



TSBSL/COSEC/SE/PB-II/FY21
January 22, 2021

The Secretary
Listing Department
BSE Limited,
Phiroze Jee Jee Bhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip code: **500055**

The Manager
Listing Department
National Stock Exchange of India Ltd.,
“Exchange Plaza”, 5th Floor, Plot No. C/1,
G-Block, Bandra – Kurla Complex, Bandra(E),
Mumbai - 400051
Scrip code: **TATASTLBSL**

Dear Madam, Sir,

Sub: Notice of Postal Ballot

We refer to our letter dated January 19, 2021.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), we enclose a copy of the Postal Ballot Notice dated January 19, 2021 along with Statement pursuant to Section 102 of the Companies Act, 2013 (“**Postal Ballot Notice**” / “**Notice**”) seeking approval of the Members of the Company for entering into Material Related Party Transaction(s) with Tata Steel Limited for FY 2020-21. The Notice is also available on the website of the Company at www.tatasteelbsl.co.in.

On account of threat posed by the COVID-19 pandemic and in terms of General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”) and pursuant to other applicable laws and regulations, the Company is sending this Notice in electronic form only. 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 Notice is being sent electronically only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services Limited (collectively referred to as “**Depositories**”) as on **Friday, January 15, 2021** (“**Cut-off Date**”) (“**Eligible Members**”) and who have already registered their e-mail address with the Company/RCMC Share Registry Pvt. Ltd., the Company's Registrar and Share Transfer Agents (“**RTA**”)/Depositories/Depository Participants or who will register their e-mail addresses with the RTA, on or before 5:00 p.m. (IST) on Tuesday, February 16, 2021 in accordance with the procedure specified in the Notice. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e., Friday, January 15, 2021.

To facilitate the Eligible Members to receive the Postal Ballot Notice electronically and cast their vote electronically, the Company has made special arrangements with its RTA for registration of the e-mail addresses in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail addresses to the Company's RTA, are requested to provide their e-mail addresses to the Company's RTA on or before 5:00 p.m. (IST) on Tuesday, February 16, 2021 pursuant to which, the Eligible Member may receive

TATA STEEL BSL LIMITED
(Formerly known as Bhushan Steel Limited)



the Postal Ballot Notice, the procedure for remote e-voting along with the login ID and the password for remote e-voting on the e-mail address provided by the Eligible Member.

The process for registration of e-mail address is as under:

I. For Eligible Members who hold shares in electronic form:

- a) Visit the link: <https://www.rcmcdelhi.com/updates/?cid=tsbl>
- b) Enter the DP ID and Client ID, PAN Details and Captcha Code.
- c) System will verify the Client ID and PAN Details.
- d) On successful verification, the system will allow you to enter your e-mail address and mobile number.
- e) Enter your e-mail address and mobile number.
- f) The system will then confirm the e-mail address for the limited purpose of this Postal Ballot Notice.

II. For Eligible Members who hold shares in physical form:

- a) Visit the link: <https://www.rcmcdelhi.com/updates/?cid=tsbl>
- b) Enter the physical Folio Number, PAN details and Captcha Code.
- c) In the event the PAN details are not available on record, Member to enter one of the share certificate's number.
- d) System will verify the Folio Number and the PAN details or the share certificate number.
- e) On successful verification, the system will allow you to enter your e-mail address and mobile number.
- f) Enter your e-mail address and mobile number.
- g) If PAN details are not available, the system will prompt the Member to upload a self-attested copy of PAN Card.
- h) The system will then confirm the e-mail address for the limited purpose of this Postal Ballot Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the remote e-voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to evoting@nsdl.co.in.

For permanent registration of e-mail address:

- (i) In respect of electronic holdings: Eligible Members are requested to register their e-mail address with their concerned Depository Participants.
- (ii) In respect of physical holdings: Eligible Members are requested to register their e-mail address with the Registrar and Share Transfer Agent of the Company viz. RCMC Share Registry Pvt. Ltd. having its office at B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi -110 020.

