Company (net of excise duty) and Services ("Income from Manufacture and Conversion")	13,380.42	66.74	40,198.72	59.93	23,043.09	56.15	29,616.56	63.00
Sale of products traded by the Company ("Income from Traded Products")	6,152.64	30.69	25,830.29	38.51	16,840.93	41.04	15,857.51	33.73
Other Income	514.13	2.56	1,048.91	1.56	1,154.85	2.81	1,535.89	3.27
Net Income	20,047.19	100	67,077.92	100	41,038.87	100	47,009.96	100
Expenditure:								
Manufacturing and other expenses	15,046.96	75.06	55,496.37	82.73	36,707.61	89.45	40,126.20	85.36
Depreciation	838.14	4.18	2,805.76	4.18	2,259.92	5.51	2,261.60	4.81
Interest	816.09	4.07	2,508.57	3.74	1,263.76	3.08	1,553.57	3.30
Total Expenditure	16,701.19	83.31	60,810.70	90.66	40,231.29	98.03	43,941.37	93.47
Profit/(Loss) Before Tax	3,346.00	16.69	6,267.22	9.34	807.58	1.97	3,068.59	6.53

Particulars	For the three months ended June 30, 2009	% of Net Income	Fiscal 2009	% of Net Income	Fiscal 2008	% of Net Income	Fiscal 2007	% of Net Income
Taxation:								
Current tax	400	2	703	1.05	84.13	0.21	358.45	0.76
Less: MAT credit	(400)	(2)	(703)	(1.05)	-	-	(350.00)	(0.74)
Deferred tax (net)	1,140.94	5.69	2,724.31	4.06	278.96	0.68	1,085.70	2.31
Fringe benefit tax	15.00	0.07	62.73	0.09	50.00	0.12	86.35	0.18
Net Profit/(Loss) after Tax	2,190.06	10.92	3,480.18	5.19	394.49	0.96	1,888.09	4.02

Income

The Company's Net Income primarily consists of (a) sale of products manufactured by the Company (net of excise duty) and services which includes sales of products both in the domestic and export markets under Operations on Own Account and conversion charges received from TSL under the Conversion Arrangements ("**Income from Manufacture and Conversion**") and (b) sale of products traded by the Company which are sale of products manufactured by the Company under the Conversion Arrangements (for which conversion charges are received by the Company) but bought from TSL for export to overseas markets ("**Income from Traded Products**") The Company's Net Income also includes export incentives under the Duty Entitlement Passbook Scheme ("DEPB") established by the Government which neutralizes the incidence of customs duty on import content of the export product by way of a grant of duty credit against the exported product as well as under the Duty Free Replenishment Certificate ("DFRC").

The Company's Income from Manufacture and Conversion constituted 66.74%, 59.93%, 56.15% and 63.00% of its Net Income for the three month period ended June 30, 2009 and in Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively.

The Company's Income from Traded Products constituted 30.69%, 38.51%, 41.04% and 33.73% of its Net Income for the three month period ended June 30, 2009 and in Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively.

The Company's other income includes dividend income from long-term investments, interests on deposits, income from Tinsplate Hospital, foreign exchange gains (net), sales of scrap (on its own account), liabilities or provisions including provisions for doubtful debts no longer required and miscellaneous income.

Expenditure

The Company's total expenditure consists of manufacturing and other expenses, depreciation and interest. The Company's total expenditure as a percentage of its Net Income was 83.31%, 90.66%, 98.03% and 93.47% for the three months ended June 30, 2009 and Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively.

Manufacturing and Other Expenses

The Company's manufacturing and other expenses include consumption of raw materials, purchase of finished goods, salaries, wages and bonus (includes Company's contribution to provident funds, superannuation funds, employees pension scheme and staff welfare expenses), stores and spare parts consumed, power, fuel and water costs, machinery repairs, freight, handling and sales expenses, traveling and conveyance expenses and general expenses. The Company's manufacturing and other expenses as a percentage of its Net Income was 75.06%, 82.73%, 89.45% and 85.36% of its Net Income for three months ended June 30, 2009 and Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively.

Depreciation

Depreciation expenses primarily consist of depreciation on the Company's fixed assets. Depreciation accounted for 4.18%, 4.18%, 5.51% and 4.81% of the Company's Net Income for the three months ended June 30, 2009 and Fiscal 2009, 2008 and 2007, respectively.

Interest

The Company's interest expenses primarily include interest paid on term loans, cash credit or working capital term loans, debentures (up to March 31, 2007) and on other loans (net of interest received). The Company's interest expenses accounted for 4.07%, 3.74%, 3.08% and 3.30% of the Company's Net Income for the three months ended June 30, 2009 and Fiscal 2009, 2008 and 2007, respectively.

Provision for Taxation

The Company provides for income tax as well as deferred tax (net) and fringe benefit tax. Provision for income tax was adjusted for Minimum Alternative Tax ("MAT") credit for Fiscal 2007 and Fiscal 2006. Provision for taxation accounted for 5.77%, 4.15%, 1.01% and 2.51% of the Company's Net Income for the three months ended June 30, 2009 and Fiscal 2009, 2008 and 2007 respectively.

Three Months Ended June 30, 2009

Income. The Company's Net Income for the three months ended June 30, 2009 was Rs. 20,047.19 lakhs which comprised of Income from Manufacture and Conversion of Rs. 13,380.42 lakhs, Income from Traded Products of Rs. 6,152.64 lakhs and other income of Rs. 514.13 lakhs. Of Rs. 20,047.19 lakhs of Income from Manufacture and Conversion, Rs. 2,322.15 lakhs was attributable to income from sale of products in the domestic market; Rs. 361.22 lakhs was attributable to income from exports, Rs. 213.25 lakhs was attributable to export incentives and Rs. 10,483.80 lakhs was attributable to income from conversion charges received under the Conversion Arrangements.

Of Rs. 514.13 lakhs of other income, Rs. 264.31 lakhs was attributable to gains realised from fluctuations in foreign exchange, Rs. 94.13 lakhs was attributable to income from Tinplate Hospital, Rs. 118.78 lakhs was attributable to sale of scrap other than operations and Rs. 35.96 lakhs was attributable to miscellaneous income.

Expenditure. The Company's total expenditure for the three months ended June 30, 2009 was Rs. 16,701.19 lakhs which comprised of manufacturing and other expenses of Rs. 15,046.96 lakhs, depreciation of Rs. 838.14 lakhs and interest of Rs. 816.09 lakhs.

Manufacturing and Other Expenses. Of Rs. 15,046.96 lakhs of manufacturing and other expenses for the three months ended June 30, 2009, Rs. 2,339.34 lakhs was attributable to raw materials consumed, Rs. 6,195.91 lakhs was attributable to purchased finished goods, Rs. 2,013.06 lakhs was attributable to employees cost, Rs. 1,020.89 lakhs was attributable to stores and spare parts consumed, Rs. 1,394.98 lakhs was attributable to power, fuel and water, Rs. 349.59 lakhs was attributable to repairs to machinery, Rs. 126.49 lakhs was attributable to traveling and conveyance expenses, Rs. 485.22 lakhs was attributable to general expenses, Rs. 772.17 lakhs was attributable to freight, handling and sales expenses and decrease in stocks of finished products of Rs. 349.31 lakhs including work-in-progress (includes value addition on account of raw materials under the Conversion Arrangements) and scrap.

