

# TATA STEEL LIMITED

**Registered Office:** Bombay House, 24, Homi Mody Street, Fort, Mumbai - 400 001.

**Corporate Identification No. (CIN):** L27100MH1907PLC000260

**Tel:** +91 22 6665 8282; **E-mail:** [cosec@tatasteel.com](mailto:cosec@tatasteel.com)

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

## NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]**

VOTING STARTS ON	VOTING ENDS ON
Tuesday, November 26, 2024, at 9:00 a.m. (IST)	Wednesday, December 25, 2024, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, *if any*, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as '**MCA Circulars**'), to transact the special business as set out hereunder by passing Special Resolution, by way of postal ballot only, by voting through electronic means ('**remote e-Voting**').

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof ('**Statement**') is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, Tata Steel Limited ('**Company**'/'**Tata Steel**') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('**RTA**')/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: <https://www.tatasteel.com/investors/investor-information/postal-ballot/>

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Wednesday, December 25, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

**SPECIAL BUSINESS****Appointment of Mr. Pramod Agrawal (DIN: 00279727) as an Independent Director**

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

**“RESOLVED THAT** Mr. Pramod Agrawal (DIN: 00279727) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective November 6, 2024, 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, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended, and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Pramod Agrawal (DIN: 00279727), who has been appointed as an Additional Director (Non-Executive, Independent) of the Company, and who meets the criteria for 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 November 6, 2024 through November 5, 2029 (both days inclusive).”

**Notes:**

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (**‘Act’**) read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Link Intime India Private Limited, the Company’s Registrars and Transfer Agent (**‘RTA’**), as on **Friday, November 15, 2024 (‘Cut-Off Date’)** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 14 of this Notice.
5. The remote e-Voting shall commence on **Tuesday, November 26, 2024, at 9:00 a.m. (IST)** and shall end on **Wednesday, December 25, 2024, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

6. The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No. FCS 327, CP No. 1228) or failing him, Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) or failing her, Mr. Mitesh Dhabliwala (Membership No. FCS 8331, CP No. 9511) of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this postal ballot.
7. The Scrutinizer will submit his/her consolidated report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The result of the postal ballot declared along with the Scrutinizer's Report ('**Result**') shall be placed on the Company's website [www.tatasteel.com](http://www.tatasteel.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the Result is declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchanges, i.e., BSE Limited ('**BSE**') and the National Stock Exchange of India Limited ('**NSE**'), where the ordinary equity shares of the Company are listed. The Result shall also be displayed on the notice board of the Company at its Registered Office at Bombay House, 24, Homi Mody Street, Fort, Mumbai 400 001. The Result shall also be communicated to the debenture trustees appointed for the existing rated, listed, unsecured Non-Convertible Debentures issued and allotted by the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Wednesday, December 25, 2024**.
10. Members may download the Notice from the website of the Company at <https://www.tatasteel.com/investors/investor-information/postal-ballot/> or the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to [cosec@tatasteel.com](mailto:cosec@tatasteel.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period Tuesday, November 26, 2024 through Wednesday, December 25, 2024.

**13. Process for Registration of e-mail addresses**

**A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:**

As part of the Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, Link Intime India Private Limited, for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5:00 pm (IST) on Friday, December 13, 2024.

**B. 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:**

- a) Visit the link: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.htm](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.htm)
- b) 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 One Time Password ('OTP') on mobile no. and e-mail id
- e) Enter OTP received on mobile no. and e-mail id and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-Voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) below i.e., Login method for e-Voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to [csq-unit@linkintime.co.in](mailto:csq-unit@linkintime.co.in) or [evoting@nsdl.com](mailto:evoting@nsdl.com)

**C. Registration of e-mail address permanently with Company/DP:** Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding. Members are requested to register their e-mail address with the Company/RTA in respect of physical holding, by visiting the link: <https://liiplweb.linkintime.co.in/KYC-downloads.html> which provides further information about the registration process. Further, those Members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.

#### 14. Process to cast votes through remote e-Voting:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:





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

##### **A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on 'e-Voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. 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>If you are already registered, follow the below steps:</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.</li> </ol> <p>If you are not registered, 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. After getting yourself registered, please follow steps given in 1 to 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 'Login' 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> </ol>

Type of shareholders	Login Method
	<p>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 e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p><b>C. NSDL Mobile App</b></p> <p>Shareholders/Members can also download NSDL Mobile App '<b>NSDL Speede</b>' facility by scanning the QR code mentioned below for seamless voting experience.</p> <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;">    <b>App Store</b> </div> <div style="text-align: center;">    <b>Google Play</b> </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>Users who have opted for CDSL Easi / Easiest, they can login through their User id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to 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.</li> <li>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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>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>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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. Once you 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 above-mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository 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.com">evoting@nsdl.com</a> or call at 022 - 4886 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 toll free No. 1800-21-09911

**B. Login Method 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****
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*****
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 132231 for Ordinary equity Shares then user ID is 132231S1*****

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login 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. 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 address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in Notes to this Notice.

