



TSLPL/SE/2023-24/30

July 11, 2023

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

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

Scrip Code: 513010

Symbol: TATASTLLP

Dear Sir/ Madam,

Sub: Notice of 40th Annual General Meeting ('AGM') of Tata Steel Long Products Limited

Please find enclosed herewith the Notice of the 40th AGM of Tata Steel Long Products Limited ('Company') scheduled to be held on Wednesday, August 2, 2023 at 3:00 p.m. (IST) via two-way Video Conference/Other Audio-Visual Means. The said Notice forms part of the 5th Integrated Report & 40th Annual Accounts of the Company for the Financial Year 2022-23 ('Integrated Report').

The Notice of the AGM along with the Integrated Report is available on the website of the Company at https://www.tatasteellp.com/storage/2023/07/Tata-Steel-Long-Products-IR-2022-23_Final.pdf

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

This is for your information and records.

Thanking You

Yours faithfully,

For Tata Steel Long Products Limited

SANKAR
BHATTACHARYA
Digitally signed by
SANKAR BHATTACHARYA
Date: 2023.07.12 00:28:33
+05'30'

Sankar Bhattacharya
Company Secretary and Compliance Officer

Encl. : as above

NOTICE

Notice is hereby given that the 40th Annual General Meeting ('AGM') of the Members of Tata Steel Long Products Limited ('TSLP'/'Company') will be held on **Wednesday, August 2, 2023 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, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

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

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

Item No. 3 - Re-appointment of a Director

To appoint a Director in 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 Cost Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹6,60,000/- (Rupees Six lakh Sixty Thousand only) (excluding taxes, cess etc.), plus applicable taxes and reimbursement of out-of-pocket expenses, payable to Messrs. Shome & Banerjee, Cost Accountants, (Firm Registration Number.: 000001), who have been appointed by the Board of Directors on the

recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2024.

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

Item No. 5 – Approval for payment of Commission to Non-Executive Directors

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

"RESOLVED THAT in partial modification of the Special Resolution passed by the shareholders at the 36th Annual General Meeting of the Company held on July 15, 2019 and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and the Rules made thereunder, read with Schedule V of the Act and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), each as amended from time to time, consent of the Members be and is hereby accorded to the Board of Directors of the Company, for making payment of remuneration, by way of commission to the Non-Executive Directors (**"NED"**) of the Company, in the event of inadequacy or absence of profits in accordance with the limits as prescribed under the Act read with Schedule V of the Act, and the same be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director) in such amounts or proportions and in such manner and in all respects, as may be decided by the Board of Directors of the Company, and such payments shall be made for each of the financial year, commencing April 1, 2022.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees and reimbursement of expenses, if any, payable to the Non-Executive Directors of the Company for attending the meetings of the Board and/or other Committees thereof."

Notes:

1) The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 4 and 5 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - II on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/ re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as **Annexure 1** to this Notice.

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

In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 40th AGM of the Company is being held through VC/OAVM on Wednesday, August 2, 2023, at 3:00 p.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at P.O. Joda, Dist. Keonjhar, Orissa- 758 034.

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

4) The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. 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/corporate shareholders (i.e., other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutinizer's e-mail address at pvsm17@rediffmail.com with a copy marked to evoting@nsdl.co.in. Corporate Members/Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.

6) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7) In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.

8) In accordance with the aforesaid MCA Circulars and the relevant SEBI Circulars, the Notice of the AGM along with the Integrated Report & Annual Accounts 2022-23 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Integrated Report & Annual Accounts 2022-23 to those Members who request the same at investorcell@tatasteellp.com or csg-annualreports@tcplindia.co.in mentioning their Folio No./DP ID and Client ID. The Notice convening the 40th AGM along with the Integrated Report & Annual Accounts 2022-23 will also be available on the website of the Company at www.tatasteellp.com, 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 and the website of NSDL at www.evoting.nsdl.com

(i) Book Closure:

The Register of Members and Share Transfer Books of the Company will be closed from Friday, July 21, 2023 to Wednesday, August 2, 2023 (both days inclusive) for the purpose of AGM for FY2022-23.

(j) Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available

to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website at www.tatasteellp.com. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at csg-unit@tcplindia.co.in in case the shares are held in physical form, quoting their folio no(s).

- (k) In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.
- (i) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.tatasteel.com/investors/investor-information/forms/> and on the website of the Company's RTA at <https://www.tcplindia.co.in>. It may be noted that any service request can be processed only after the folio is KYC compliant.
- (m) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to

IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Integrated Report 2022-23 in respect of unclaimed dividends and transfer of dividends/shares to the IEPF.

- (n) Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
- (o) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- (p) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- (q) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to investorcell@tatasteellp.com
- (r) Norms for furnishing of PAN, KYC, Bank details and Nomination: Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and

Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.

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

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

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

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

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

PROCESS FOR REGISTERING E-MAIL ADDRESS:

- i. **One-time registration of e-mail address with RTA for receiving the AGM Notice, Integrated Report & Annual Accounts 2022-23 and to cast votes electronically:** The Company has made special arrangements with RTA and NSDL for registration of e-mail address of those

Members (holding shares either in electronic or physical form) who wish to receive the AGM Notice, Integrated Report & Annual Accounts for FY 2022-23 and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5.00 p.m. (IST) on Wednesday, July 26, 2023.