Depreciation. The Company's depreciation costs for the three months ended June 30, 2009 were Rs. 838.14 lakhs.

Interest. Of Rs. 816.09 lakhs of interest costs for the three months ended June 30, 2009, Rs. 677.70 lakhs was attributable to interest paid on term loans, Rs. 84.37 lakhs was attributable to interest paid on cash credit/working capital term loans and Rs. 54.02 lakhs was attributable to others (net of interest received of Rs. 5.61 lakhs).

Provision for Taxation. The Company's provision for taxation for the three months ended June 30, 2009 was Rs. 1,155.94 lakhs.

Net Profit/(Loss). As a result of the foregoing the Company's net profit for the three months ended June 30, 2009 was Rs. 2,190.06 lakhs.

Fiscal 2009 Compared to Fiscal 2008

Income. The Company's Net Income increased by 63.45% in Fiscal 2009 to Rs. 67,077.92 lakhs from Rs. 41,038.87 lakhs primarily due to improvement in market conditions resulting in an increase in prices of tinplate products manufactured and converted by the Company, increase in sales volumes of products manufactured under Operations on Own Account and depreciation of the Rupee against the US Dollar and Euro which led to an increase in income from export sales despite an increase in prices of raw materials. Volume of tinplate products manufactured and converted by the Company increased by 8.16% in Fiscal 2009 to 1,83,402 tonnes from 1,69,566 tonnes in Fiscal 2008. The increase in volume tinplate products manufactured and converted by the Company was attributable to the establishment of the second tinning line which was commissioned in October 2008.

Income from Manufacture and Conversion:

The Company's Income from Manufacture and Conversion increased by 74.45% in Fiscal 2009 to Rs. 40,198.72 lakhs from Rs. 23,043.09 lakhs in Fiscal 2008.

Of Rs. 40,198.72 lakhs of Income from Manufacture and Conversion in Fiscal 2009, the Company's income from conversion charges under the Conversion Arrangements was Rs. 33,805.83 lakhs in Fiscal 2009 as compared to Rs. 20,243.43 lakhs in Fiscal 2008.

The Company's Income from Manufacture and Conversion increased primarily due to an increase in prices and sales volumes of tinplate products and an increase in realisations from Company Exports due to the depreciation of the Rupee against the US Dollar and Euro. The Company's sales volumes in the domestic markets increased by 25.30% in Fiscal 2009 to 7,485 tonnes from 5,974 tonnes in Fiscal 2008, whilst, Company Exports increased by 2,205.76% in Fiscal 2009 to 2,306 tonnes from 100 tonnes in Fiscal 2008.

The Company's income from sales in the domestic markets increased by 103.98% in Fiscal 2009 to Rs. 4,137.95 lakhs from Rs. 2,028.57 lakhs in Fiscal 2008, whilst, the Company's income from Company Exports increased by 3,737.61% in Fiscal 2009 to Rs. 1,316.30 lakhs from Rs. 34.30 lakhs in Fiscal 2008.

Export incentives received by the Company in Fiscal 2009 were Rs. 938.64 lakhs as compared to Rs. 736.79 lakhs in Fiscal 2008 primarily due to an increase in export volumes in Fiscal 2009.

Income from Traded Products: The Company's Income from Traded Products increased by 53.38% in Fiscal 2009 to Rs. 25,830.29 lakhs from Rs. 16,840.93 lakhs in Fiscal 2008 primarily due to depreciation of the Rupee against the US Dollar and Euro. The Company's sales volumes increased by 4.25% to 44,764 tonnes in Fiscal 2009 from 42,939 tonnes in Fiscal 2008.

Other Income: The Company's other income decreased by 9.17% in Fiscal 2009 to Rs. 1,048.91 lakhs from Rs. 1,154.85 lakhs in Fiscal 2008 primarily due to foreign exchanges losses in Fiscal 2009 (accounted for by the Company under "Manufacturing and Other Expenses"). In Fiscal 2008, the Company had accounted for foreign exchange gains of Rs. 106.99 lakhs under "Other Income."

Of Rs. 1,048.91 lakhs of other income in Fiscal 2009, Rs. 360.41 lakhs was attributable to income from Tinplate Hospital (Rs. 353.01 lakhs in Fiscal 2008), Rs. 511.11 lakhs was attributable to sale of non-industrial scrap (Rs. 418.78 lakhs in Fiscal 2008) and Rs. 177.39 lakhs was attributable to miscellaneous income (Rs. 276.07 lakhs in Fiscal 2008).

Expenditure. The Company's total expenditure increased by 51.15% in Fiscal 2009 to Rs. 60,810.70 lakhs from Rs. 40,231.29 lakhs in Fiscal 2008 primarily due to an increase in manufacturing and other Expenses.

Manufacturing and Other Expenses. Manufacturing and other expenses increased by 51.18% in Fiscal 2009 to Rs. 55,496.37 lakhs from Rs. 36,707.61 lakhs in Fiscal 2008 primarily due to an increase in price of raw materials as well as consumption of raw materials for Operations on Own Account and an increase in purchase of products, sales of which are accounted as Income from Traded Products.

Of Rs. 55,496.37 lakhs of manufacturing and other expenses in Fiscal 2009, Rs. 7,147.61 lakhs was attributable to raw materials consumed (Rs. 1,449.98 lakhs in Fiscal 2008), Rs. 24,702.16 lakhs was attributable to purchased finished goods (Rs. 16,860.52 lakhs in Fiscal 2008), Rs. 7,305.09 lakhs was attributable to employee cost (Rs. 5,901.56 lakhs in Fiscal 2008), Rs. 4,287.93 lakhs was attributable to stores and spare parts consumed (Rs. 3,174.17 lakhs in Fiscal 2008), Rs. 5,204.32 lakhs was attributable to power, fuel and water (Rs. 4,555.75 lakhs in Fiscal 2008), Rs. 1,843.91 lakhs was attributable to repairs to machinery (Rs. 1,230.25 lakhs in Fiscal 2008), Rs. 367.80 lakhs was attributable to traveling and conveyance expenses (Rs. 241 lakhs in Fiscal 2008), Rs. 2,530.07 lakhs was attributable to general expenses (Rs. 1,053.50 lakhs in Fiscal 2008), Rs. 2,462.51 lakhs was attributable to freight, handling and sales expenses (Rs. 1,787.57 lakhs in Fiscal 2008) and Rs. 355.03 lakhs was attributable to an increase in stocks of finished products, work-in-progress (includes value addition on account of raw materials under the Conversion Arrangements) and scrap (Rs. 453.31 lakhs in Fiscal 2008 was attributable to decrease in stocks).

