



June 12, 2023

The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.  
Maharashtra, India.  
Scrip Code: 500470

The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051.  
Maharashtra, India.  
Symbol: TATASTEEL

Dear Madam, Sirs,

**Sub: Notice of 116<sup>th</sup> Annual General Meeting ('AGM') of Tata Steel Limited**

Please find enclosed herewith the Notice of the 116<sup>th</sup> AGM of Tata Steel Limited ('Company') scheduled to be held on **Wednesday, July 5, 2023 at 3:00 p.m. (IST)** via two-way Video Conference/Other Audio-Visual Means. The said Notice forms part of the 8<sup>th</sup> Integrated Report & 116<sup>th</sup> Annual Accounts of the Company for the Financial Year 2022-23 ('Integrated Report').

The Notice of the AGM along with the Integrated Report is available on the website of the Company at <https://www.tatasteel.com/investors/integrated-reportannual-report/integrated-report-annual-accounts-2022-23-116th-year-and-related-documents/>

This is submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you.

Yours faithfully,  
**Tata Steel Limited**

**Parvatheesam Kanchinadham**  
Company Secretary &  
Chief Legal Officer (Corporate & Compliance)

Encl.: Notice of AGM

**TATA STEEL LIMITED**

Registered Office Bombay House 24 Homi Mody Street Fort Mumbai 400 001 India  
Tel 91 22 6665 8282 Fax 91 22 6665 7724 Website [www.tatasteel.com](http://www.tatasteel.com)  
Corporate Identity Number L27100MH1907PLC000260

## NOTICE

Notice is hereby given that the 116<sup>th</sup> Annual General Meeting of the Members of Tata Steel Limited will be held on Wednesday, July 5, 2023, at 3.00 p.m. (IST) through Video Conferencing/ Other Audio-Visual Means, to transact the following business:

### Ordinary Business:

#### Item No. 1 - Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

#### Item No. 2 - Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.

#### Item No. 3 - Declaration of Dividend

To declare dividend of ₹3.60/- per Ordinary (equity) Share of face value ₹1/- each for the Financial Year 2022-23.

#### Item No. 4 - Re-appointment of a Director

To appoint a Director in the place of Mr. N. Chandrasekaran (DIN: 00121863), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

### Special Business:

#### Item No. 5 - Ratification of Remuneration of Cost Auditors

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹30 lakh (Rupees Thirty lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants

(Firm Registration Number - 000001), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2024.

**RESOLVED FURTHER THAT** the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

#### Item No. 6 - Material Related Party Transaction(s) with Tata Metaliks Limited - Financial Transaction

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

**"RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**'), the applicable provisions of the Companies Act, 2013 ('**Act**'), if any, read with related rules, if any, each as amended from time to time, and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the '**Board**', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Tata Metaliks Limited ('**TML**'), a listed subsidiary of Tata Steel Limited ('**Company**') and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and TML, for an aggregate value of up to ₹800 crore, to be entered during FY2023-24, for providing inter-corporate deposits of revolving nature and/or providing Company's non-fund based banking facility, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

**Item No. 7 - Material Related Party Transaction(s) between Tata Steel Minerals Canada Ltd., an indirect subsidiary of Tata Steel Limited and IOC Sales Limited, a third party, to benefit Tata Steel UK Limited, a subsidiary of Tata Steel Limited via T S Global Procurement Company Pte. Ltd., an indirect wholly-owned subsidiary of Tata Steel Limited**

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

**"RESOLVED THAT** pursuant to Regulation 23(4), and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**'), the applicable provisions of the Companies Act, 2013 ('**Act**'), if any, read with related rules, if any, each as amended from time to time, and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an

individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, proposed to be entered into between Tata Steel Minerals Canada Ltd. ('**TSMC**'), an indirect subsidiary of Tata Steel Limited ('**Company**') and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations and IOC Sales Limited ('**IOC Sales**'), a third party, *inter alia*, to benefit Tata Steel UK Limited, ('**TSUK**') an indirect wholly-owned subsidiary of the Company via T S Global Procurement Company Pte. Ltd. ('**TSGPL**'), an indirect wholly-owned subsidiary of the Company (both, related parties under Regulation 2(1)(zb) of the SEBI Listing Regulations), on such terms and conditions as may be agreed between TSMC, TSGPL and IOC Sales, for an aggregate transaction value of up to ₹1,200 crore, for purchase and sale of raw materials and other transactions for business, to be entered during FY2023-24, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of TSMC, TSGPL, TSUK and IOC Sales."

**Item No. 8 - Material Related Party Transaction(s) with Tata Motors Limited and Poshs Metal Industries Private Limited, a third party**

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

**"RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**'), the applicable provisions of the Companies Act, 2013 ('**Act**'), if any, read with related rules, if any, each as amended from time to time, and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the '**Board**', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement with Tata Motors Limited ('**Tata Motors**'), an associate company of Tata Sons Private Limited [Promoter company of Tata Steel Limited ('**Company**')], a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, and/or with Poshs Metal Industries Private Limited, ('**Poshs**') a third party to serve the ancillary entities of Tata Motors as provided in the statement,

*inter alia*, to benefit Tata Motors, on such terms and conditions as may be agreed between the Company and Tata Motors and/or Poshs, for an aggregate value of up to ₹1,040 crore (directly with Tata Motors for an amount up to ₹690 crore and through third party, viz. Poshs for an amount up to ₹350 crore), for purchase and sale of goods, receiving and rendering of services and other transactions for business, to be entered during FY2023-24, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

**Item No. 9 - Material Related Party Transaction(s) between Tata Steel Downstream Products Ltd, a wholly-owned subsidiary of Tata Steel Limited and ancillary entities of Tata Motors Limited to benefit Tata Motors Limited, a related party of Tata Steel Limited**

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

**"RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**'), the applicable provisions of the Companies Act, 2013 ('**Act**'), if any, read with related rules, if any, each as amended from time to time, and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, proposed to be entered into between, Tata Steel Downstream Products Ltd. ('**TSDPL**'), a wholly-owned subsidiary of Tata Steel Limited ('**Company**') and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations and any of the ancillary entities of Tata Motors Limited ('**Tata Motors**'), a part of the Promoter Group of Tata Steel Limited as well as an indirect associate company of Tata Sons Private Limited [Promoter company of Tata Steel Limited], (related party under Regulation 2(1)(zb) of the SEBI Listing Regulations), as provided in the statement, *inter alia*, to benefit Tata Motors, on such terms and conditions as may be agreed between TSDPL, Tata Motors and ancillary entities of Tata Motors, for an aggregate value of up to ₹3,200 crore, for purchase and sale of steel products and other transactions for business, to be entered during FY2023-24, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of TSDPL, Tata Motors and ancillary entities of Tata Motors."

**Item No. 10 - Appointment of Dr. Shekhar C. Mande (DIN: 10083454) as an Independent Director**

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

**"RESOLVED THAT** Dr. Shekhar C. Mande (DIN: 10083454) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective June 1, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 ('**Act**') read with related rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 121 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), each as amended, and the Articles of Association of the Company, the appointment of Dr. Shekhar C. Mande (DIN:10083454), who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing June 1, 2023 through May 31, 2028 (both days inclusive)."