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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares having voting cycle.
2. Select 'EVEN' of the Company, which is 132231 for which you wish to cast your vote during the remote e-Voting period.
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.

**General Guidelines for shareholders**

1. Corporate Members or Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on the 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [tsl.scrutinizer@gmail.com](mailto:tsl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. 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.
3. In case of any queries/grievances pertaining to remote e-Voting, you may refer the Frequently Asked Questions ('FAQs') for Shareholders and e-Voting user manual for Shareholders available at the 'Download' section of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or contact Mr. Amit Vishal, Deputy Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager-NSDL at their designated e-mail addresses: [amitv@nsdl.com](mailto:amitv@nsdl.com) or [pallavid@nsdl.com](mailto:pallavid@nsdl.com). The postal address of NSDL is 3<sup>rd</sup> Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051.

**By Order of the Board of Directors**

Sd/-

**Parvatheesam Kanchinadham**

Company Secretary and Chief Legal Officer

Membership No. ACS: 15921

**Date:** November 24, 2024

**Place:** Mumbai

**Registered Office:**

Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001, Maharashtra, India.

**Tel:** +91 22 6665 8282 **E-mail:** [coscec@tatasteel.com](mailto:coscec@tatasteel.com) **Website:** [www.tatasteel.com](http://www.tatasteel.com)

**CIN:** L27100MH1907PLC000260

**STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the proposed Resolution mentioned in the accompanying Notice.

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 and skills for the selection of the Independent Director(s). Aligned to these, the NRC reviewed the profiles of suitable prospects and based on discussions held with relevant stakeholders, identified Mr. Pramod Agrawal as a suitable candidate to be inducted as an Independent Director on the Board of the Company.

On November 6, 2024, based on the recommendations of the NRC, the Board of the Company, in terms of Section 161 of the Companies Act, 2013 ('**Act**'), appointed Mr. Pramod Agrawal (DIN: 00279727) as an Additional Director (Non-Executive, Independent) on the Board of the Company effective November 6, 2024.

Further, based on the 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 other applicable provisions of the Act, and Regulation 16 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), appointed Mr. Agrawal as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from November 6, 2024 through November 5, 2029 (both days inclusive).

Mr. Pramod Agrawal is the former Chairman and Managing Director ('**CMD**') of Coal India Limited. He has also served as Joint Secretary in the Department of Disinvestment, Ministry of Finance, Government of India. He has about three decades of administrative experience as an IAS Officer in varied fields at State as well as Central level. He has worked as Principal Secretary in Government of Madhya Pradesh in different departments directly linked with public welfare. He served as the CMD of Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited, CEO of Madhya Pradesh Rural Road Development Authority and District Collector, Morena & Mahasamund. He is also a distinguished visiting professor at the Indian Institute of Management, Ranchi.

Mr. Agrawal has completed B. Tech (Civil) in 1986, from Indian Institute of Technology, Mumbai and M. Tech (Design Engineering) in 1988, from Indian Institute of Technology, Delhi.

Mr. Agrawal has core competency in the field of Project Management, Strategic Alliances, Tactical Planning, and High-stake Negotiations. He has been professionally trained in Project Appraisal and Risk Management from Duke University, USA, Management of Technical Cooperation Projects from ITCILO Turin, Programme on Infrastructure, Development and Financing from IIM Ahmedabad, Infrastructure Planning and Management from IIM Bangalore, and Study on Road Management Policies and Practices from Royal Melbourne Institute of Technology, Melbourne.

The Board noted that Mr. Agrawal's background, qualification, experience, skills, attributes and personality is in coherence with the criteria, role and capabilities identified by the NRC and that Mr. Agrawal is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Agrawal is justified due to the following reasons:

- His experience of leading a large-scale company in the mining sector (Coal India Limited).
- His experience in handling various issues impacting global business.
- His understanding of various facets of business including operations, strategy, finance, risk management and governance, compliance, policy advocacy and government relations.
- His expertise in management and administration of Institutions.
- His stature as a business leader.

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 Mr. Agrawal: (i) a 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) an 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) a 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, and (v) a confirmation 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 name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, Mr. Agrawal has confirmed that he is independent of the Management of the Company and 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.

The profile and specific areas of expertise of Mr. Pramod Agrawal and other relevant information as required under SEBI Listing Regulations and Secretarial Standard on General Meetings are provided as annexure to this Notice.

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

Further, based on the recommendations of the NRC, the Board has also appointed Mr. Agrawal as the Chairperson and Member of the Stakeholders' Relationship Committee and Member of the Audit Committee and the Safety, Health & Environment Committee of the Board, effective December 11, 2024.

The terms and conditions of appointment of Mr. Agrawal 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 between Tuesday, November 26, 2024 through Wednesday, December 25, 2024.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Pramod Agrawal, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act and Regulation 17 and 25 of the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mr. Agrawal 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 in the Notice for the approval of the Members.