Depreciation. The Company's depreciation costs increased by 24.15% in Fiscal 2009 to Rs. 2,805.76 lakhs from Rs. 2,259.92 lakhs in Fiscal 2008 primarily due to depreciation on ETL-II, which was commissioned on October 1, 2008.

Interest. The Company's interest expenses increased by 98.5% in Fiscal 2009 to Rs. 2,508.57 lakhs from Rs. 1,263.76 lakhs in Fiscal 2008 primarily due to interest on loans obtained by the Company for ETL – II (with effect from October 1, 2008), aggregating to Rs. 1,130 lakhs in Fiscal 2009.

Of Rs. 2,508.57 lakhs of interest expenses in Fiscal 2009, Rs. 556.94 lakhs was attributable to interest on term loans (Rs. 740.06 lakhs in Fiscal 2008), Rs. 400.67 lakhs was attributable to interest on cash credit/working capital term loans (Rs. 199.58 lakhs in Fiscal 2008) and Rs. 1,550.96 lakhs was attributable to interest on others (net of interest of Rs. 24.58 lakhs as compared to Rs. 24.91 lakhs in Fiscal 2008) as compared to Rs. 324.12 lakhs in Fiscal 2008.

Provision for Taxation. Provision for taxation increased by 574.68% to Rs. 2,787.04 lakhs in Fiscal 2009 from Rs. 413.09 lakhs in Fiscal 2008 primarily due to higher profit before taxes of Rs. 6,267.22 lakhs in Fiscal 2009 compared to Rs. 807.58 lakhs in Fiscal 2008. Provision for current tax decreased by 100% Fiscal 2009 from Rs. 84.13 lakhs in Fiscal 2008 primarily due to recognition of MAT credit of Rs. 703 lakhs in Fiscal 2009 which was not recognised in Fiscal 2008 primarily due to management estimation of lower profit in future years. Provision for deferred tax (net) increased by 876.60% to Rs. 2,724.31 lakhs in Fiscal 2009 from Rs. 278.96 lakhs

in Fiscal 2008 primarily due to higher profit before taxes in Fiscal 2009. Provision for fringe benefit tax increased by 25.46% to Rs. 62.73 lakhs in Fiscal 2009 from Rs. 50 lakhs in Fiscal 2008.

Net Profit/(Loss). As a result of the foregoing, the Company's net profit increased by 782.20% to Rs. 3,480.18 lakhs in Fiscal 2009 from Rs. 394.49 lakhs in Fiscal 2008.

Fiscal 2008 Compared to Fiscal 2007

Income. The Company's Net Income decreased by 12.70% in Fiscal 2008 to Rs. 41,038.87 lakhs from Rs. 47,009.96 lakhs primarily due to increase in prices of key raw materials which affected income from conversion despite increase in volumes of tinplate products manufactured and converted by the Company, and reduction in sales volumes of products manufactured under Operations on Own Account. Volume of tinplate products manufactured and converted by the Company increased by 7.64% in Fiscal 2008 to 1,69,566 tonnes from 1,57,531 tonnes in Fiscal 2007.

Income from Manufacture and Conversion: The Company's Income from Manufacture and Conversion decreased by 22% in Fiscal 2008 to Rs. 23,043.09 lakhs from Rs. 29,616.56 lakhs in Fiscal 2007.

Of Rs. 23,043.09 lakhs of Income from Manufacture and Conversion in Fiscal 2008, the Company's income from conversion charges under the Conversion Arrangements was Rs. 20,243.43 lakhs in Fiscal 2008 as compared to Rs. 20,474.30 lakhs in Fiscal 2007.

The Company's Income from Manufacture and Conversion decreased primarily due to decrease in sales volumes of tinplate products and reduced margins on Company Exports. The Company's sales volumes in the domestic markets decreased by 69.82% in Fiscal 2008 to 5,974 tonnes from 19,791 tonnes in Fiscal 2007, whilst, Company Exports decreased by 97.55% in Fiscal 2008 to 100 tonnes from 4,078 tonnes in Fiscal 2007.

The Company's income from sales in the domestic markets decreased by 70.88% in Fiscal 2008 to Rs. 2,028.57 lakhs from Rs. 6,966.55 lakhs in Fiscal 2007, whilst, the Company's income from Company Exports decreased by 97.88% in Fiscal 2008 to Rs. 34.30 lakhs from Rs. 1,621.50 lakhs in Fiscal 2007.

Export incentives received by the Company in Fiscal 2008 were Rs. 736.79 lakhs as compared to Rs. 554.21 lakhs in Fiscal 2007 primarily due to increase in rate of DEPB incentives to Rs. 2,000 per mt from Rs. 1,000 per mt which were partly availed in Fiscal 2007.

Income from Traded Products: The Company's Income from Traded Products increased by 6.2% in Fiscal 2008 to Rs. 16,840.93 lakhs from Rs. 15,857.51 lakhs in Fiscal 2007 primarily due to increase in sales volumes in spite of reduced margins primarily due to appreciation of the Rupee against the US Dollar and Euro. The Company's sales volumes increased by 7.05% to 42,939 tonnes in Fiscal 2008 from 40,111 tonnes in Fiscal 2007.

Other Income: The Company's other income decreased by 24.81% in Fiscal 2008 to Rs. 1,154.85 lakhs from Rs. 1,535.89 lakhs in Fiscal 2007 primarily due to reduction in liabilities in Fiscal 2007 in relation to voluntary retirement scheme ("VRS") compensation for employees aggregating Rs. 445.88 lakhs as such employees were re-employed in Fiscal 2007.

Of Rs. 1,154.85 lakhs of other income in Fiscal 2008, Rs. 353.01 lakhs was attributable to income from Tinplate Hospital (Rs. 309.91 lakhs in Fiscal 2007), Rs. 106.99 lakhs was attributable to foreign exchange gain (net) (Rs. 243.97 lakhs in Fiscal 2007), Rs. 418.78 lakhs was attributable to sale of scrap (Rs. 320.14 lakhs in Fiscal 2007) and Rs. 276.07 lakhs was attributable to miscellaneous income (Rs. 661.87 lakhs in Fiscal 2007 which included VRS compensation for employees aggregating Rs. 445.88 lakhs).

Expenditure. Despite increase in prices of key raw materials, the Company's total expenditure decreased by 8.44% in Fiscal 2008 to Rs. 40,231.29 lakhs from Rs. 43,941.37 lakhs in Fiscal 2007 primarily due to a reduction in production volumes of products manufactured under Operations on Own Account which resulted in a decrease in consumption of raw materials.

Manufacturing and Other Expenses. Manufacturing and other expenses decreased by 8.52% in Fiscal 2008 to Rs. 36,707.61 lakhs from Rs. 40,126.20 lakhs in Fiscal 2007 primarily due to a reduction in production volumes of products manufactured under Operations on Own Account which resulted in a decrease in consumption of raw materials.