**NOTES:**

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('**Act**') setting out material facts concerning the business with respect to Item Nos. 5 to 10 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/re-appointment at this Annual General Meeting ('**Meeting**' or '**AGM**') is furnished as **Annexure 1** to this Notice.
- (b) The Ministry of Corporate Affairs ('**MCA**'), *inter-alia*, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as '**MCA Circulars**') has permitted the holding of the AGM through Video Conferencing ('**VC**') or through Other Audio-Visual Means ('**OAVM**'), **without the physical presence of the Members at a common venue.**

Further, Securities and Exchange Board of India ('**SEBI**'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('**SEBI Circulars**') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 116<sup>th</sup> AGM of the Company is being held through VC/OAVM on Wednesday, July 5, 2023, at 3:00 p.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001.

- (c) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- (d) The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('**NSDL**') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
- (e) Institutional/corporate shareholders (i.e., other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutinizer's e-mail address at [tsl.scrutinizer@gmail.com](mailto:tsl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Corporate Members/Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
- (f) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- (g) In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
- (h) In accordance with the aforesaid MCA Circulars and the relevant SEBI Circulars, the Notice of the AGM along with the Integrated Report & Annual Accounts 2022-23 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Integrated Report & Annual Accounts 2022-23 to those Members who request the same at [cosec@tatasteel.com](mailto:cosec@tatasteel.com) or [csg-annualreports@tcplindia.co.in](mailto:csg-annualreports@tcplindia.co.in) mentioning their Folio No./DP ID and Client ID. The Notice convening the 116<sup>th</sup> AGM along with the Integrated Report & Annual Accounts 2022-23 will also be available on the website of the Company at [www.tatasteel.com](http://www.tatasteel.com), websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**(i) Book Closure and Dividend:**

The Register of Members and Share Transfer Books of the Company will be closed from **Friday, June 23, 2023 to Wednesday, July 5, 2023 (both days inclusive)** for the purpose of payment of dividend and AGM for FY2022-23.

The dividend of ₹3.60/- per Ordinary (equity) Share of ₹1/- each (360%), if approved by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on and from **Monday, July 10, 2023** as under:

- **In respect of Ordinary shares held in physical form:** To all the Members, whose names are on the Company's Register of Members, after giving effect to valid transmission and transposition requests lodged with the Company, as on the close of business hours of **Thursday, June 22, 2023**.
- **In respect of Ordinary Shares held in electronic form:** To all beneficial owners of the shares, as of end of day on **Thursday, June 22, 2023**, as per details furnished by the Depositories for this purpose.

The Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Warrant/Bankers' Cheque/Demand Draft to such Members.

Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the rates prescribed in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/Registrars and Transfer Agents ('RTA') by sending documents through e-mail on or before **Friday, June 16, 2023** to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please click here: <https://www.tatasteel.com/media/18027/bsense.pdf> and also refer to the e-mail being sent to members in this regard.

**Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:**

**Shares held in physical form:** Members are requested to send the following details/documents to the Company's Registrars and Transfer Agent ('RTA'), viz. TSR Consultants Private Limited, at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai -400 083, latest by **Friday, June 16, 2023:**

- Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received. The said form is available on the website of the Company at <https://www.tatasteel.com/investors/investor-information/forms/> and on the website of the RTA at <https://tcplindia.co.in/kyc-download.html>
  - i) Name of Bank and Bank Branch;
  - ii) Bank Account Number;
  - iii) 11-digit IFSC Code; and
  - iv) 9-digit MICR Code.
- Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly. In case, name of the holder is not available on the cheque, kindly submit the following documents:
  - i) Cancelled cheque in original
  - ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch;

- Self-attested copy of the PAN Card; and
- Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Further, Members are requested to refer to process detailed on <https://tcplindia.co.in/home-KYC.html> and proceed accordingly.

**Shares held in electronic form:** Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by **Thursday, June 22, 2023.**

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

- (j) **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website at <https://www.tatasteel.com/investors/investor-information/forms/>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) in case the shares are held in physical form, quoting their folio no(s).

- (k) In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

- (l) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.tatasteel.com/investors/investor-information/forms/> and on the website of the Company's RTA at <https://www.tcplindia.co.in/>. It may be noted that any service request can be processed only after the folio is KYC compliant.

- (m) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Integrated Report 2022-23 in respect of unclaimed dividends and transfer of dividends/shares to the IEPF.

- (n) Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

- (o) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- (p) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- (q) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to [cosec@tatasteel.com](mailto:cosec@tatasteel.com)
- (r) **Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. **The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.**

However, the security holders of such frozen folios shall be eligible:

- To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on our website at <https://www.tatasteel.com/investors/investor-information/forms/> **In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.** The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

- (s) As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs, the matters of Special Business as appearing at Item Nos. 5 to 10 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.

### PROCESS FOR REGISTERING E-MAIL ADDRESS:

- i. **One-time registration of e-mail address with RTA for receiving the AGM Notice, Integrated Report & Annual Accounts 2022-23 and to cast votes electronically:** The Company has made special arrangements with RTA and NSDL for registration of e-mail address of those Members (holding shares either in electronic or physical form) who wish to receive the AGM Notice, Integrated Report & Annual Accounts for FY 2022-23 and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5.00 p.m. (IST) on **Wednesday, June 28, 2023.**

**Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:**

- Visit the link: [https://tcpl.linkintime.co.in/EmailReg/Email\\_Register.html](https://tcpl.linkintime.co.in/EmailReg/Email_Register.html)
- Select the name of the Company from drop-down: **Tata Steel Limited.**



- c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form)/Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail ID.
  - d) System will send OTP on mobile no. and e-mail ID.
  - e) Enter OTP received on mobile no. and e-mail ID and submit.
  - f) The system will then confirm the e-mail address for the limited purpose of service of AGM Notice along with Integrated Annual Report 2022-23 and e-Voting credentials.
2. Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date of Wednesday, June 28, 2023** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Integrated Report & Annual Accounts FY2022-23 along with the e-Voting user ID and password to the Members. In case of any queries, Members may write to [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- ii. **Registration of e-mail address permanently with Company/DP:** Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding, and with RTA, in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.

Any shareholder(s) holding shares in physical form or non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. Wednesday, June 28, 2023**, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if a person is already registered with NSDL for remote e-Voting then the Members can use their existing User ID and password for casting the vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 -2499 7000.

In case of Individual Shareholder who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under '**Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**'

## **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

### **A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:**

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.
3. The remote e-Voting period commences on **Saturday, July 1, 2023 at 9.00 a.m. (IST) and ends on Tuesday, July 4, 2023 at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. June 28, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date i.e. Wednesday, June 28, 2023**.
4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon

announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:**

- Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of 'VC/OAVM' placed under 'Join Meeting' menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph titled "The instructions for remote e-Voting before/during the AGM" in the Notice to avoid last minute rush.
- Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- Members are encouraged to submit their questions in advance with respect to the accounts or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to reach the Company's e-mail address at [cosec@tatasteel.com](mailto:cosec@tatasteel.com) before 3.00 p.m. (IST) on Wednesday, June 28, 2023.

- Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cosec@tatasteel.com](mailto:cosec@tatasteel.com) between June 29, 2023 (9:00 a.m. IST) to July 1, 2023 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
- Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 022 - 4886 7000/022 - 2499 7000 or contact Mr. Sanjeev Yadav, Assistant Manager-NSDL at [sanjeevy@nsdl.co.in](mailto:sanjeevy@nsdl.co.in)

**THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM**

The details of the process and manner for remote e-Voting are explained herein below:

**Step 1:** Access NSDL e-Voting system

**Step 2:** Cast your vote electronically and join General Meeting on NSDL e-Voting system.


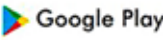


**Details on Step 1 are mentioned below:**

**A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode**

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail-id in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the ‘<b>Beneficial Owner</b>’ icon under ‘<b>Login</b>’ which is available under ‘<b>IDeAS</b>’ section.</li> <li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section.</li> <li>4. Click on ‘<b>Access to e-voting</b>’ appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against Company name or <b>e-voting service provider – NSDL</b> and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p>If you are not registered for IDeAS services, follow the below steps:</p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b. Select ‘<b>Register Online for IDeAS</b>’ Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. Please follow steps given in points 1-5</li> </ol> <p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon ‘<b>Login</b>’ which is available under ‘Shareholder/Member’ section.</li> <li>3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or <b>e-voting service provider - NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App ‘<b>NSDL Speede</b>’ facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective website.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at or contact at 1800 22 55 33

## B. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is S1***** and EVEN is 123896 for Ordinary (equity) shares then user ID is 123896S1*****

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to log-in and cast your vote.

- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
  - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you by NSDL and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your e-mail ID is not registered, please follow steps mentioned in process for those shareholders whose e-mail IDs are not registered.
- 6) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - (a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (b) Click on '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- 8) Now, you will have to click on 'Login' button.
- 9) After you click on the 'Login' button, Home page of e-Voting will open.

**Details on Step 2 are mentioned below:**

**How to cast your vote electronically on NSDL e-Voting system and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see "EVEN" of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of the Company, in case Ordinary (Equity) Shares – 123896 for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**The instructions for e-Voting during the AGM are as under:**

1. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system at the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting

### General Guidelines for Shareholders:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the '**Forgot User Details/Password?**' or '**Physical User Reset Password?**' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries/grievances pertaining to remote e-Voting (before or during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for Shareholders and e-Voting user manual for Shareholders available in the 'Download' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager from NSDL at the designated e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) The address of NSDL is Trade World, 'A' wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra
- ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, not later than two working days from the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.tatasteel.com](http://www.tatasteel.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Sd/-

**Parvatheesam Kanchinadham**

Company Secretary &

Chief Legal Officer (Corporate & Compliance)

Membership No. ACS: 15921

### Other Instructions:

- i. The Board of Directors has appointed Mr. P. N. Parikh (Membership No. FCS 327) or failing him, Ms. Jigyasa Ved (Membership No. FCS 6488) or failing her, Mr. Mitesh Dhabliwala (Membership No. FCS 8331) of M/s Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting process as well as e-Voting during the AGM in a fair and transparent manner.

Mumbai

June 5, 2023

### Registered Office:

Bombay House, 24, Homi Mody Street

Fort, Mumbai - 400 001.

Tel: +91 22 6665 8282

CIN: L27100MH1907PLC000260

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

E-mail: [cosec@tatasteel.com](mailto:cosec@tatasteel.com)

## Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act')

The following Statement sets out all material facts relating to Item Nos. 5 to 10 mentioned in the accompanying Notice.

### Item No. 5

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

In compliance with the above, the Audit Committee of the Company at its meeting held on May 2, 2023, considered the appointment of Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001) as the Cost Auditors of the Company for FY2023-24. At the said meeting, the Audit Committee also considered the remuneration of ₹30 lakh (Rupees Thirty lakh) (plus applicable taxes and reimbursement of out-of-pocket expenses) payable to the Cost Auditors of the Company for FY2023-24.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee considered, the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company. The Committee also noted that, the cost audit for FY2023-24 will *inter alia* cover three major plants and other divisions of Tata Steel, including Tubes, Bearings, Ferro Alloys and Minerals Division, Growth Shop, Power Business, etc.

The Board, on the recommendation of the Audit Committee, approved the appointment of Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001) as the Cost Auditors of the Company for FY2023-24 at a remuneration of ₹30 lakh (Rupees Thirty lakh) (plus applicable taxes and reimbursement of out-of-pocket expenses) payable to Cost Auditors for FY2023-24.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company.

The consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending March 31, 2024.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for approval of the Members.

### Context for Item Nos. 6 to 9

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 crore or 10% of annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of 'related party transaction' which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

It is in the above context that, Resolution Nos. 6 to 9 are placed for approval of the Members of the Company.

### Item No. 6

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

Tata Metaliks Limited ('TML'), is mainly engaged in the production of pig iron and ductile iron pipes, with a production capacity of 6 LTPA of hot metal. TML has a production capacity of 2.55 LTPA of Ductile Iron Pipe ('DIP') and 3.45 LTPA of Pig Iron ('PI'). TML is amongst the leading producers of PI and DIP and its strategic location gives it a unique advantage in terms of proximity of raw material sources and fast-growing market in East and North India.

TML is a listed subsidiary of Tata Steel Limited ('Tata Steel/ Company'), and consequently, a related party of the Company in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations. Tata Steel is also the promoter company of TML.

In order to cope up with the soaring commodity prices, the working capital requirement of TML has significantly increased. Given the financial requirements of TML, Tata Steel being the promoter company, proposes to extend its One Treasury initiative to TML by replacing the existing bank lines of TML by way of infusion of funds through revolving Inter-Corporate Deposits ('ICDs') of up to ₹200 crore to fund TML's working capital requirements and to extend Tata Steel's non-fund based banking facility of up to ₹600 crore to TML for their business and other general corporate purposes during FY2023-24. The non-fund based banking facility proposed to be extended to TML will be supported by the lenders of Tata Steel.

The proposed lending of surplus funds by Tata Steel to Tata Steel Group Company ('TSGCs') will help in ensuring efficient

utilisation of cash, which in turn would bring synergies across TSGCs by sharing the pool of resources at arm's length.

The Company has obtained the approval of shareholders vide its Postal Ballot notice dated April 26, 2023 for operational transactions of up to ₹2,230 crore with TML to be entered during FY2023-24. The proposed financial transaction of up to ₹800 crore, is in addition to these operational transactions.

The Management has provided the Audit Committee with the details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with TML for an aggregate value of upto ₹800 crore, to be entered during FY2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Details of the proposed transactions with TML, being a related party of the Company, including the information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

SN	Description	Details
1.	Details of Summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Tata Metaliks Limited ('TML'), is a listed subsidiary of Tata Steel Limited ('Company'/'Tata Steel') and consequently, a related party of the Company. The Company is a promoter of TML and holds 60.03% of equity shares in TML as on the date of this Notice.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Koushik Chatterjee, Executive Director & Chief Financial Officer of the Company is also the Chairman and Non-Executive Director of TML. His interest or concern or that of his relatives, is limited only to the extent of his directorship/ shareholding in the Company and TML.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	A. Providing ICDs of revolving nature to TML not exceeding ₹200 crore and the said ICDs will be provided in multiple tranches & at multiple times during FY2023-24. B. Providing Company's non-fund based banking facility to TML not exceeding ₹600 crore, extended by its lenders during FY2023-24.
d.	Value of Transaction	Up to ₹800 crore
e.	Percentage of annual consolidated turnover of Tata Steel considering FY2022-23 as the immediately preceding financial year	0.33%
2.	Justification for the transaction	Please refer to " <b>Background, details and benefits of the transaction</b> " which forms part of the statement to the resolution no. 6
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	The Company shall provide ICD's of revolving nature to TML aggregating to ₹200 crore from its internal accruals. The Company shall extend its non-fund based banking facility aggregating to ₹600 crore to TML.
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Not Applicable
	<ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul>	



SN	Description	Details
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ol style="list-style-type: none"> <li>1) Providing ICDs of revolving nature to TML, not exceeding ₹200 crore and the said ICDs will be provided in multiple tranches &amp; at multiple times, during FY2023-24.</li> <li>2) Providing Company's non-fund based banking facility to TML not exceeding ₹600 crore for business purpose, extended by its lenders during FY2023-24.</li> </ol> <p>The above ICDs/non-fund based facilities are under unsecured category.</p>
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	These funds will be utilised by TML for its working capital requirement and other general corporate purposes during FY2023-24.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	The proposed RPTs has been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

### Arm's length pricing

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.

