



TSBSL/COSEC/AGM-NTC/2020
August 30, 2020

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

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: TATASTLBSL

Dear Madam, Sirs,

Sub: Notice of 37th Annual General Meeting ('AGM') of the Company

Please find enclosed herewith the Notice of the 37th AGM of Tata Steel BSL Limited (formerly known as 'Bhushan Steel Limited') scheduled to be held on Monday, September 21, 2020 at 3:00 p.m. (IST) via two-way Video Conference/Other Audio-Visual Means. The said Notice forms part of the Annual Report and Annual Accounts of the Company for the Financial Year 2019-20.

The Notice of the AGM is also available on the website of the Company at

[http://tatasteelbsl.co.in/Investor%20Relations%20pdf/Notice/Notice%20of%2037th%20Annual%20General%20Meeting%20\(September%2021,%202020\).pdf](http://tatasteelbsl.co.in/Investor%20Relations%20pdf/Notice/Notice%20of%2037th%20Annual%20General%20Meeting%20(September%2021,%202020).pdf)

This is submitted pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you,

Yours faithfully,
for Tata Steel BSL Limited
(formerly Bhushan Steel Limited)

Nisha Anil Seth
Company Secretary and 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

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA STEEL BSL LIMITED (FORMERLY KNOWN AS 'BHUSHAN STEEL LIMITED') WILL BE HELD ON MONDAY, SEPTEMBER 21, 2020 AT 3:00 P.M. (IST) THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM'), 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, 2020 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, 2020 together with the Report of the Auditors thereon.

Item No. 3 – Re-appointment of a Director

To appoint a Director in the place of Mr. Koushik Chatterjee (DIN:00004989), 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. 4 – Ratification of remuneration of the 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 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹7 lakh 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, 2021."

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item No. 4 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to this Notice.

2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of Annual General Meeting through video conferencing or other audio visual means read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the Annual General Meeting through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circular, the 37th AGM of the Company is being held through VC/OAVM on Monday, September 21, 2020 at 3:00 p.m. (IST). The deemed venue for the 37th AGM will be at the registered office of the Company i.e., Ground Floor, Mira Corporate Suites, Plot No. 1&2, Ishwar Nagar, Mathura Road, New Delhi – 110 065.

3. **PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULAR THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after 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 website of National Securities Depository Limited ('NSDL') at 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.

5. Institutional Investors, who are Members of the Company, are encouraged to attend the 37th AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at tsbsl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.
8. In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report and Annual Accounts 2019-20 is being sent only through electronic mode (i.e., through e-mail) to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depositories. The Notice convening the 37th AGM has been uploaded on the website of the Company at www.tatasteelbsl.co.in and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
9. **Book Closure**
The Register of Members and Share Transfer Books of the Company will be closed from **Tuesday, September 15, 2020 to Monday, September 21, 2020 (both days inclusive)** for the purpose of the AGM.
10. **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 nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, may submit the same in Form SH-14. The said forms can be downloaded from the Company's website at www.tatasteelbsl.co.in. Nomination forms can be obtained from the Company's Registrars and Transfer Agent ('RTA') by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants ('DPs'). Members are requested to submit the said form to their DP in case the shares are held in electronic and to the RTA at investor.services@rcmcldelhi.com in case the shares are held in physical form, quoting their folio no(s). Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.
11. **Consolidation of Physical Share Certificates:** 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 for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. The attention of Members is particularly drawn to the Corporate Governance Report in respect of unclaimed and unpaid dividends and transfer of dividends/shares to the Investor Education & Protection Fund.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report and Annual Accounts 2019-20 is being sent only through electronic mode (i.e., through e-mail) to those Members whose email addresses are registered with the Company/RTA/ Depositories. Members may note that the Notice and Annual Report and Annual Accounts 2019-20 will also be available on the Company's website www.tatasteelbsl.co.in, relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
14. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's RTA, RCMC Share Registry Private Limited at investor.services@rcmcldelhi.com for assistance in this regard.
15. 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.
16. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which the Directors are interested, shall be available for on-line inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at tsbsl@tatasteelbsl.co.in from their registered e-mail addresses mentioning their names and folio numbers / DP ID and Client ID.

PROCESS FOR REGISTERING E-MAIL ADDRESS:

- i. **One time registration of e-mail address with RTA for receiving the Annual Report and Annual Accounts 2019-20 and casting votes electronically:** The Company has made special arrangements with its RTA for registration of e-mail address of those Members (holding shares either in electronic or physical form) who wish to receive this Annual Report and Annual Accounts for FY 2019-20 and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ RTA/ DPs are required to provide the same to RTA on or before **5.00 p.m. (IST) on Monday, September 14, 2020.**

Process to be followed for one time registration of e-mail address is as follows:

I. For Members who hold shares in Electronic form:

- a) Visit the link: <https://www.rcmcldelhi.com/updates/?cid=tsbl>
- b) Enter the DP ID & 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 service of this AGM Notice and Annual Report and Annual Accounts for FY 2019-20.