Of Rs. 36,707.61 lakhs of manufacturing and other expenses in Fiscal 2008, Rs. 1,449.98 lakhs was attributable to raw materials consumed (Rs. 6,496.20 lakhs in Fiscal 2007), Rs. 16,860.52 lakhs was attributable to purchased finished goods (Rs. 16,018.50 lakhs in Fiscal 2007), Rs. 5,901.56 lakhs was attributable to employee cost (Rs. 5,624.13 lakhs in Fiscal 2007), Rs. 3,174.17 lakhs was attributable to stores and spare parts consumed (Rs. 2,502.09 lakhs in Fiscal 2007), Rs. 4,555.75 lakhs was attributable to power, fuel

and water (Rs. 4,552.71 lakhs in Fiscal 2007), Rs. 1,230.25 lakhs was attributable to repairs to machinery (Rs. 1,169.15 lakhs in Fiscal 2007), Rs. 241 lakhs was attributable to traveling and conveyance expenses (Rs. 270.93 lakhs in Fiscal 2007), Rs. 1,053.50 lakhs was attributable to general expenses (Rs. 1,376.65 lakhs in Fiscal 2007), Rs. 1,787.57 lakhs was attributable to freight, handling and sales expenses (Rs. 1,963.56 lakhs in Fiscal 2007) and Rs. 453.31 lakhs was attributable to decrease in stocks of finished products, work-in-progress (includes value addition on account of raw materials under the Conversion Arrangements) and scrap (Rs. 152.28 lakhs in Fiscal 2007).

Depreciation. The Company's depreciation costs in Fiscal 2008 were Rs. 2,259.92 lakhs as compared to Rs. 2,261.60 lakhs in Fiscal 2007.

Interest. The Company's interest expenses decreased by 18.65% in Fiscal 2008 to Rs. 1,263.76 lakhs from Rs. 1,553.57 lakhs in Fiscal 2007 primarily due to a decrease in cash credit/working capital loan interest to Rs. 199.58 lakhs in Fiscal 2008 from Rs. 542.81 lakhs in Fiscal 2007 due to decrease in production under Operations on Own Account in Fiscal 2008.

Of Rs. 1,263.76 lakhs of interest expenses in Fiscal 2008, Rs. 740.06 lakhs was attributable to interest on term loans (Rs. 712.16 lakhs in Fiscal 2007), Rs. 199.58 lakhs was attributable to interest on cash credit/working capital term loans (Rs. 542.81 lakhs in Fiscal 2007) and Rs. 324.12 lakhs was attributable to interest on others (net of interest of Rs. 24.91 lakhs as compared to Rs. 0.51 lakhs in Fiscal 2007) as compared to Rs.298.60 lakhs in Fiscal 2007.

Provision for Taxation. Provision for taxation decreased by 65.01% to Rs.413.09 lakhs in Fiscal 2008 from Rs. 1,180.50 lakhs in Fiscal 2007 primarily due to lower profit before taxes of Rs. 807.58 lakhs in Fiscal 2008 compared to Rs. 3,068.59 lakhs in Fiscal 2007. Provision for current tax decreased by 76.53% to Rs. 84.13 lakhs in Fiscal 2008 from Rs. 358.45 lakhs in Fiscal 2007 primarily due to lower profit before tax. MAT credit was not recognised in Fiscal 2008 compared to Rs. 350 lakhs being recognised in Fiscal 2007 primarily due to management estimation of lower profit in future years. Provision for deferred tax (net) decreased by 74.31% to Rs. 278.96 lakhs in Fiscal 2008 from Rs. 1,085.70 lakhs in Fiscal 2007 primarily due to lower profit before taxes in Fiscal 2008. Provision for fringe benefit tax decreased by 42.10% to Rs. 50 lakhs in Fiscal 2008 from Rs. 86.35 lakhs in Fiscal 2007.

Net Profit/(Loss). As a result of the foregoing, the Company's net profit decreased by 79.11% to Rs. 394.49 lakhs in Fiscal 2008 from Rs. 1,888.09 lakhs in Fiscal 2007.

Contingent Liabilities

The following table sets forth the Company's contingent liabilities, as at the dates indicated.

Particulars	June 30, 2009	March 31, 2009	March 31, 2008	March 31, 2007
Counter guarantees given by the Company against guarantees given by the Company's bankers	-	-	-	-
Guarantees given by the Company in connection with house building loans granted to the employees by the Housing Development Finance Corporation Limited	-	-	1.01	6.86
Bills discounted	1,039.15	1,486.51	2,599.11	2,691.33
Customs Duty	265.92	265.92	265.92	265.92
Sales Tax (estimated by management)*\$	2,475.85	2,475.85	1,612.22	1,088.22
Excise Duty \$	456.39	456.39	445.03	538.15
Provident Fund	19.12	19.12	19.12	19.12
Others	83	83	83	161.78
* Other than demands pertaining to issues settled in Company's favour in earlier years	536.20	536.20	536.20	1,154.30
\$Other than items remanded back for fresh assessment				

Off-Balance Sheet Arrangements: The Company does not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Capital Expenditure

Historical Capital Expenditure: The following table sets forth the Company's historical capital expenditure for the three months ended June 30, 2009 and for Fiscal 2009, Fiscal 2008 and Fiscal 2007.

Year	Purpose	Capital Expenditure (In Rs. lakhs)
Three months ended June 30, 2009	CRM – II and capacity expansion of ETL – I and CRM – I and other expenditure	3,730.96
Fiscal 2009	ETL – II and other expenditure	8,226.61
Fiscal 2008	ETL – II and other expenditure	14,871.12
Fiscal 2007	Capacity expansion of ETL – I and CRM – I and other expenditure	3,286.99

Planned Capital Expenditure: The Company's actual capital expenditure may differ materially from these planned amounts. The Company may adjust the amount of its capital expenditures based on its cash flow from operations, the progress of its expansion plans and market conditions. The Company intends to fund its planned capital expenditure through cash from operations as well as with equity and debt financing.

(In Rs. lakhs)

Particulars	Fiscal 2010*	Fiscal 2011	Fiscal 2012	Fiscal 2013	Total
Cold Rolling Complex – II (“CRM – II”)	26,187	14,184	1,867	1,595	45,858**

* The Company has deployed Rs. 11,372.61 lakhs towards establishment of CRM – II as at August 31, 2009 including Rs. 2,500 lakhs availed under a bridge loan facility from HDFC Limited and Rs. 5,000 lakhs availed under another bridge loan facility from HSBC Limited which will be repaid from the Net Proceeds of the Issue. Price Waterhouse, the statutory auditor of the Company by their certificate dated September 2, 2009 has certified the deployment of Rs. 11,372.61 lakhs towards establishment of CRM-II as at August 31, 2009. TSL has also deployed funds of Rs. 728.80 lakhs towards CRM – II on behalf of the Company up to July 31, 2009 as certified by P.K. Barman & Co. (Chartered Accountants) in their letter dated August 22, 2009 which will be repaid by the Company from the Net Proceeds of the Issue.