Those Members who have already permanently registered their email addresses are requested to keep their email addresses validated/updated with their Depository Participants/the Company's Registrar and Share Transfer Agent, RCMC Share Registry Pvt. Ltd. (Address: B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi – 110 020) Email Id: investor.services@rcmcdelhi.com to enable serving of notices/documents/Annual Reports electronically.



The voting process shall commence on Monday, January 25, 2021 at 9:00 a.m. (IST) and shall end on Tuesday, February 23, 2021 at 5:00 p.m. (IST). Eligible Members are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 p.m. (IST) on Tuesday, February 23, 2021. Remote e-voting will be disabled by NSDL immediately thereafter and the Members will not be allowed to vote beyond the said date and time. During this period, Members of the Company holding shares either in physical or electronic form, as on the Cut-Off Date, i.e. **Friday, January 15, 2021**, shall be able to cast their vote electronically.

Members who are unable to access / cast their votes through the remote e-voting facility provided by NSDL, may cast their vote(s) by filling the Postal Ballot Form provided alongwith the Notice and returning the scanned copy of the duly completed form with assent (FOR) or dissent (AGAINST), from their registered e-mail IDs, to the Scrutinizer at tsbsl.scrutinizer@gmail.com with a copy to NSDL at evoting@nsdl.co.in on or before **Tuesday, February 23, 2021 at 5.00 p.m. (IST)**. Please note that Members can opt for only one mode for voting i.e., through postal ballot form (scanned copy) or through remote e-voting. In case Members cast their vote via both the modes, then voting done through remote e-voting mode shall prevail.

The results of the voting conducted through Postal Ballot along with the Scrutinizer's Report will be announced on or before Thursday, February 25, 2021. The results along with the Scrutinizers Report will be available on the website of the Company at www.tatasteelbsl.co.in, the website of NSDL at www.evoting.nsdl.com and also shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

This is for your information as well as for the information of the Members of the Company.

Thanking you,

Yours faithfully,
Tata Steel BSL Limited

Nisha Anil Seth
Company Secretary & Compliance Officer



Encl: As above

TATA STEEL BSL LIMITED

(Formerly known as Bhushan Steel Limited)

Tata Steel BSL Limited

(formerly known as Bhushan Steel Limited)

Regd. Office: Ground Floor, Mira Corporate Suites, Plot No. 1&2, Ishwar Nagar, Mathura Road, New Delhi - 110065

Corporate Identification No. (CIN): L74899DL1983PLC014942; **Tel:** +91-11-3919 4000; **Fax:** +91-11-4101 0050;

E-mail: tsbsl@tatasteelbsl.co.in; **Website:** www.tatasteelbsl.co.in

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 and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Monday, January 25, 2021	Tuesday, February 23, 2021

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing an Ordinary Resolution by way of postal ballot.

Pursuant to Section 102 and 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 is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice. ('Notice').

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only. 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.

In compliance with Regulation 44 of the 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 www.tatasteelbsl.co.in.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on Tuesday, February 23, 2021**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Members who are unable to access / cast their votes through the remote e-voting facility provided by NSDL, may fill the Postal Ballot Form appended to this Notice and return the scanned copy of the duly completed form with assent (FOR) or dissent (AGAINST) from their registered e-mail IDs, to the Scrutinizer at tsbsl.scrutinizer@gmail.com with a copy to NSDL at evoting@nsdl.co.in on or before **Tuesday, February 23, 2021 at 5.00 p.m. (IST)**. Members are requested to refer to instructions contained in the Notice and the Postal Ballot Form in this regard.

The Board of Directors 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, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman of the

Company or to any other person authorized by him on or before Thursday, February 25, 2021. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at www.tatasteelbsl.co.in and on the website of NSDL at www.evoting.nsdl.com and intimated to BSE Limited ('BSE') and the National Stock Exchange of the India Limited ('NSE') (collectively '**Stock Exchanges**'), where the equity shares of the Company are listed, on or before Thursday, February 25, 2021. Additionally, the results will also be published in newspapers and placed on the notice board at the Registered Office of the Company.