II. For Members who hold shares in Physical form:

- a) Visit the link: <https://www.rcmcldelhi.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 number
- d) System will verify the Folio Number and PAN details or the share certificate number.
- e) On successful verification, 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 the PAN card.
- h) The system will then confirm the e-mail address for the purpose of service of this AGM Notice and Annual Report and Annual Accounts for FY 2019-20.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report and Annual Accounts for FY 2019-20 along with the e-voting user ID and password. In case of any queries, Members may write to investor.services@rcmc Delhi.com or evoting@nsdl.co.in.

- ii. **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 and with the Company's RTA, in respect of physical holding, by writing to them at investor.services@rcmc Delhi.com. 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/ Annual Reports and other communications electronically to their e-mail address in future.
- iii. Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail addresses for remote e-voting for the resolutions set out in this Notice:
 - In case shares are held in physical form, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.
 - In case shares are held in demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.

INSTRUCTIONS FOR REMOTE 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) and Regulation 44 of the SEBI Listing Regulations (as amended) and the MCA Circulars, the Company is providing the 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 authorized 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.
2. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Monday, September 14, 2020 ('Cut-off Date') 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 purposes 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. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the Cut-Off Date i.e.

Monday, September 14, 2020, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

3. The remote e-voting period commences on **Thursday, September 17, 2020 at 9.00 a.m. (IST)** and ends on **Sunday, September 20, 2020 at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. 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. **Monday, September 14, 2020**.
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.
5. 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.

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

1. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system and they may access the same at www.evoting.nsdl.com under the Shareholders/Members login by using the remote e-voting credentials, where the EVEN of the Company i.e. **113601** will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the 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 remote e-voting instructions mentioned below to avoid last minute rush. Further, Members may also use the OTP-based login for logging into the e-voting system of NSDL.
2. Members may join the Meeting 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.
3. 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 tsbsl@tatasteelbsl.co.in before **3.00 p.m. (IST)** on **Monday, September 14, 2020**.
4. 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 tsbsl@tatasteelbsl.co.in between Monday, September 14, 2020 (9:00 a.m. IST) through Wednesday, September 16, 2020 (5:00 p.m. IST). **Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the**

AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in /1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ +91 - 22 -24994360 or Ms. Pallavi Mhatre, Manager - NSDL at pallavid@nsdl.co.in/ +91 - 22- 24994545.

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

The instructions for remote e-voting before the AGM are as under:

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 www.evoting.nsdl.com

How to Log-in to NSDL e-voting website?

- i. 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.
- ii. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder’ section.
- iii. 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.

- iv. 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 113601 then user ID is 113601001***

- v. Your password details 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 ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Open 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.

- vi. 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
 - b) Click on ‘Physical User Reset Password?’ (If you are holding shares in physical mode) option available on 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 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.
- vii. After entering your password, tick on Agree to ‘Terms and Conditions’ by selecting on the check box.
- viii. Now, you will have to click on ‘Login’ button.
- ix. 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?

- i. 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.
- ii. After clicking 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.
- iii. Select ‘EVEN’ of the Company for which you wish to cast your vote. The EVEN No. for Tata Steel BSL Limited is **113601**.
- iv. Now you are ready for e-voting as the Voting page opens.
- v. 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.
- vi. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. 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:

- i. 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.
- ii. 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 during the AGM.

General Guidelines for Shareholders:

- i. 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 to reset the password.
- ii. In case of any queries/grievances pertaining to remote e-voting (before the AGM and 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal or Ms. Pallavi Mhatre or Mr. Pratik Bhatt from NSDL at the designated e-mail IDs: amitv@nsdl.co.in or pallavid@nsdl.co.in or pratikb@nsdl.co.in or at telephone nos.: +91 22 2499 4360/4545/4738.

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 before and during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in

favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

- iii. The results declared along with Scrutinizer's Report, will be placed on the website of the Company www.tatasteelbsl.co.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by Chairman or any other person authorized by the Chairman and the same shall be communicated 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/-
Nisha Anil Seth
 Company Secretary &
 Compliance Officer
 ACS: 27019

New Delhi
 August 27, 2020

Registered Office:
 Ground Floor, Mira Corporate Suites,
 Plot No. 1 & 2, Ishwar Nagar, Mathura Road,
 New Delhi – 110 065.
 Tel: +91-11-3919 4000
 Fax: +91-11-4101 0050
 CIN: L74899DL1983PLC014942
 Website: www.tatasteelbsl.co.in
 Email: tsbsl@tatasteelbsl.co.in

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 No. 4 mentioned in the accompanying Notice.