**Includes Rs. 1,295.95 lakhs and Rs. 728.80 lakhs deployed by the Company in Fiscal 2009.

For further details please refer to the Letter of Offer.

MATERIAL DEVELOPMENTS: For details, please refer Letter of Offer.

DESCRIPTION OF CERTAIN INDEBTEDNESS: For details, please refer Letter of Offer.

OUTSTANDING LITIGATION AND DEFAULTS

The following table sets forth the summary details of pending litigations for and against the Company, Promoter and Group Companies:

Litigation against the Company

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Civil	2	1,647.43
2.	Labour	38	124.20
3.	Shareholders' disputes	11	-
Total		51	1,771.63

Litigation by the Company

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Criminal	1	17.50
2.	Civil	13	1,434.32
Total		14	1,451.82

Taxation Proceedings

i) Direct Taxes

S. No.	Petitions/ Appeals filed by the Company	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Writ petitions filed by the Company	2	-
2.	Appeals filed by the Company	6	1,584.99
Total		8	1,584.99

ii) Indirect Taxes

a) Central Excise Cases

S. No.	Petitions/ Appeals filed by the Company	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Appeals filed by the Company	5	456.69
Total		5	456.69

b) Sales Tax Cases

S. No.	Petitions/ Appeals filed by the Company	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Special leave petition filed by the Company	1	-
2.	Revision petition/ applications filed by the Company	8	2,662.66
3.	Appeals filed by the Company	8	334.98
Total		17	2,997.64

c) Customs Cases

S. No.	Petitions/ Appeals filed by the Company	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Appeals filed by the Company	1	266.00
Total		1	266.00

Summary of litigation filed by and against the Promoter of the Company, Tata Steel Limited, details of which are disclosed on page 233 of the Letter of Offer, are as follows:

Litigation filed against Tata Steel Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. lakhs)*
1.	Criminal	28	-
2.	Labour	117	30,958.9
3.	Income Tax	5	8,127.0
4.	Excise	121	48,595.8
5.	Customs	132	Rs. 5,085.1 and USD 14.98 million
6.	Sales Tax	229	49,323.2
7.	Environmental	10	2,933.0
8.	Civil	65	77,521.0
9.	Property	584	2.0
10.	Money suit	5	151.6
11.	Arbitration	1	298.1
12.	Consumer	26	73.7
Total		1,323	1,78,679.2 and USD 14.98 million

*Except as otherwise mentioned.

Litigation filed by Tata Steel Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. lakhs) *
1.	Criminal	30	1,529.0
2.	Labour	24	1,384.7
3.	Income Tax	28	21,817.6
4.	Excise	58	29,193.5
5.	Customs	1	300.0
6.	Service Tax	1	462.0
7.	Sales Tax	2	2550.6
8.	Mining and Environmental	22	39,862.3
9.	Civil	53	2,11,242.1
10.	Property	14,801	2,268.6
11.	Money suit	116	474.2
12.	Arbitration	3	19,500 and USD 9.0 million
13.	Railway	37	199.2
Total		15,176	3,30,783.8 and USD 9.0 million

*Except as otherwise mentioned.

Summary of litigation filed by and against the Group companies, details of which are disclosed on page 276 of the Letter of Offer, are as follows:

A. Tata Metaliks Limited***Litigation filed against Tata Metaliks Limited***

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Excise	2	878.00
Total		2	878.00

Litigation filed by Tata Metaliks Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Direct Tax	1	311.00
Total		1	311.00

B. Tata Sponge Iron Limited***Litigation filed against Tata Sponge Iron Limited***

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Criminal	4	-
2.	Labour	1	-
3.	Civil	2	-
4.	Income Tax	3	610.87
Total		10	610.87

Litigation filed by Tata Sponge Iron Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Sales Tax	4	213.62
2.	Entry Tax	2	117.58
3.	Labour	1	-
4.	Civil	4	950.00
Total		11	1,281.20

C. TRF Limited

Litigation filed against TRF Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Sales Tax	5	69.28
2.	Excise	7	579.60
3.	Income Tax	1	20.75
4.	Labour	23	25.75
Total		36	695.38

Litigation filed by TRF Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
2.	Labour	9	48.00
Total		9	48.00

D. Tayo Rolls Limited

Litigation filed against Tayo Rolls Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Criminal	1	-
2.	Labour	4	-
3.	Excise	10	334.68
4.	Customs	5	6.00
5.	Sales Tax	7	1,008.00
6.	Income Tax	12	247.41
Total		39	1596.09

Litigation filed by Tayo Rolls Limited

S. No.	Nature of case/ claims	No. of cases filed	Amount involved (in Rs. Lakhs)
1.	Civil	4	10.38
Total		4	10.38

For further details regarding outstanding litigation involving the Company, the Directors, Promoter and Promoter Group companies, please see section “Outstanding Litigations and Defaults” on page 216 of the Letter of Offer.

GOVERNMENT APPROVALS: For details, please refer to the Letter of Offer.

STATUTORY AND OTHER INFORMATION

Authority and Eligibility for the Issue

The Company is an existing company registered under the Companies Act whose Equity Shares are listed on the BSE and NSE. Pursuant to the resolution passed under Section 81(1) of the Companies Act and in accordance with the borrowing powers of the Board of Directors, the Board at its meeting held on January 16, 2009 and August 31, 2009, has decided to make the Rights Issue to the Equity Shareholders of the Company with a right to renounce.

Compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI Regulations”)

The SEBI Regulations were notified on August 26, 2009. The SEBI Regulations have replaced the SEBI (Disclosure and Investor Protection) Guidelines, 2000, as amended (“SEBI (DIP) Guidelines”). The Draft Letter of Offer was filed with SEBI on April 13, 2009 on which SEBI issued its observations through its letter dated August 20, 2009 in accordance with the SEBI (DIP) Guidelines. Regulation 111 (a) of the SEBI Regulations provides that anything done or any action taken including observations made in respect of any draft offer document issued under the SEBI (DIP) Guidelines will be deemed to have been done or taken under the corresponding provisions of the SEBI Regulations. Accordingly, this Issue is now being conducted in accordance with the SEBI Regulations and any references in relation to any action taken by the Company or Lead Managers or disclosures made by the Company in compliance with the erstwhile SEBI (DIP) Guidelines should be read in the context of Regulation 111 of the SEBI Regulations.

Prohibition by SEBI

Neither the Company, nor the Directors or the Promoter Group, or companies with which the Company's Directors are associated with as directors or promoters have been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI. Further, none of the directors or person(s) in control of the Promoter has been prohibited from accessing the capital market under any order or direction passed by SEBI. Further neither the Promoter or the Promoter Group or the Company has been declared as wilful defaulters by RBI / Government authorities.