The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for voting i.e. Tuesday, February 23, 2021.

Special Business

Approval of Material Related Party Transaction(s) with Tata Steel Limited.

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ('**Listing Regulations**') and the Company's policy on Related Party Transaction(s), approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as '**Board**'), to enter into contract(s)/arrangement(s)/transaction(s) with Tata Steel Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for purchase of iron ore, on such terms and conditions as the Board may deem fit, up to a maximum aggregate value of ₹2,400 crore for the financial year 2020-21, provided that the said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities 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 authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized 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 in connection with any matter referred to or contemplated in any of the foregoing resolutions be and hereby approved, ratified and confirmed in all respects."

NOTES

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('**Act**') read with Rule 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 part of this Postal Ballot Notice ('**Notice**').
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ RCMC Share Registry Pvt. Limited, the Company's Registrar and Transfer Agent ('**RTA**') as on **Friday, January 15, 2021 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/ RTA/Depositories/Depository Participants (in case of electronic shareholding) or 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 equity share capital of the Company as on the Cut-Off Date i.e. January 15, 2021.
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. A person who is not a Member 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) 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 Rules 20 and 22 of the Rules, Regulation 44 of the 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. 16 of this Notice.
5. The remote e-voting shall commence on **Monday, January 25, 2021 at 9.00 a.m. (IST)** and shall end on **Tuesday, February 23, 2021 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 electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors 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.
7. The Scrutinizer will submit his report to the Chairman or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Thursday, February 25, 2021. The Scrutinizer's decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatasteelbsl.co.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Board, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of 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 voting i.e. Tuesday, February 23, 2021.

10. Members may download the Notice from the Company's website at <https://www.tatasteelbsl.co.in> or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at 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 or Explanatory Statement may send their requests to tsbsl@tatasteelbsl.co.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

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:

To facilitate Members to receive this Notice electronically, the Company has made special arrangements with its Registrar and Share Transfer Agent, RCMC Share Registry Pvt. Limited for registration of e-mail addresses in terms of the MCA Circulars. 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 p.m. (IST) on Tuesday, February 16, 2021**, pursuant to which, any Member, may receive on the e-mail address provided by the Member, this Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

B. The process for one time registration of e-mail address is as under:

I. For Members who hold shares in electronic form:

- a) Visit the link: <https://www.rcmcdelhi.com/updates/?cid=tsbl>
- b) Enter the DP ID and Client ID, PAN Details and Captcha Code.
- c) System will verify the Client ID and PAN Details.
- d) On successful verification, the system will allow you to enter your e-mail address and mobile number.
- e) Enter your e-mail address and mobile number.
- f) The system will then confirm the e-mail address for the limited purpose of this Postal Ballot Notice.

II. For Members who hold shares in physical form:

- Visit the link:
<https://www.rcmcdelhi.com/updates/?cid=tsbl>
- Enter the physical Folio Number, PAN details and Captcha Code.
- In the event the PAN details are not available on record, Member to enter one of the share certificate's number.
- System will verify the Folio Number and the PAN details or the share certificate number.
- On successful verification, the system will allow you to enter your e-mail address and mobile number.
- Enter your e-mail address and mobile number.
- If PAN details are not available, the system will prompt the Member to upload a self-attested copy of PAN Card.
- The system will then confirm the e-mail address for the limited purpose of this Postal Ballot Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the remote e-voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to evoting@nsdl.co.in.

- For permanent registration of their e-mail address, Members are requested to register their e-mail address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, RCMC Share Registry Pvt. Ltd., B -25/1, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110 020, E-mail Id: investor.services@rcmcdelhi.com.
- Those Members who have already permanently registered their email addresses are requested to keep their email addresses validated/updated with their Depository Participants/ the Company's Registrar and Share Transfer Agent, RCMC Share Registry Pvt. Ltd., B -25/1, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110 020, E-mail Id: investor.services@rcmcdelhi.com to enable serving of notices / documents / Annual Reports electronically to their email addresses.