**By Order of the Board of Directors**

Sd/-

**Parvatheesam Kanchinadham**

Company Secretary and Chief Legal Officer  
Membership No. ACS: 15921

**Date:** November 24, 2024

**Place:** Mumbai

**Registered Office:**

Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001, Maharashtra, India.

**Tel:** +91 22 6665 8282 **E-mail:** [cosec@tatasteel.com](mailto:cosec@tatasteel.com) **Website:** [www.tatasteel.com](http://www.tatasteel.com)

**CIN:** L27100MH1907PLC000260

**ANNEXURE TO THE NOTICE****Details of Director seeking appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standard on General Meetings****Profile of Mr. Pramod Agrawal (DIN: 00279727)**

Mr. Pramod Agrawal (61) is the former Chairman and Managing Director ('CMD') of Coal India Limited. He has also served as Joint Secretary in the Department of Disinvestment, Ministry of Finance, Government of India. He has about three decades of administrative experience as an IAS Officer in varied fields at State as well as Central level. He has worked as Principal Secretary in Government of Madhya Pradesh in different departments directly linked with public welfare. He served as the CMD of Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited, CEO of Madhya Pradesh Rural Road Development Authority and District Collector, Morena & Mahasamund. He is also a distinguished visiting professor at the Indian Institute of Management, Ranchi.

Mr. Agrawal has completed B. Tech (Civil) in 1986, from Indian Institute of Technology, Mumbai and M. Tech (Design Engineering) in 1988, from Indian Institute of Technology, Delhi.

**Particulars of experience, attributes or skills that qualify Mr. Pramod Agrawal for Board membership:**

Mr. Pramod Agrawal having been at the helm of a large corporation in the metals and mining industry, has extensive experience and exposure to areas such as strategy, operations, finance, risk management, governance & compliance, sustainability, administration and government affairs. Mr. Agrawal has handled complex issues impacting large businesses, has leadership depth & experience and deep knowledge of global, economic & business environment, geo-political matters and international affairs. Mr. Agrawal brings with him core competencies in Project Management, Strategic Alliances, Tactical Planning, and High-stake Negotiations, the attributes and skills that will be of immense benefit to the Management and the Company. Mr. Agrawal has been professionally trained in Project Appraisal and Risk Management from Duke University, Raleigh, USA, Management of Technical Cooperation Projects from ITCILO Turin, Programme on Infrastructure, Development and Financing from IIM Ahmedabad, Infrastructure Planning and Management from IIM Bangalore, and Study on Road Management Policies and Practices from Royal Melbourne Institute of Technology, Melbourne.

With his exceptionally distinguished record of accomplishments, Mr. Agrawal is well poised to add significant value and strength to the Board in the areas of Project Management, Strategy, Business Operations, Sustainability and Government affairs.

**Skills and capabilities required for the role and the manner in which Mr. Agrawal meets such requirements:**

The Nomination & Remuneration Committee (NRC) had identified amongst others, leadership in large corporations, expertise in the areas of management, strategy, finance, governance & compliance, sustainability, policy advocacy as the skills and capabilities for the role.

Mr. Agrawal's educational background, experience, skills, personality is in coherence with the criteria, role, skills, and capabilities identified by the NRC.

**Terms and conditions of appointment:**

Mr. Pramod Agrawal will serve for a term of 5 (five) years commencing November 6, 2024 through November 5, 2029 (both days inclusive).

**Board Meeting Attendance and Remuneration:**

Mr. Agrawal was appointed on the Board of Directors of the Company at its meeting held on November 6, 2024, effective same date i.e. November 6, 2024. Post his appointment, no Board or Committee meetings were held. Mr. Agrawal will be paid a sitting fee of ₹40,000/- per meeting (or as revised by the Board from time to time) for attending Board Meeting(s)/Committee Meeting(s). Mr. Agrawal will be paid a sitting fee of ₹10,000/- per meeting (or as revised by the Board from time to time) for attending Stakeholders' Relationship Committee Meeting(s). Mr. Agrawal is eligible for profit related commission, as may be approved by the Board, based on the recommendations of the NRC and in line with the approval of the shareholders accorded vide resolution passed at the Annual General Meeting of the Company held on August 20, 2020.

**Bodies Corporate (other than Tata Steel Limited) in which Mr. Pramod Agrawal holds Directorships and Committee membership:****Directorships**Indian Companies

Century Plyboards (India) Limited  
Infrastructure Leasing and Financial Services Limited

**Member (including Chairperson) of Board Committees:**Infrastructure Leasing and Financial Services Limited

Audit Committee - Chairperson  
Group Risk Management Committee - Chairperson  
IT Strategy Committee - Chairperson  
Nomination and Remuneration Committee  
Stakeholders' Relationship Committee  
CSR Committee

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

There is no *inter-se* relationship between Mr. Pramod Agrawal, other members of the Board and Key Managerial Personnel of the Company.

**Shareholding in the Company:**

Mr. Pramod Agrawal does not hold any ordinary equity shares of the Company.

**Listed Entities from which Mr. Agrawal has resigned as Director in past 3 years:**

Coal India Limited (A Govt. of India Undertaking)  
BSE Limited