A brief detail on the mode of determination of arm's length pricing of financial RPT is provided below:

Nature of Transaction	Pricing method
Financial transactions of ₹800 crore	<ul style="list-style-type: none"> <li>• <b>Inter Corporate Deposits of revolving nature to TML not exceeding ₹200 crore</b> - The interest rate range will be determined basis applicable government securities/Commercial Papers/Bond or any other appropriate reference of relevant tenor for the similar rated entity plus premium adjustment for subordination. The pricing may also change in case of any movement in the credit profile of TML. The current indicative interest rate range for tenor up to 1 year is 7.77% p.a. to 8.25% p.a.</li> <li>• <b>Providing Company's non-fund based banking facility not exceeding ₹600 crore</b> - The market rate plus margin determined based on the benefit derived by TML from such facility, which is further split between the entities based on the benefit shared.</li> </ul>

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 6.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 6 of this Notice to the Shareholders for approval.

### Item No. 7

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

Tata Steel Minerals Canada Limited ('**TSMC**'), located in Canada, is a company having partnership between Tata Steel Limited ('**Company**/'**Tata Steel**') (82%) and the Government of Quebec (18%). It is an indirect foreign subsidiary of Tata Steel primarily engaged in the business of production and mining of iron ore, crushing, washing, screening, and shipping the sinter and pellet fines to the steel making facilities along with feasibility study of the iron ore deposits.

T S Global Procurement Company Pte. Ltd. ('**TSGPL**'), located in Singapore, is an indirect wholly-owned foreign subsidiary of Tata Steel engaged primarily in the business of trading and distribution of raw materials such as coal, fluxes, coke, etc. TSGPL acts as a procurement service provider entity for Tata Steel and its group companies.

Tata Steel UK Limited, ('**TSUK**'), located in Europe, is an indirect foreign wholly-owned subsidiary of Tata Steel, which is primarily engaged in manufacturing of steel.

TSUK requires iron ore for its manufacturing unit in Europe which can be supplied by TSMC. TSUK has limited access to multi-user port i.e., Port of Sept-Îles located in the Province of Quebec, where TSMC operates its iron ore mines. Therefore, TSMC supplies iron ore to TSUK for its manufacturing units in Europe through TSGPL. In order to ease out the logistics, TSMC has secured an arrangement with IOC Sales Limited ('**IOC Sales**') (i.e., a third party who has a private captive port for its exclusive use for iron ore operations in Canada) to use its private port for sale of iron ore to TSGPL. Under this arrangement, TSMC sells the iron ore it produces to IOC Sales who in turn sells it to TSGPL which ultimately supplies the iron ore to TSUK.

As part of the Tata Steel Group Strategy, these companies enter into transactions under a Tripartite Agreement between

TSMC, IOC Sales and TSGPL, which not only helps smoothen business operations of the companies, *inter-se*, but also, ensures consistent flow of desired quality and quantity of raw materials to the end-user i.e., TSUK without any interruptions.

The aforementioned transaction(s) assists in furthering business opportunities and synergy(ies) for TSMC, TSGPL and TSUK.

The Management provided the Audit Committee with the relevant details of the proposed RPTs including rationale, material terms and basis of pricing. Post discussions and deliberations, the Audit Committee granted approval for entering into RPTs between TSMC and IOC Sales, to benefit a related party i.e., TSUK via TSGPL, for an aggregate value of up to ₹1,200 crore to be entered during FY2023-24. The Committee has noted that the said transaction(s) will be on an arms' length basis and in the ordinary course of business of the Company.

Details of the proposed transactions between TSMC and IOC Sales, to benefit a related party of Tata Steel i.e., TSUK via TSGPL, including the information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

SN	Description	Details
1.	Details of Summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	<p>Tata Steel Minerals Canada Limited ('<b>TSMC</b>'), is an indirect foreign subsidiary of Tata Steel Limited ('<b>Tata Steel</b>/'<b>Company</b>).</p> <p>T S Global Procurement Company Pte. Ltd. ('<b>TSGPL</b>') is an indirect wholly-owned foreign subsidiary of Tata Steel. Tata Steel UK Limited ('<b>TSUK</b>'), is an indirect wholly-owned foreign subsidiary of Tata Steel. Consequently, both are related parties of Tata Steel.</p> <p>IOC Sales Ltd. ('<b>IOC Sales</b>') is a third party which facilitates the proposed RPTs between TSMC and TSUK via TSGPL.</p> <p>However, the proposed transaction between TSMC and IOC Sales is construed as RPTs (in terms of the provisions dealing with purpose and effect to benefit a related party under the SEBI Listing Regulations).</p>
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	<p>Mr. T. V. Narendran, Chief Executive Officer and Managing Director of the Company is also the Director of TSUK and TSMC.</p> <p>Mr. Koushik Chatterjee, Executive Director &amp; Chief Financial Officer of the Company is a Director and Chairman of TSGPL and also a Director of TSUK.</p> <p>Mr. Deepak Kapoor, Independent Director of the Company is also a Director and Chairman of the Board of TSMC.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their directorship/shareholding in the Company, TSGPL, TSMC and TSUK.</p>
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>TSUK requires iron ore for its manufacturing unit in Europe which can be supplied by TSMC. TSUK has limited access to multi-user port i.e., Port of Sept-Îles located in the Province of Quebec, where TSMC operates its iron ore mines. Therefore, TSMC supplies iron ore to TSUK for its manufacturing units in Europe through TSGPL. In order to ease out the logistics, TSMC has secured an arrangement with IOC Sales (i.e., a third party who has a private captive port for its exclusive use for iron ore operations in Canada) to use its private port for sale of iron ore to TSGPL. Under this arrangement, TSMC sells the iron ore it produces to IOC Sales who in turn sells it to TSGPL which ultimately supplies the iron ore to TSUK.</p> <p>The aforementioned transactions are proposed to be entered during FY2023-24 for an aggregate amount of up to ₹1,200 crore.</p>
d.	Value of Transaction	Up to ₹1,200 crore

SN	Description	Details
e.	Percentage of annual consolidated turnover of Tata Steel considering FY2022-23 as the immediately preceding financial year	0.49%
f.	Percentage of annual turnover of TSMC on standalone basis considering FY2022-23 as the immediately preceding financial year	185%
2.	Justification for the transaction	Please refer to " <b>Background, details and benefits of the transaction</b> " which forms part of the statement to the resolution no. 7
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	(i) details of the source of funds in connection with the proposed transaction	
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Not Applicable
	• nature of indebtedness;	
	• cost of funds; and	
	• tenure	
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

### Arm's length pricing

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.

The RPTs will be entered based on the market price of the relevant material and service not exceeding ₹1,200 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus mark-up as applicable, at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 7.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 7 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 7 of this Notice to the Shareholders for approval.

## Item No. 8

### Background, details and benefits of the transaction

Tata Motors Limited ('**Tata Motors**') is a leading global automobile manufacturer with many offerings across commercial, passenger and electric vehicles.

Tata Motors is an associate company of Tata Sons Private Limited [Promoter company of Tata Steel Limited ('**Company**/'**Tata Steel**')] and is a part of the Promoter Group of the Company.