Disclaimer Clause of SEBI

AS REQUIRED, A COPY OF THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THE DRAFT LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED / CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. THE LEAD MANAGERS, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED AND SBI CAPITAL MARKETS LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (DISCLOSURE AND INVESTOR PROTECTION) GUIDELINES, 2000 FOR DISCLOSURE AND INVESTOR PROTECTION IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT LETTER OF OFFER, THE LEAD MANAGERS IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE THE LEAD MANAGERS, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED AND SBI CAPITAL MARKETS LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED APRIL 13, 2009 WHICH READS AS FOLLOWS:

WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS ETC. AND OTHER MATERIALS MORE PARTICULARLY REFERRED TO IN THE ANNEXURE HERETO IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS/LETTER OF OFFER PERTAINING TO THE SAID ISSUE;

- II. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PROJECTED PROFITABILITY, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS MENTIONED IN THE ANNEXURE AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:
- (A) THE DRAFT LETTER OF OFFER FORWARDED TO THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - (B) ALL THE LEGAL REQUIREMENTS CONNECTED WITH THE SAID ISSUE AS ALSO THE GUIDELINES, INSTRUCTIONS, ETC. ISSUED BY THE BOARD, THE GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - (C) THE DISCLOSURES MADE IN THE DRAFT LETTER OF OFFER ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE (AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE SEBI (DISCLOSURE AND INVESTOR PROTECTION) GUIDELINES, 2000 AND OTHER APPLICABLE LEGAL REQUIREMENTS).
- III. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS/LETTER OF OFFER ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
- IV. WE HAVE SATISFIED OURSELVES ABOUT THE WORTH OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – NOT APPLICABLE
- V. WE CERTIFY THAT WRITTEN CONSENT FROM SHAREHOLDERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE

SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN, WILL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS. – NOT APPLICABLE

- VI. WE CERTIFY THAT CLAUSE 4.6 OF THE SEBI (DISCLOSURE AND INVESTOR PROTECTION) GUIDELINES, 2000, WHICH RELATES TO SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE CLAUSE HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER. – NOT APPLICABLE
- VII. WE UNDERTAKE THAT CLAUSES 4.9.1, 4.9.2, 4.9.3 AND 4.9.4 OF THE SEBI (DISCLOSURE AND INVESTOR PROTECTION) GUIDELINES, 2000 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION AND SUBSCRIPTION FROM ALL FIRM ALLOTTEES WOULD BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE – NOT APPLICABLE.
- VIII. WHERE THE REQUIREMENTS OF PROMOTERS' CONTRIBUTION IS NOT APPLICABLE TO THE ISSUER, WE CERTIFY THE REQUIREMENTS OF PROMOTERS' CONTRIBUTION UNDER CLAUSE 4.10 {SUB-CLAUSE (A), (B) OR (C), AS MAY BE APPLICABLE} ARE NOT APPLICABLE TO THE ISSUER.
- IX. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
- X. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SECTION 73(3) OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE LETTER OF OFFER. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION - NOTED FOR COMPLIANCE.
- XI. WE CERTIFY THAT NO PAYMENT IN THE NATURE OF DISCOUNT, COMMISSION, ALLOWANCE OR OTHERWISE SHALL BE MADE BY THE ISSUER OR THE PROMOTERS, DIRECTLY OR INDIRECTLY, TO ANY PERSON WHO RECEIVES SECURITIES BY WAY OF FIRM ALLOTMENT IN THE ISSUE – NOT APPLICABLE.
- XII. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.
- XIII. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS/LETTER OF OFFER:
- (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE SHARES OF THE COMPANY AND
 - (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

The filing of the Letter of Offer does not, however, absolve the Company from any liabilities under section 63 or section 68 of the Companies Act or from the requirement of obtaining such statutory or other clearance as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up, at any point of time, with the Lead Managers any irregularities or lapses in the Letter of Offer.

Caution: The Company and the Lead Managers accept no responsibility for statements made otherwise than in the Letter of Offer or in any advertisement or other material issued by the Company or by any other persons at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his own risk.

The Lead Managers and the Company shall make all information available to the Equity Shareholders and no selective or additional information would be available for a section of the Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of the Letter of Offer with SEBI.

Disclaimer with respect to jurisdiction: The Letter of Offer has been prepared under the provisions of Indian Laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Kolkata, India only.

Selling Restrictions: The distribution of the Letter of Offer and the issue of the Securities on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer may come are required to inform themselves about and observe such restrictions. The Company is making this Issue of Securities on a rights basis to the shareholders of the Company and will dispatch the Letter of Offer/Abridged Letter of Offer and CAF to shareholders who have provided an Indian address.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer has been filed with SEBI for observations. Accordingly, the Securities may not be offered or sold, directly or indirectly, and the Letter of Offer may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer must be treated as sent for information only and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer should not, in connection with the issue of the Securities or the rights entitlements, distribute or send the same in or into the United States or any other jurisdiction where to do so would or might contravene local securities laws or regulations. If the Letter of Offer is received by any person in any such territory, or by their agent or nominee, they must not seek to subscribe to the Securities or the rights entitlements referred to in the Letter of Offer.

Neither the delivery of the Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in the Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Letter of Offer was filed with SEBI, Plot No.C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, for its observations. After SEBI gives its observations, the Letter of Offer shall be filed with the Designated Stock Exchange as per the provisions of the Act

United States Restrictions: NEITHER THE RIGHTS ENTITLEMENTS NOR THE SECURITIES THAT MAY BE PURCHASED PURSUANT HERETO HAVE BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS, AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF (THE "UNITED STATES" OR THE "U.S.") OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, "US PERSONS" (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATION S")), EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY SHARES OR RIGHTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SHARES OR RIGHTS. ACCORDINGLY, THE LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME. NEITHER THE COMPANY NOR ANY PERSON ACTING ON BEHALF OF THE COMPANY WILL ACCEPT SUBSCRIPTIONS OR RENUNCIATIONS FROM ANY PERSON, OR THE AGENT OF ANY PERSON, WHO APPEARS TO BE, OR WHO THE COMPANY OR ANY PERSON ACTING ON BEHALF OF THE COMPANY HAS REASON TO BELIEVE IS, EITHER A "U.S. PERSON" (AS DEFINED IN REGULATION S) OR OTHERWISE IN THE UNITED STATES. ANY PERSON SUBSCRIBING TO THE EQUITY SHARES OFFERED HEREBY WILL BE DEEMED TO REPRESENT THAT SUCH PERSON IS NOT A U.S. PERSON (AS DEFINED IN REGULATION S) OR OTHERWISE IN THE UNITED STATES AND HAS NOT VIOLATED ANY U.S. SECURITIES LAWS IN CONNECTION WITH THE EXERCISE.

Designated Stock Exchange: The Designated Stock Exchange for the purposes of this Issue will be BSE.