Item No. 4

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in Practice. Based on the documents available and the discussions held at the meeting of the of the Audit Committee, it considered and recommended the appointment and remuneration of the Cost Auditor to the Board of Directors (the 'Board'). The Board has, on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number - 000001) as the Cost Auditor of the Company for the Financial Year 2020-21.

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 of Directors has to be ratified by the Members of the Company. The Board of Directors has fixed the remuneration payable to the Cost Auditors for Financial Year 2020-21 at ₹7 lakh plus applicable taxes and reimbursement of out of pocket expenses, to cover the cost audit of Tubes and Steel Products of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2021.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

By order of the Board of Directors

Sd/-
Nisha Anil Seth
 Company Secretary &
 Compliance Officer
 ACS: 27019

New Delhi
 August 27, 2020

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Annexure to the Notice

Details of Director seeking re-appointment in the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Profile of Mr. Koushik Chatterjee



Mr. Koushik Chatterjee, born in 1968 (DIN: 00004989) was appointed as a Member of the Board effective July 11, 2018.

Mr. Chatterjee is the Executive Director and Chief Financial Officer of Tata Steel Limited ('TSL'), the promoter and holding company of the Company.

Mr. Chatterjee has been a member of the Primary Market Advisory Committee of the SEBI and was member of the task force set up by SEBI that drafted the Takeover Code. He was also the member of the Global Preparers Forum, the advisory body to the International Accounting Standards Board, London. He is currently a member of the International Integrated Reporting Council UK, the Working Group on Group Insolvency set up by the Insolvency and Bankruptcy Board of India, the Global Task Force on Climate Related Financial Disclosures set up by the Financial Stability Board, Basel Switzerland; the Advisory Council to CII-ITC Centre of Excellence for Sustainable Development; and the British Academy project on Future of the Corporation. He is also a frequent speaker in various conferences in India and abroad and has been recognised as one of India's best CFOs by several organisations like Business Today Magazine, CNBC, Asiamoney and Chartered Institute of Management Accountants, UK. In March 2019, he was awarded the CFO Lifetime Achievement Award by the Financial Express.

Mr. Koushik Chatterjee is an Honors Graduate in Commerce from Calcutta University and a Fellow of the Institute of Chartered Accountants of India.

Particulars of experience, attributes or skills that qualify the candidate for Board membership

Mr. Koushik Chatterjee has valuable experience in managing the issues faced by large and complex corporations by virtue of his tenure at Tata Sons Private Limited and Tata Steel Limited.

Mr. Chatterjee brings to the Board extensive experience in the areas of controllership, financial stewardship, business responsibility (including restructuring and turnaround of large organisations), business development (mergers, acquisitions and divestments), strategy and execution of large and complex financing, strategic communication, risk management, crisis leadership, public affairs, legal, compliance and governance.

Mr. Chatterjee's experience demonstrates his leadership capability, general business acumen and knowledge of complex financial and operational issues that large corporations face.

By virtue of his background and experience, Mr. Chatterjee has an extraordinarily broad and deep knowledge of the steel and mining industry. His experiences will enable him to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to the Company.

His re-appointment will strengthen the Board's knowledge, capability, experience and execution of the Company's strategy.

Board Meeting Attendance and Remuneration

Details regarding the attendance at the Board Meeting and remuneration paid to Mr. Koushik Chatterjee are provided in the Board's Report and in the Corporate Governance Report.

Shareholding in the Company

Mr. Koushik Chatterjee does not hold any Equity Shares of the Company.

Directorships in other public limited companies (excluding foreign companies, private companies and Section 8 companies)

Directorships

Tata Steel Limited
Tata Steel Long Products Limited (formerly 'Tata Sponge Iron Limited')
The Tinplate Company of India Limited
Tata Metaliks Limited
TRF Limited

Chairman/Member of Committees in other public limited companies (Committees include the statutory committees)

Tata Steel Limited

Corporate Social Responsibility Committee (Member)
Risk Management Committee (Member)
Stakeholders' Relationship Committee (Member)

Tata Steel Long Products Limited

Audit Committee (Member)
Nomination & Remuneration Committee (Member)
Risk Management Committee (Member)

The Tinplate Company of India Limited

Nomination & Remuneration Committee (Member)

Tata Metaliks Limited

Nomination & Remuneration Committee (Member)

TRF Limited

Audit Committee (Member)
Corporate Social Responsibility Committee (Member)