Accordingly, Tata Motors is a related party of the Company in terms of Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI Listing Regulations**').

As a part of business operations, Tata Steel enters into various transactions with Tata Motors, directly as well as through a third party, viz. Poshs Metal Industries Private Limited ('**Poshs**').

Direct transactions with Tata Motors include sale of coil, sheets, plates, power, water etc. The Company also has transactions which qualify as purchase of goods and rendering of services with Tata Motors.

Tata Steel has a Vendor Servicing Model ('**VSM**') arrangement with Poshs. Through this arrangement, Poshs supplies coils, sheets, plates, coated products etc., to the ancillary entities of Tata Motors. The price at which these goods are supplied by Poshs to the ancillary entities of Tata Motors is negotiated between Tata Steel and Tata Motors.

Details of the proposed transactions with Tata Motors, a related party of the Company and Poshs, a third party, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

SN	Description	Details
1.	Details of Summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Tata Motors Limited (' <b>Tata Motors</b> ') is a listed associate company of Tata Sons Private Limited (Promoter company of Tata Steel Limited (the ' <b>Company</b> /' <b>Tata Steel</b> ')) as well as forms part of the Promoter Group of Tata Steel and consequently, is a related party of Tata Steel.  Poshs Metal Industries Private Limited (' <b>Poshs</b> ') along with other ancillary entities of Tata Motors are third parties to Tata Steel. However, since materials are supplied by Tata Steel through these entities to Tata Motors at a price negotiated between Tata Steel and Tata Motors, these transactions are construed as RPTs (in terms of the provisions dealing with purpose and effect to benefit a related party under the SEBI Listing Regulations). (Refer Annexure 2 for list of ancillary entities)
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. N. Chandrasekaran is the Non-Executive Director and Chairman of both, Tata Motors and Tata Steel and Mr. O. P. Bhatt is an Independent Director of both these companies. Their interests or concerns or that of their relatives, are limited only to the extent of their directorship/shareholding in Tata Motors and Tata Steel, respectively.

Through the VSM, Tata Steel caters to the requirement of Tata Motors or its ancillary entities without increasing the in-house processing capacity at Tata Steel and in parallel, ensuring seamless supply chain to serve small customers. Poshs, the VSM partner is responsible for processing & packaging of coils supplied by Tata Steel, taking care of outbound freight, managing inventory, overheads, and receivables for Tata Steel.

These business transactions with third-party/ancillary entities of Tata Motors enables ease of business for both Tata Steel and Tata Motors.

The aforementioned transaction(s) assist in furthering business opportunities and synergy(ies) for both, Tata Steel and Tata Motors.

During FY2023-24, the Company proposes to enter into transaction(s) directly with Tata Motors for an aggregate amount of up to ₹690 crore and through third party, viz. Poshs for an aggregate amount of up to ₹350 crore.

The Management provided the Audit Committee with the relevant details of the proposed RPTs including rationale, material terms and basis of pricing. Post discussions and deliberations, the Audit Committee granted approval for entering into RPTs with Tata Motors and/or with Poshs, a third party and/or with any of the ancillary entities of Tata Motors, for an aggregate value of up to ₹1,040 crore to be entered during FY2023-24. The Committee has noted that the said transaction(s) will be on an arms' length basis and in the ordinary course of business of the Company.

SN	Description	Details
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>Tata Steel enters into various transactions with Tata Motors such as sale of coil, sheets, plates, etc., purchase of goods, rendering of services etc. and other transactions for the purposes of business to/from Tata Motors.</p> <p>Tata Steel has a Vendor Servicing Model arrangement with Poshs. Through this arrangement, Poshs supplies coils, sheets, plates, coated products etc., to the ancillary entities of Tata Motors. The price at which these goods are supplied by Poshs to the ancillary entities of Tata Motors is negotiated between Tata Steel and Tata Motors.</p> <p>The aforementioned transactions are proposed to be entered during FY2023-24 for an aggregate amount of up to ₹1,040 crore (directly with Tata Motors for an amount up to ₹690 crore and through third party, viz. Poshs, for an amount up to ₹350 crore).</p>
d.	Value of Transaction	Up to ₹1,040 crore (directly with Tata Motors for an amount up to ₹690 crore and through third party, viz. Poshs, for an amount up to ₹350 crore).
e.	Percentage of annual consolidated turnover of Tata Steel considering FY2022-23 as the immediately preceding financial year	0.43%
2.	Justification for the transaction	Please refer to " <b>Background, details and benefits of the transaction</b> " which forms part of the statement to the resolution no. 8
3.	<p>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul> <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, forming part of this Notice.

### Arm's length pricing

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.

The RPTs will be entered based on the market price of the relevant material and service not exceeding ₹1,040 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost-plus mark-up, as applicable, at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 8.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 8 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 8 of this Notice to the Shareholders for approval.

### Item No. 9

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

Tata Steel Downstream Products Limited ('**TSDPL**'), is a wholly-owned subsidiary of Tata Steel Limited ('**Company**/'**Tata Steel**') and consequently, a related party of the Company in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations. TSDPL is the first organized Steel Service Centre capable of processing high tensile steel in India.

Tata Motors Limited ('**Tata Motors**') is a leading global automobile manufacturer with many offerings across commercial, passenger and electric vehicles.

Tata Motors is an associate company of Tata Sons Private Limited (Promoter company of Tata Steel) and is a part of the Promoter Group of Tata Steel Limited. Accordingly, Tata Motors

Details of the proposed transactions between TSDPL and ancillary entities of Tata Motors to benefit a related party of Tata Steel, i.e., Tata Motors, including the information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

SN	Description	Details
1.	Details of Summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	<p>Tata Steel Downstream Products Limited ('<b>TSDPL</b>'), is a wholly-owned subsidiary of Tata Steel Limited ('<b>Tata Steel</b>/'<b>Company</b>).</p> <p>Tata Motors Limited ('<b>Tata Motors</b>') is a listed associate company of Tata Sons Private Limited (Promoter company of Tata Steel) as well as forms part of the Promoter Group of Tata Steel and consequently, both are related parties of Tata Steel.</p> <p>The ancillary entities of Tata Motors are third parties which facilitates the proposed RPTs between TSDPL and Tata Motors. <i>(Refer Annexure 3 for list of ancillary entities)</i></p> <p>The proposed transaction between TSDPL and ancillary entities of Tata Motors are construed as RPTs (in terms of the provisions dealing with purpose and effect to benefit a related party under the SEBI Listing Regulations).</p>

is a related party of the Company in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations.

Tata Steel has a Vendor Servicing Model ('**VSM**') arrangement with TSDPL. Through this arrangement, TSDPL supplies coils, sheets, plates, coated products, etc., to the ancillary entities of Tata Motors. The price at which these goods are supplied by TSDPL to the ancillary entities of Tata Motors is negotiated between Tata Steel and Tata Motors.

Through the VSM, Tata Steel caters to the requirement of Tata Motors or its ancillary entities without increasing the in-house processing capacity at Tata Steel and in parallel, ensuring seamless supply chain to serve small customers. TSDPL, the VSM partner is responsible for processing & packaging of coils supplied by Tata Steel, taking care of outbound freight, managing inventory, overheads, and receivables for Tata Steel. These business transactions with third-party/ancillary entities of Tata Motors enables ease of business for TSDPL, Tata Steel and Tata Motors.

The aforementioned transaction(s) assists in furthering business opportunities and synergy(ies) for TSDPL, Tata Steel and Tata Motors.