Disclaimer Clause of the Bombay Stock Exchange Limited and National Stock Exchange of India Limited: As required, a copy of the Letter of Offer has been submitted to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (“NSE”). The Stock Exchanges have, vide its letter dated May 19, 2009 and June 22, 2009, given permission to the Company to use the Stock Exchanges’ respective names in the Letter of Offer as one of the Stock Exchanges on which this Company’s securities are proposed to be listed. The Stock Exchange have scrutinized the Letter of Offer for their limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Stock Exchange do not in any manner: (i) warrant, certify or endorse the correctness or completeness of any of the contents of the Letter of Offer; or (ii) warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or (iii) take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed that the Letter of Offer has been cleared or approved by the Stock Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Impersonation

As a matter of abundant caution, attention of the applicants is specifically drawn to the provisions of sub-section (1) of section 68A of the Companies Act which is reproduced below:

“Any person who makes in a fictitious name an application to a Company for acquiring, or subscribing for, any shares therein, or otherwise induces a Company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name, shall be punishable with imprisonment for a term which may extend to five years”

Dematerialized dealing

The Company has entered into agreements dated November 6, 2000 and November 3, 2000 with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited respectively, and its Equity Shares bear the ISIN INE422C0104.

Listing

The existing Equity Shares are listed on the BSE and the NSE. The Company has made applications to the BSE and the NSE for permission to deal in and for an official quotation in respect of the Equity Shares and FCDs being offered in terms of the Letter of Offer. The Company has received in-principle approvals from the BSE and the NSE by letters dated May 19, 2009 and June 22, 2009, respectively. The Company will apply to the BSE and the NSE for listing of the Equity Shares and FCDs to be issued pursuant to this Issue.

If the permission to deal in and for an official quotation of the securities is not granted by any of the Stock Exchanges mentioned above, the Company shall forthwith repay, without interest, all monies received from applicants in pursuance of the Letter of Offer. If such money is not paid within eight days after the Company becomes liable to repay it, then the Company and every Director of the Company who is an officer in default shall, on and from expiry of eight days, be jointly and severally liable to repay the money with interest as prescribed under the section 73 of the Act.

Consents

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer, the Auditors, Bankers to the Company; and (b) Lead Managers to the Issue, Co-Lead Manager to the Issue, Legal Counsel to the Company, Legal Counsels to the Lead Managers, Registrar to the Issue, Bankers to the Issue and the Debenture Trustee to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the time of delivery of the Letter of Offer to SEBI.

Price Waterhouse, Chartered Accountants, the Auditors of the Company have given their written consent for the inclusion of their report in the form and content as appearing in the Letter of Offer and such consents and reports have not been withdrawn up to the time of delivery of the Letter of Offer for registration with the stock exchanges.

Price Waterhouse, Chartered Accountants, have given their written consent for inclusion of their report on tax benefits in the form and content as appearing in the Letter of Offer, accruing to the Company and its members.

To the best of the Company’s knowledge there are no other consents required for making this Issue. However, should the need arise, necessary consents shall be obtained by the Company.

Expert Opinion, if any: No expert opinion has been obtained by the Company in relation to the Letter of Offer.

Fees Payable to the Lead Managers and Co-Lead Manager to the Issue: The fees payable to the Lead Managers and Co-Lead Manager to the Issue are set out in the engagement letter issued by the Company to the Lead Managers and Co-Lead Manager copies of which are available for inspection at the registered office of the Company.

Previous Issues by the Company: The Company has not undertaken any previous public or rights issue during the last five years.

Date of listing on the Stock Exchange: The equity shares of the Company were first listed on the BSE in the year 1975. The Company's equity shares were listed on the NSE on January 27, 2006. The Company voluntarily delisted its equity shares from the Calcutta Stock Exchange Association Limited on April 9, 2008.

Issues for consideration other than cash: The Company has not issued Equity Shares for consideration other than cash or out of revaluation reserves, other than issuances mentioned in the section "Capital Structure" on page 48 of the Letter of Offer.

Outstanding Debentures or Bonds and Preference Shares: The Company has issued 11,233,000 Preference Shares of Rs. 100 each. For further details please see "Capital Structure" on page 48 of the Letter of Offer.

Option to Subscribe: Other than the present Issue, the Company has not given any person any option to subscribe to the Equity Shares of the Company.

Stock Market Data for Equity Shares: As the Company's shares are actively traded on the BSE and NSE, the Company's stock market data have been given separately for each of these Stock Exchanges.

The high and low closing prices recorded on the BSE and NSE for the preceding three years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:

BSE

Fiscal Year	High (Rs.)	Date of High	Volume on date of high (no. of shares)	Low (Rs.)	Date of Low	Volume on date of low (no. of shares)	Average price for the year* (Rs.)
2009	81.80	September 1, 2009	2,53,621	19.00	March 13, 2009	10,900	30.84
2008	82.20	January 2, 2008	4,04,408	32.84	March 24, 2008	40,617	52.51
2007	101.85	April 4, 2006	5,97,048	43.40	March 28, 2007	20,318	62.40

Source: www.bseindia.com

*The average price has been computed based on the average of the daily closing price of Equity Shares.

NSE

Fiscal Year	High (Rs.)	Date of High	Volume on date of high (no. of shares)	Low (Rs.)	Date of Low	Volume on date of low (no. of shares)	Average price for the year* (Rs.)
2009	82.70	September 1, 2009	2,87,259	19.10	March 13, 2009	2,259	30.85
2008	82.35	January 2, 2008	4,18,743	32.30	March 24, 2008	19,410	52.49
2007	101.70	April 25, 2006	3,05,581	43.50	March 28, 2007	47,101	62.41

Source: www.nseindia.com

*The average price has been computed based on the average of the daily closing price of Equity Shares.

The high and low prices and volume of Equity Shares traded on the respective dates during the last six months is as follows:

BSE

Month, Year	High (Rs.)	Date of High	Volume on date of high (no. of shares)	Low (Rs.)	Date of Low	Volume on date of low (no. of shares)	Average price for the month* (Rs.)
August, 2009	77.95	August 31, 2009	1,72,131	60.00	August 03, 2009	51,669	68.98
July, 2009	59.60	July 31, 2009	57,019	39.10	July 13, 2009	4,736	47.00
June, 2009	51.25	June 10, 2009	1,34,742	41.45	June 23, 2009	5,689	45.03
May, 2009	41.35	May 25, 2009	1,98,875	25.10	May 4, 2009	8,296	31.27

Month, Year	High (Rs.)	Date of High	Volume on date of high (no. of shares)	Low (Rs.)	Date of Low	Volume on date of low (no. of shares)	Average price for the month* (Rs.)
April, 2009	26.70	April 15, 2009	22,340	23.15	April 1, 2009	23,378	25.10
March, 2009	22.50	March 31, 2009	7,763	19.00	March 13, 2009	10,900	20.28
February, 2009	23.00	February 13, 2009	12,171	21.10	February 24, 2009	2,149	21.99

Source: www.bseindia.com

*The average price has been computed based on the average of the daily closing price of Equity Shares.