16. 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

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

Details on Step 1 are mentioned below:

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 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password 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.

- 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 001*** and EVEN is 115560 then user ID is 115560001***

- e) Your password details are given below:
 - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. 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.
 - iii. How to retrieve your 'initial password'?
 - 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 email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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'.
 - If your e-mail ID is not registered, please follow the steps mentioned above in "Process for Registration of e-mail address".
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - i. 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.
 - ii. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.

- i) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below

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

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c) Select "EVEN" of company for which you wish to cast your vote. The EVEN of Tata Steel BSL Limited is **115560**.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) 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.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tsbsl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) In case of any queries relating to e-voting for Postal Ballot including e-voting process, Members may refer to the Frequently Asked Questions for Members and remote e-voting user manual for Members available at the 'Downloads Section' of www.evoting.nsdl.com or call on Toll Free nos. 1800-1020-990 and 1800-22-44-30 or send a request to Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg,

Lower Parel, Mumbai – 400 013, or at the designated email id – evoting@nsdl.co.in or at telephone nos. +91 22 2499 4600 / +91 22 2499 4369. Alternatively, Members may also contact RCMC Share Registry Private Limited, Registrar and Share Transfer Agents of the Company at investor.services@rcmcdelhi.com.

- c) 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 Password' option or 'Physical User Reset Password' option available on www.evoting.nsdl.com to reset the password.

Process for voting by Members unable to access / cast their vote through remote e-voting facility of NSDL

- a) On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only. The Postal Ballot Form in loose leaf and the pre-paid printed business reply envelope is not being sent separately in physical copy.
- b) Members who are unable to access / cast their votes through the remote e-voting facility may fill the Postal Ballot Form appended to this Notice and return the scanned copy of the duly completed form with assent (FOR) or dissent (AGAINST) from their registered e-mail IDs, to the Scrutinizer at tsbsl.scrutinizer@gmail.com with a copy to NSDL at evoting@nsdl.co.in on or before the last

day specified for voting i.e. **Tuesday, February 23, 2021** at **5.00 p.m. (IST)**. Members are requested to carefully read the instructions contained in the Notice and the Postal Ballot Form in this regard.

- c) No other form of the Postal Ballot Form is permitted.
- d) In case of companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote.

By Order of the Board of Directors

Sd/-

Nisha Anil Seth

Company Secretary &

Compliance Officer

ACS 27019

January 19, 2021

New Delhi

Registered Office:

Ground Floor, Mira Corporate Suites

Plot No. 1&2, Ishwar Nagar, Mathura Road

New Delhi – 110 065

Tel: +91-11-3919 4000

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STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013, AS AMENDED APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH TATA STEEL LIMITED

Context

The Members of the Audit Committee of Tata Steel BSL Limited ('TSBSL'/'Company'), had, on March 31, 2020, granted an omnibus approval for related party contract(s)/arrangement(s) for a value of ₹1,800 crore for FY 2020-21 for procurement of Iron Ore from Tata Steel Limited ('TSL'). Due to a surge in iron ore prices globally and on account of increased volumes, the estimated transaction value of the contract(s)/arrangement(s) is likely to exceed the threshold limit of 10% of the annual consolidated turnover i.e. ₹1,819.91 crore as per the last audited financial statements of the Company for FY 2019-20 and hence shall tantamount to a material related party transaction in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

To ensure that the operations of the Company are not interrupted, approval of the Members is being sought, for entering into related party transaction(s) with TSL for a maximum aggregate value of ₹2,400 crore for FY 2020-21.

Background and details of the Transaction

Members are aware that the Company was acquired by Tata Steel Limited on May 18, 2018 under the corporate insolvency resolution process of the Insolvency and Bankruptcy Code, 2016 ('Acquisition').

Consistent, cost effective and assured supply of iron ore of desired quality is the most important requirement for ensuring uninterrupted operations and increased productivity of the Company. Since the Acquisition, the Company has been sourcing its iron ore from TSL as a part of group strategy for economies of scale.