The Management provided the Audit Committee with the relevant details of the proposed RPTs including rationale, material terms and basis of pricing. Post discussions and deliberations, the Audit Committee granted approval for entering into RPTs between TSDPL and the ancillary entities of Tata Motors, for an aggregate value of up to ₹3,200 crore to be entered during FY2023-24. The Committee has noted that the said transaction(s) will be on an arms' length basis and in the ordinary course of business of the Company.

SN	Description	Details
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. N. Chandrasekaran, is the Non-Executive Director and Chairman of both, Tata Motors and Tata Steel, and Mr. O. P. Bhatt is an Independent Director of both these companies. Mr. Koushik Chatterjee, Executive Director & Chief Financial Officer of the Company is also the Non-Executive Director and Chairman of the Board of TSDPL. Their interest or concern or that of their relatives, is limited only to the extent of their directorship/shareholding in Tata Steel, Tata Motors and TSDPL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	Tata Steel has a Vendor Servicing Model arrangement with TSDPL. Through this arrangement, TSDPL supplies coils, sheets, plates, coated products, etc., to the ancillary entities of Tata Motors. The price at which these goods are supplied by TSDPL to the ancillary entities of Tata Motors is negotiated between Tata Steel and Tata Motors. The aforementioned transactions are proposed to be entered during FY2023-24 for an aggregate amount of up to ₹3,200 crore.
d.	Value of Transaction	Up to ₹3,200 crore
e.	Percentage of annual consolidated turnover of Tata Steel considering FY2022-23 as the immediately preceding financial year	1.31%
f.	Percentage of annual turnover of TSDPL on standalone basis considering FY2022-23 as the immediately preceding financial year	43.28%
2.	Justification for the transaction	Please refer to " <b>Background, details and benefits of the transaction</b> " which forms part of the statement to the resolution no. 9
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	(i) details of the source of funds in connection with the proposed transaction	
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul>	Not Applicable
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

### Arm's length pricing

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.

The RPTs will be entered based on the market price of the relevant material and service not exceeding ₹3,200 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus mark-up as applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 9.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 9 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 9 of this Notice to the Shareholders for approval.

### Item No. 10

The Nomination and Remuneration Committee ('NRC') oversees the succession planning for the Board of Directors ('Board') of the Company and towards this, it has adopted a methodical, meritocratic, fair and transparent process to ensure that it recommends the right candidate(s) to serve on the Board. The NRC had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC reviewed the profiles of suitable prospects and concluded to invite selected candidate(s) for an open and a candid conversation. Post conversations with the prospective candidates, NRC was impressed with the credentials and profile of Dr. Shekhar C. Mande and he was identified as the most suitable candidate to be inducted as an Independent Director on the Board of the Company.

On May 27, 2023, basis recommendations of the NRC, the Board of the Company, in terms of Section 161 of the Companies Act,

2013 ('Act'), appointed Dr. Shekhar C. Mande (DIN: 10083454) as an Additional Director (Non-Executive, Independent) on the Board of the Company effective June 1, 2023.

Further, basis recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, appointed Dr. Mande as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from June 1, 2023 through May 31, 2028 (both days inclusive).

Dr. Shekhar C. Mande is a structural and computational biologist and a well-known research scientist. He is a distinguished Professor at the Savitribai Phule Pune University, Pune. Prior to this, Dr. Mande served as the Director General of the Council of Scientific and Industrial Research (CSIR) and Secretary of the Department of Scientific and Industrial Research (DSIR), Government of India. He is one of India's leading experts in DNA fingerprinting and diagnostics. As Director of the National Centre for Cell Science (NCCS), an autonomous institute of the Department of Biotechnology, Government of India, Dr. Mande oversaw the launch of the Indian Human Microbiome Initiative in the North-East. In 2005, he was awarded the Shanti Swarup Bhatnagar Prize for Science and Technology – the most prestigious science award in India – in the category of Biological Sciences.

The Board noted that Dr. Mande's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Dr. Mande is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Dr. Mande is justified as it foresees Dr. Mande, with his background and experience, adding significant value and strength in the areas of research & development ('R&D'), and science & technology. The Board was further satisfied with Dr. Mande's leadership capability in providing guidance to the Board and the Management in shaping a strong R&D organization for the Tata Steel Group in its pursuit of being amongst the top 5 technology companies in the steel industry, globally. The Board also was confident that Dr. Mande, with his demonstrated thought leadership, will add significant strength to the Board in the policy advocacy area in Science and Technology and within the Research Community globally.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Dr. Mande (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment



& Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (iv) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Dr. Mande has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Dr. Mande has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The profile and specific areas of expertise of Dr. Mande and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided as an Annexure to this Notice.

In the opinion of the Board, Dr. Mande is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

The terms and conditions of appointment of Dr. Mande as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [cosec@tatasteel.com](mailto:cosec@tatasteel.com). Alternatively, the

documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the date of the Annual General Meeting of the Company.

None of the Director(s) and/or Key Managerial Personnel of the Company and/or their respective relatives, except Dr. Shekhar C. Mande, to whom the Resolution relates, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 10 of the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Dr. Mande as an Independent Director on the Board of the Company, as a Special Resolution as set out above.

The Board recommends the Special Resolution set forth at Item No. 10 for the approval of the Shareholders.

By Order of the Board of Directors

Sd/-

**Parvatheesam Kanchinadham**  
Company Secretary &  
Chief Legal Officer (Corporate & Compliance)  
Membership No. ACS: 15921

Mumbai  
June 5, 2023

**Registered Office:**

Bombay House, 24, Homi Mody Street,  
Fort, Mumbai-400 001.

Tel: +91 22 6665 8282

CIN: L27100MH1907PLC000260

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

E-mail: [cosec@tatasteel.com](mailto:cosec@tatasteel.com)

## Annexures to the Notice

# ANNEXURE 1

### Details of the Directors seeking appointment/re-appointment at the 116<sup>th</sup> Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS - 2 of the Secretarial Standard on General Meetings]

#### Profile of Mr. N. Chandrasekaran

(Non-Executive Chairman)



Mr. N. Chandrasekaran (DIN: 00121863) (aged 60 years) was appointed as a Member of the Board effective January 13, 2017, and as Chairman of the Board effective February 7, 2017.

Mr. N. Chandrasekaran is the Chairman of Tata Sons Private Limited, the holding company and promoter of all Tata Group companies.

Mr. Chandrasekaran joined the Board of Tata Sons in October 2016 and was appointed as a Chairman in January 2017. He also chairs the Board of several group operating companies, including, Tata Motors, Tata Power, Air India, Tata Chemicals, Tata Consumer Products, The Indian Hotels Company and Tata Consultancy Services (TCS) – of which he was the Chief Executive Officer from 2009-17.

His appointment as the Chairman of Tata Sons, followed a 30-year business career at TCS, which he joined from university. Mr. Chandrasekaran rose through the ranks at TCS to become the CEO and Managing Director of the leading global IT solution and consulting firm. Under his leadership, TCS generated total revenues of US\$16.5 billion in FY2015-16 and consolidated its position as the largest private sector employer in India and the country's most valuable company.

Since he has taken over as Chairman, Mr. Chandrasekaran has been driving transformation of the group towards digital, sustainability and supply chain resilience. The Group has forayed into new businesses including electronics manufacturing, consumer internet platform and mobile technology for 5G in India.