NSE

Month, Year	High (Rs.)	Date of High	Volume on date of high (no. of shares)	Low (Rs.)	Date of Low	Volume on date of low (no. of shares)	Average price for the month* (Rs.)
August, 2009	78.75	August 31, 2009	2,70,736	39.00	August 03, 2009	72,665	67.93
July, 2009	60.40	July 31, 2009	94,793	39.00	July 13, 2009	6,700	46.71
June, 2009	50.80	June 10, 2009	17,306	41.65	June 1, 2009	34,034	45.03
May, 2009	41.30	May 25, 2009	98,060	25.10	May 4, 2009	10,346	31.30
April, 2009	26.30	April 27, 2009	10,232	23.15	April 2, 2009	7,830	25.16
March, 2009	21.95	March 31, 2009	3,950	19.10	March 13, 2009	2,259	20.31

Source: www.nseindia.com

*The average price has been computed based on the average of the daily closing price of Equity Shares.

The closing market price was Rs. 79.65 on BSE on September 1, 2009 the trading day immediately following the day on which Board meeting was held to finalize the offer price for the Issue.

The closing market price was Rs. 79.95 on NSE on September 1, 2009 the trading day immediately following the day on which Board meeting was held to finalize the offer price for the Issue.

There have not been any transactions in Equity Shares by the Promoter, Promoter Group and directors of the Company during the last six months from the date of the Letter of Offer other than those mentioned in the section "Capital Structure" on page 48 of the Letter of Offer.

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION: For details please refer to the Letter of Offer.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered in to in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Letter of Offer) which are or may be deemed material have been entered or are to be entered in to by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company situated at 4, Bankshall Street, Kolkata 700 001, West Bengal, India from 10.00 a.m. to 1.00 p.m., on working days, from the date of the Letter of Offer until the date of closure of the subscription list.

A. Material Contracts: 1.Engagement letters for appointment of Citigroup Global Markets India Private Limited dated April 13, 2009 and SBI Capital Markets Limited dated April 13, 2009 respectively, as Lead Managers to the Issue. 2. Engagement letter for appointment of Tata Capital Markets Limited dated April 11, 2009 as Co-Lead Manager to the Issue. 3. Memorandum of Understanding dated April 13, 2009 entered into with the Lead Managers to the Issue including a supplemental Memorandum of Understanding entered into with Tata Capital Markets Limited. 4. Memorandum of Understanding dated April 24, 2009 entered into with the Registrar to the Issue.

B. Documents: 1. Memorandum and Articles of Association of the Company. 2.Certificate of Incorporation of the Company dated January 20, 1920. 3. Appointment Agreement between the Company and the Managing Director dated June 17, 2009. 4. Consents of the Directors, Company Secretary, Auditors, Lead Managers to the Issue, Registrar to the Issue, Bankers to the Issue and Debenture Trustee to include their names in the Letter of Offer to act in their respective capacities. 5. Shareholders Resolution passed at the Annual General Meeting held on August 31, 2009 appointing Price Waterhouse, Chartered Accountants, as statutory auditors of the Company. 6. Copy of the Board resolution dated January 16, 2009 and August 31, 2009 approving this Issue. 7. The Report of the

Auditors, Price Waterhouse, Chartered Accountants, as set out herein dated September 2, 2009 in relation to the restated financials of the Company for the last five years. 8. Letter dated September 2, 2009 from Price Waterhouse, Chartered Accountants, confirming the Statement on Tax Benefits as mentioned in the Letter of Offer. 9. Annual Report of the Company for the last five financial years. 10. In-principle listing approval dated May 19, 2009 and June 22, 2009 from the BSE and NSE respectively. 11. Due Diligence Certificate dated April 13, 2009 from the Lead Managers. 12. Tripartite Agreement dated November 6, 2000 between the Company, NSDL and TSR Darashaw Limited (erstwhile Tata Share Registry Limited) for offering depository option to the investors. 13. Tripartite Agreement dated November 3, 2000 between the Company, CDSL and TSR Darashaw Limited (erstwhile Tata Share Registry Limited) for offering depository option to the investors. 14. Brand Equity and Business Promotion Agreement between the Company and Tata Sons Limited dated April 1, 2003. 15. Conversion Agreement between the Company and TSL dated March 30, 1998. 16. Consignment Agency Agreement between the Company and TSL dated March 30, 1998. 17. Marketing Agency Agreement between the Company and TSL dated March 30, 1998. 18. Subscription agreement for Preference Shares dated January 28, 2000 between Company and TSL. 19. Loan Agreement with TSL dated March 25, 2009. 20. Facility Agreement dated March 30, 2009 with HDFC Limited. 21. Loan Agreement with Allahabad Bank dated August 26, 2009. 22. Loan Agreement with State Bank of Patiala dated August 26, 2009. 23. Loan Agreement with State Bank of Hyderabad dated August 26, 2009. 24. Sanction Letter received from HSBC Limited for an amount aggregating to Rs. 5,000 lakhs dated August 31, 2009. 25. Letter dated August 22, 2009 from P. K. Barman & Co., Chartered Accountant certifying TSL's deployment of Rs. 728.80 lakhs towards CRM-II. 26. Letter dated September 2, 2009 from Price Waterhouse certifying deployment of Rs. 11,372.61 lakhs towards CRM – II as on August 31, 2009. 27. Rating letter dated July 7, 2009 from ICRA Limited. 28. Appointment Letter dated May 22, 2009 appointing IDBI Trusteeship Services Limited as Debenture Trustee. 29. Due Diligence Certificate dated August 28, 2009 from the Debenture Trustee. 30. SEBI Letter Ref. No. CFD/DIL/ISSUES/SP/VB/173811/2009 dated August 20, 2009 containing observations on the Draft Letter of Offer.

DECLARATION

No statements made in the Letter of Offer shall contravene any of the provisions of the Companies Act, 1956 and the rules made thereunder. All the legal requirements connected with the said issue as also the guidelines, instructions etc. issued by SEBI, Government and any other Competent Authority in this behalf have been duly complied with. We hereby certify that all disclosures made in the Letter of Offer are true and correct.

Yours faithfully,

SIGNED BY ALL THE DIRECTORS OF THE COMPANY

Sd/-

Mr. B. Muthuraman, Chairman, Non Executive Director

Sd/-

Mr. Sujit Gupta, Non Executive Independent Director *

Sd/-

Mr. Anand Sen, Non Executive Director

Sd/-

Mr. Dipak Banerjee, Non Executive Independent Director

Sd/-

Mr. S. P. Nagarkatte, Non Executive Independent Director

Sd/-

Mr. Koushik Chatterjee, Non Executive Director

Sd/-

Mr. Ashok Kumar Basu, Non Executive Independent Director

Sd/-

Mr. B. N. Samal, Non Executive Independent Director *

Sd/-

Mr. Tarun Kumar Daga, Managing Director

** Signed through a duly constituted power of attorney*

Sd/-

Mr. R. Balasubramanian
Chief Financial Officer

Place: Kolkata

Date: September 3, 2009

Enclosure: Composite Application Form for Equity Share and FCD

FOR FURTHER DETAILS PLEASE REFER TO THE LETTER OF OFFER