The Company shall be procuring Iron Ore from TSL for a maximum aggregate value of ₹2,400 crore for FY 2020-21.

Rationale / Benefits of procuring Iron Ore from Tata Steel Limited

The strategic advantages for the Company in procuring Iron Ore from TSL are:

1. TSBSL is engaged in the manufacture and sale of steel and related products, thereby requiring iron ore for consumption in its manufacturing process. TSBSL does not have its own captive mines and is thereby dependent upon procurement of Iron Ore from external sources.
2. TSL, the ultimate holding company of TSBSL, has leases for iron-ore mines located in the states of Jharkhand and Odisha. These iron ore mines cater to the needs of TSL and its subsidiary companies. Mining Regulations permit TSL to supply iron ore from its existing leases to the plants owned by TSL and its subsidiary companies for captive consumption.

3. Since the Acquisition, TSBSL has been purchasing its iron ore from TSL as a part of group strategy for economies of scale. Accordingly, TSL supplies iron ore to TSBSL at an arm's length price based on its requirement.

Approval Sought

As per the requirements of Regulation 23(4) of the Listing Regulations, all material related party transactions shall require the approval of shareholders through a Resolution. Further, explanation to Regulation 23(1) of the Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

TSL is a related party in terms of Regulation 2(1)(zb) of the Listing Regulations. The revised estimated value of the above-mentioned transaction(s) with TSL for FY 2020-21 is expected to be upto a maximum aggregate value of ₹2,400 crore, which would breach the materiality threshold of 10% of the annual consolidated turnover of the Company i.e. ₹1,819.91 crore as per the last audited financial statements of the Company for FY 2019-20.

Hence, to ensure uninterrupted operations of the Company, it is proposed to secure Members' approval for related party contract(s)/arrangement(s) to be entered into with TSL for a maximum aggregate value of ₹2,400 crore for FY 2020-21.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) etc. are as under:

SN	Description	Details
1.	Name of Related Party	Tata Steel Limited
2.	Name of the Director or Key Managerial Personnel, who is Related	- Mr. T.V. Narendran, Chairman and Non-Executive Director of Tata Steel BSL Limited is the Chief Executive Officer & Managing Director of Tata Steel Limited. - Mr. Koushik Chatterjee, Non-Executive Director of Tata Steel BSL Limited is the Executive Director and Chief Financial Officer of Tata Steel Limited.

SN	Description	Details
3.	Nature of Relationship	Tata Steel Limited, is the ultimate holding company of Tata Steel BSL Limited and is a part of its Promoter Group.
4.	Nature, material terms, monetary value and particulars of contracts or arrangements	The transaction involves procurement of Iron Ore from Tata Steel Limited for a maximum aggregate value of ₹2,400 crore during FY 2020-21.
5.	Any other information relevant or important for Members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

Detail(s) about Arm's Length Pricing/Ordinary Course of Business

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent accounting/consulting firm and the firm has confirmed that the pricing mechanism meets 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 said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, either directly or indirectly, in the Resolution mentioned in the Notice.

Mr. T. V. Narendran who is the Chairman and Non – Executive Director of the Company is also the Chief Executive Officer & Managing Director of Tata Steel Limited. Mr. Koushik Chatterjee, Non- Executive Director of the Company is also the Executive Director & Chief Financial Officer of Tata Steel Limited. Their and their relatives' interest or concern, if any, is limited to the extent of them holding directorship position in both, Tata Steel BSL Limited and Tata Steel Limited.

The Board recommends the Ordinary Resolution set forth in the Notice for approval of the Members.

By Order of the Board of Directors

Sd/-

Nisha Anil Seth

Company Secretary &
Compliance Officer
ACS 27019

January 19, 2021
New Delhi

Registered Office:

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Tata Steel BSL Limited

(formerly known as Bhushan Steel Limited)

Regd. Office: Ground Floor, Mira Corporate Suites, Plot No. 1&2, Ishwar Nagar, Mathura Road, New Delhi - 110065

Corporate Identification No. (CIN): L74899DL1983PLC014942; **Tel:** +91-11-3919 4000; **Fax:** +91-11-4101 0050;

E-mail: tsbsl@tatasteelbsl.co.in; **Website:** www.tatasteelbsl.co.in

The last date for receipt of postal ballot form is Tuesday, February 23, 2021.