In addition to his professional career at Tata, Mr. Chandrasekaran is on the International Advisory Council of Singapore's Economic Development Board. He is the Chairman of Indian Institute of Management, Lucknow as well as the President of the Court at Indian Institute of Science, Bengaluru. He is the member of the Mitsubishi's International Advisory Committee and the Co-Chair of the India - US CEO Forum. He is also on the Board of Governors of New York Academy of Sciences and has been elected as an international member of the United States National Academy of Engineering (NAE).

Mr. Chandrasekaran was conferred with the Padma Bhushan, one of the highest civilian awards in India, in the field of trade and industry in 2022. Recently, he was conferred the Chevalier de la Légion d'honneur, the highest civilian award of France, in recognition of his contribution towards strengthening the trade relationship between India and France. He has also been conferred the President Eisenhower Global Award for Leadership by the Business Council for International Understanding. Mr. Chandrasekaran has been awarded several Honorary doctorates by leading Universities in India and internationally, including an Honorary Doctor of Letters from Macquarie University, Australia, Doctor Honoris Causa by Nyenrode University, The Netherlands, Honorary Doctor of Science by the Aligarh Muslim University, and Doctor of Letters from the Regional Engineering College, Trichy, Tamil Nadu.

Mr. Chandrasekaran holds a Bachelor's degree in Applied Science. He also holds a Master's degree in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu, India.

#### Particulars of experience, attributes or skills that qualify Mr. Chandrasekaran for Board membership

Mr. Chandrasekaran having been the CEO & MD of TCS and currently serving as the Chairman of Tata Sons Private Limited, brings with him valuable experience in managing and overseeing strategic, operational and financial transformation for a large, complex enterprise, such as Tata Steel. The Company, the Board and the Management will immensely benefit by leveraging his demonstrated leadership capability, high level of business and financial acumen, customer centricity, innovation, managing & developing human resources.

Further, the Company will also benefit from his broad knowledge of the steel industry and operational issues faced by the Company.

Mr. Chandrasekaran also brings rich experience in government affairs, sustainability, societal and governance matters, which are vital for the long-term sustainability of the Company.

#### **Terms and conditions of re-appointment**

Mr. Chandrasekaran has been appointed as a Non-Executive Director of the Company and is liable to retire by rotation.

#### **Board Meeting Attendance and Remuneration**

During FY2022-23, Mr. Chandrasekaran attended all seven (7) Board Meetings that were held.

Mr. Chandrasekaran, shall be paid sitting fees for attending the meetings of the Board and Committees thereof. The details of total remuneration paid to Mr. Chandrasekaran for FY2022-23 is provided in the Corporate Governance Report.

#### **Disclosure of Relationship *inter-se* between Directors, Manager and other Key Managerial Personnel**

There is no *inter-se* relationship between Mr. N. Chandrasekaran, other Members of the Board and Key Managerial Personnel of the Company.

#### **Shareholding in the Company**

Mr. N. Chandrasekaran holds 20,00,000 Ordinary (Equity) Shares of the Company.

#### **Bodies Corporate (other than Tata Steel Limited and Foreign Companies) in which Mr. N. Chandrasekaran holds Directorships and Committee positions**

##### **Directorships**

Tata Sons Private Limited  
 Tata Consultancy Services Limited  
 Tata Motors Limited  
 The Indian Hotels Company Limited  
 The Tata Power Company Limited  
 Tata Consumer Products Limited  
 Tata Chemicals Limited  
 Air India Limited  
 TCS Foundation (Section 8 Company)  
 Tata Digital Private Limited

#### **Chairperson of Board Committees**

##### **Tata Sons Private Limited**

CSR & ESG Committee  
 Risk Management Committee

##### **Tata Consultancy Services Limited**

Corporate Social Responsibility Committee  
 Executive Committee of the Board

##### **The Tata Power Company Limited**

Executive Committee of the Board

##### **Air India Limited**

Corporate Social Responsibility &  
 Sustainable Development Committee

#### **Member of Board Committees**

##### **Tata Sons Private Limited**

Nomination and Remuneration Committee

##### **Tata Consultancy Services Limited**

Nomination and Remuneration Committee

##### **Tata Motors Limited**

Nomination and Remuneration Committee

##### **The Indian Hotels Company Limited**

Nomination and Remuneration Committee

##### **Tata Consumer Products Limited**

Nomination and Remuneration Committee

##### **The Tata Power Company Limited**

Nomination and Remuneration Committee

##### **Air India Limited**

Nomination and Remuneration Committee

**Listed Entities from which Mr. N. Chandrasekaran has resigned as Director in past 3 years:** None

## Profile of Dr. Shekhar C. Mande

(Independent Director)



Dr. Shekhar C. Mande (DIN: 10083454) (aged 61 years) was appointed as an Independent Director on the Board of the Company effective June 1, 2023. Dr. Mande also serves as a Director on the Board of Pune Knowledge Cluster Foundation. Dr. Shekhar C. Mande is a structural and computational biologist and a well-known research scientist.

He is a distinguished Professor at the Savitribai Phule Pune University, Pune. Prior to this, Dr. Mande served as the Director General of the Council of Scientific and Industrial Research (CSIR) and Secretary of the Department of Scientific and Industrial Research (DSIR), Government of India. He is one of India's leading experts in DNA fingerprinting and diagnostics. As Director of the National Centre for Cell Science (NCCS), an autonomous institute of the Department of Biotechnology, Government of India, Dr. Mande oversaw the launch of the Indian Human Microbiome Initiative in the North-East. In 2005, he was awarded the Shanti Swarup Bhatnagar Prize for Science and Technology – the most prestigious science award in India – in the category of Biological Sciences.

He has executed various research projects at national and international level. Further, he has been a part of multiple peer reviewed journal publications in the area of science and technology.

Dr. Mande is a Ph.D. from The Indian Institute of Science, Bangalore in Molecular Biophysics. He also holds Masters and Bachelor's degree in physics from Nagpur University.

### Particulars of experience, attributes or skills that qualify Dr. Mande for Board membership

Dr. Mande has extensive experience and exposure in the areas of science & technology, and research & development. Dr. Mande brings with him, in-depth knowledge and skill in shaping, nurturing and leading a strong research and development organization. With his exceptionally

distinguished record of accomplishments, Dr. Mande is well poised to add significant value and strength to the Board in the areas of science & technology, and research & development.

### Skills and capabilities required for the role and the manner in which Dr. Mande meets such requirements

The NRC had identified, amongst others, strength in the areas of research & development and science & technology as the skills and capabilities for the role. Dr. Mande is a global thought leader and has deep insights and exposure in the areas of science, technology and research. Considering his educational background and rich experience across institutions (national and international), Dr. Mande meets the requirements as laid down by the NRC.

### Terms and conditions of Appointment

Dr. Mande will serve for a term of 5 (five) years commencing June 1, 2023 through May 31, 2028 (both days inclusive).

### Board Meeting Attendance and Remuneration

Dr. Mande was appointed on the Board of Directors of the Company effective June 1, 2023. Post his appointment, no Board meeting was held. Dr. Mande shall be paid a sitting fee of ₹40,000/- per meeting (or as revised by the Board from time to time) for attending Board/Committee Meetings. Dr. Mande is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.

### Bodies Corporate (other than Tata Steel Limited and Foreign Companies) in which Dr. Shekhar C. Mande holds Directorships and Committee positions

#### Directorship:

Pune Knowledge Cluster Foundation (Section 8 Company)

#### Chairperson/Member of Board Committees

None

### Disclosure of Relationship *inter-se* between Directors, Manager and other Key Managerial Personnel

There is no *inter-se* relationship between Dr. Shekhar C. Mande, other members of the Board and Key Managerial Personnel of the Company.

### Shareholding in the Company

Dr. Shekhar C. Mande does not hold any equity shares of the Company.

### Listed Entities from which Dr. Shekhar C. Mande has resigned as Director in past 3 years: None

## ANNEXURE 2

### List of Ancillary Entities of Tata Motors for Transaction through Poshs Metal Industries Private Limited

SN	Name of Ancillary Entities
1.	Japtech Industries
2.	Dynamic Industries
3.	Sharda Industries
4.	Platemasters
5.	Gloria Engineering Industries
6.	Mungi Engineers Private Limited
7.	Swapnil Auto Engineering Private Limited
8.	Tata Toyo Radiator Limited
9.	Tata Ficosa Automotive Systems Private Limited
10.	Japtech Engicorp
11.	Any Other Ancillary Entities forming part during the year

## ANNEXURE 3

### List of Ancillary Entities of Tata Motors for Transaction through Tata Steel Downstream Products Limited

SN	Name of Ancillary Entities	SN	Name of Ancillary Entities
1.	Accropoly Metal Industries Private Limited	45.	Gloria Engineering Industries
2.	Adithya Automotive Applications Private Limited	46.	Glorious Engineering Company
3.	Ag Auto Private Limited	47.	Highco Engineers Private Limited
4.	Akshat Industries	48.	Hyva India Private Limited
5.	Alf Engineering Private Limited	49.	Indico Motors Private Limited
6.	Amba Auto Industries Private Limited	50.	Irs Components
7.	Amichand Technological Private Limited	51.	Jagjit Auto Ancillaries Private Limited
8.	Anusaya Auto Press Parts Private Limited	52.	Jai Radhamadhav Industries
9.	Arvind Engineering Works Limited	53.	Jcbl Limited
10.	Asa Automotive	54.	Jindal Industries
11.	Auto Profiles Limited	55.	Jmag Automotive Industries
12.	Autocomp Corporation Panse Private Limited	56.	Jost India Auto Component Private Limited
13.	Autoline Industries Limited	57.	Jupiter Wagons Limited
14.	Automat Engineering Private Limited	58.	Kailash Vahn Private Limited
15.	Automobile Corporation Goa Limited	59.	Kamal Coach Works Private Limited
16.	Automotive Stampings & Assemblies Limited	60.	Kedar Ram & Sons
17.	Aztec Engineers Private Limited	61.	Kross Limited
18.	Badve Engineering Limited	62.	M. M. Works
19.	Belrise Industries Limited	63.	M/S Ashico Industries
20.	Berrys Auto Ancillaries Private Limited	64.	M/S Citizen Exports
21.	Bhalotia Auto Products Private Limited	65.	M/S Dorabji Auto
22.	Bhalotia Engineering Works Private Limited	66.	M/S Empathy Pharmaceuticals Engineering Division
23.	Bharat Engineering & Body Building Company Private Limited	67.	M/S Ganga Industries
24.	Bhawani Alloys & Engineering Company	68.	M/S Hira Industries
25.	Bhawani Industries	69.	M/S Hundal Industries
26.	Black Diamond Motors Private Limited	70.	M/S Kalra Industries
27.	Caparo Engineering India Limited	71.	M/S Karunko
28.	Chaphekar Engineering Private Limited	72.	M/S Khurana Industries
29.	Chromewell Engineering Private Limited	73.	M/S Klt Automotive And Tublilar Products Limited
30.	Cordoba Engineering Private Limited	74.	M/S L D Joshi & Company
31.	Cypress Auto Private Limited	75.	M/S M. B. Auto Hi-Tech
32.	Dali & Samir Engineering Private Limited	76.	M/S Mahaveer Enterprises
33.	Devchhaya Industries	77.	M/S National Automotive Components Private Limited
34.	Dikshant Industries	78.	M/S National Engineering Works
35.	Dilip Press Metal & Agrotech Private Limited	79.	M/S Nu Sriyam Hightech
36.	Dynamic Industries	80.	M/S Ons Engineers
37.	Emdet Jamshedpur Private Limited	81.	M/S Panorama Automotive Industries Private Limited
38.	Emkay Automobile Industries Limited	82.	M/S Perfect Engineering
39.	Estro Engineers	83.	M/S Phoenix Engineering
40.	G.S. Enterprises	84.	M/S Prb Associates
41.	Gargs Engineers Limited	85.	M/S Proto-D Engineering
42.	Gatiman Auto Private Limited	86.	M/S Puritech
43.	General Engineering Corporation	87.	M/S Radheshyam Tool And Design
44.	Gloria Engineering Company	88.	M/S Roy Brothers

SN	Name of Ancillary Entities
89.	M/S S. S. Plastics
90.	M/S Sai Industries
91.	M/S Shanu Enterprises
92.	M/S Shri Laxmi Industries
93.	M/S Sumit Enterprises
94.	M/S Syndicate Auto Components
95.	M/S Tatanagar Steel Products
96.	M/S V. S. Enterprises
97.	M/S Vishwakarma Engg. Works
98.	M/S Well Pack Industries
99.	M/S. Bawa Engineering Works
100.	M/S. K. S. Industries
101.	M/S. M.B. Enterprises
102.	M/S. Prakash Industries
103.	M/S. R. K. Udyog
104.	M/S. Ranbir Polymer Industries
105.	Mahindra Cie Automotive Limited
106.	Marelli Talbro Chassis Systems Private Limited
107.	Metafab Industries Private Limited
108.	Metagrrel Tubes Private Limited
109.	Micro Auto Industries
110.	Micro Industries
111.	Mitter Fasteners
112.	Multitech Auto Private Limited
113.	Mungi Engineers Private Limited
114.	Nac Industries Private Limited
115.	National Industrial Apparels Private Limited
116.	Neel Metal Products Limited
117.	Netplast Private Limited
118.	Omax Autos Limited
119.	Platemasters
120.	Pragati Engineering Audyogik Sahayog Samiti Limited
121.	Pravat Fabricators Private Limited
122.	Pritam Automech Private Limited
123.	Proto D Industries Private Limited

SN	Name of Ancillary Entities
124.	Pushkar Techno Private Limited
125.	Raj Industries
126.	Rsb Transmissions India Limited
127.	Rucha Engineerings Private Limited
128.	S M Rolling Works
129.	Samarth Engineering Company Private Limited
130.	Sardul Auto Works Private Limited
131.	Sharada Industries
132.	Shivani Locks Private Limited
133.	Shivanya Auto Industry
134.	Singhel Engineering.
135.	Somic Zf Components Private Limited
136.	Spine Engineering
137.	Sssmehta Enterprises And Industries Private Limited
138.	Stallion Auto Parts Private Limited
139.	Star Auto Industries Private Limited
140.	Suprabha Industries Limited
141.	Suresh Press Works
142.	Surin Automotive Private Limited
143.	Takshi Auto Components Private Limited
144.	Tata International Vehicle Applications Private Limited
145.	Technico Industries Limited
146.	Transport Engineering Solutions India Private Limited
147.	Umr Tech Private Limited
148.	Uprate Auto Components Private Limited
149.	Utkal Autocoach Private Limited
150.	Venkatesh Automobile Private Limited
151.	Vijayshree Autocom Limited
152.	Vishwaraj Engineering Private Limited
153.	Vpm Auto Industries
154.	Vrm Metazine Private Limited
155.	Wabco India Limited
156.	Youth India Auto Components Private Limited
157.	Zf Commercial Vehicle Control Systems India Limited
158.	Any Other Ancillary Entities forming part during the year