POSTAL BALLOT FORM

1. Name & Registered Address of the Sole / First named Member:

2. Name(s) of the Joint Holder(s), if any:

3. Registered Folio Number / DP ID No and Client ID No. (Applicable to Members holding shares in dematerialized form):

4. Number of Shares held:

5. I/We hereby exercise my/our vote(s) in respect of the following Ordinary Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated January 19, 2021 of the Company, by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing a tick mark (√) in the appropriate box below:

Description of Resolution	No. of Shares	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
Approval of Material Related Party Transaction(s) with Tata Steel Limited			

Date:

Place:

(Signature of Member)

(Must be as per the specimen signature registered with the Company)

NOTES:

1. The Postal Ballot Form ('Form') in loose-leaf is not being provided in physical copy, and is being sent through e-mail for the benefit of those Members who are unable to access / cast their votes through the remote e-voting facility provided by NSDL, to enable them to send their assent or dissent on the Resolutions included in the Notice.
2. The voting period for Postal Ballot shall commence on **Monday, January 25, 2021 at 9:00 a.m. (IST)** and shall end on **Tuesday, February 23, 2021 at 5:00 p.m. (IST)**. The Members are requested to carefully read the instructions provided in this Form and Notice, and return the scanned copy (PDF/JPEG format) of the duly completed Form signed and authenticated by the person entitled to vote, along with the relevant documents to the Scrutinizer at tsbsl.scrutinizer@gmail.com from their registered e-mail address with a copy marked to evoting@nsdl.co.in, on or before **5.00 p.m. (IST) on February 23, 2021**.
3. No other form of the Postal Ballot Form is permitted other than as specified above.
4. In respect of shares held by Institutional / Corporate shareholders (i.e. other than individuals / HUF, NRI, etc.), the duly completed Postal Ballot Form should be signed by the authorised representative and shall be accompanied with the scanned copy (PDF/JPG format) of certified resolution/ authorisation, etc. of its board or governing body with attested specimen signature of the duly authorized representative(s)/signatory(ies) who are authorized to vote.

INSTRUCTIONS:

1. The Notice alongwith this Postal Ballot Form is being sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners as maintained by the Depositories as on **January 15, 2021 ('Cut-Off Date')**, in electronic mode. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. January 15, 2021.
2. Please note that Members can opt for only one mode for voting i.e. by sending the scanned copy of the filled in Form or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer's decision on the validity of the votes cast shall be final.
3. Please convey your assent/dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
4. The vote(s) of a Member will be considered invalid *inter-alia*, on any of the following grounds:
 - a. If the Member's signature does not tally;
 - b. If the Member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the Resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - c. If the Form is unsigned, incomplete or incorrectly filled;
 - d. If the scanned Form is received in such a manner such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
 - e. The Form has not been signed by or on behalf of the Member;
 - f. Neither assent nor dissent is mentioned;
 - g. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote.
5. The votes should be cast either in favour or against the Resolution by placing a tick (✓) mark in the column provided for assent or dissent, respectively. Postal Ballot Form bearing tick (✓) mark in both columns will render the Postal Ballot Form invalid.
6. If the Postal Ballot Form is received after **5.00 p.m. (IST) on Tuesday, February 23, 2021**, it will be considered that no reply from the Member has been received.
7. The Postal Ballot Form should be completed and signed by the Members, as per the specimen signature registered with the Company. In case of joint holding, this Form should be completed and signed by the first named equity shareholder and in his/her absence, by the next named equity shareholder. There will be one Postal Ballot Form for every Client ID No./ Folio No., irrespective of the number of joint holders.
8. Members desirous of inspecting any relevant documents referred to in the Notice or Explanatory Statement can send their requests to tsbsl@tatasteelbsl.co.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.