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

- a) Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
- b) Select the name of the Company from drop-down: Tata Steel Long Products Limited.
- c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form)/ Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail ID.
- d) System will send OTP on mobile no. and e-mail ID.
- e) Enter OTP received on mobile no. and e-mail ID and submit.
- f) The system will then confirm the e-mail address for the limited purpose of service of AGM Notice along with Integrated Annual Report 2022-23 and e-Voting credentials.

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

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

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS: A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.
2. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Wednesday, July 26, 2023 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.

Any shareholder(s) holding shares in physical form or non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, July 26, 2023, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-Voting then the Members can use their existing User ID and password for casting the vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 -2499 7000.

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

3. The remote e-Voting period commences on Saturday, July 29, 2023 at 9.00 a.m. (IST) and ends on Tuesday, August 1, 2023 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, July 26, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, July 26, 2023.
4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

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

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of 'VC/OAVM' placed under 'Join Meeting' menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph titled "The instructions for remote e-Voting before/during the AGM" in the Notice to avoid last minute rush.
2. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting.

Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

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 investorcell@tatasteel.com before 3.00 p.m. (IST) on Wednesday, July 26, 2023.
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 investorcell@tatasteellp.com between July 27, 2023 (9:00 a.m. IST) to July 29, 2023 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
5. Members who need assistance before or during the Meeting, can contact NSDL on evoting@nsdl.co.in /022 - 4886 7000 and 022 - 2499 7000 or contact Ms. Prajakta Pawle or Ms. Pallavi Mhatre - NSDL at evoting@nsdl.co.in

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

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

Step 1: Access NSDL e-Voting system

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

Details on Step 1 are mentioned below:

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	A. NSDL IDeAS facility If you are already registered, follow the below steps: 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 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. 4. Click on 'Access to e-voting' appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS services, follow the below steps: a. Option to register is available at https://eservices.nsdl.com b. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given in points 1-5

Type of shareholders	Login Method
	B. e-voting website of NSDL 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 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 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. 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 or joining virtual meeting & voting during the meeting. C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. 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.

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

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

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

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

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

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

4) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is S1***** and EVEN is 124529 then user ID is 124529*****

- 5) Password details for shareholders other than Individual shareholders are given below:

- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- 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 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'.

- If your e-mail ID is not registered, please follow steps mentioned in process for those shareholders whose e-mail IDs are not registered.

- If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- 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
- 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.
- 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.
 - (a) If you are already registered for e-Voting, then you can use your existing password to log-in and cast your vote.

Details on Step 2 are mentioned below:

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

1. After successful login at Step 1, you will be able to see "EVEN" of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of the Company – 124529 for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

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

General Guidelines for Shareholders:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries/grievances pertaining to remote e-Voting (before or during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for Shareholders and e-Voting user manual for Shareholders available in the 'Download' section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager from NSDL at the designated e-mail ID: evoting@nsdl.co.in The address of NSDL is Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra.

Other Instructions:

- I. The Board of Directors has appointed Mr. P.V. Subramanian (Membership No. ACS 4585, CP No. 2077), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-Voting process as well as e-Voting during the AGM in a fair and transparent manner.

- II. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, not later than two working days from the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- III. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.tatasteel.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Place : Kolkata
Date : April 25, 2023

By Order of the Board of Directors

Sd/-
Sankar Bhattacharya
Company Secretary and Compliance Officer
(ACS:11438)

Registered Office:

Post Joda Dist.: Keonjhar Odisha – 758 034
Tel: 06767 278122 Fax: 06767 278159
CIN- L27102OR1982PLC001091
Website: www.tatasteellp.com
Email: investorcell@tatasteellp.com

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

The following Statement sets out all material facts relating to Item Nos. 4 and 5 mentioned in the accompanying Notice.

Item No. 4:

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

In compliance with the above, the Audit Committee of the Company at its meeting held on April 25, 2023, considered the appointment of Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number – 000001) as the Cost Auditors of the Company for FY2023-24. At the said meeting, the Audit Committee also considered the remuneration of ₹6,60,000/- (Rupees Six Lakh Sixty Thousand only) (excluding applicable taxes, etc.), plus out of pocket expenses payable to the Cost Auditors of the Company for FY2023-24.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee considered, the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company.

Based on the recommendation of the Audit Committee, the Board at its meeting held on April 25, 2023, appointed Messrs. Shome & Banerjee, Cost Accountants, (Firm Registration No.: 000001) to conduct the Cost Audit for the financial year ending March 31, 2024 at a remuneration of Rs. 6,60,000/- (Rupees Six Lakh Sixty Thousand only) (excluding applicable taxes, etc.), plus out of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) 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. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Resolution at item No. 5 of the accompanying Notice.

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 Auditors of the Company for the Financial Year ending March 31, 2024.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said Resolution.

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

Item No. 5

The Members of the Company at the 36th Annual General Meeting ("AGM") of the Company held on July 15, 2019, approved payment of commission to Non-Executive Directors of the Company not exceeding 1% per annum of the net profits of the Company for each year commencing from April 1, 2019.

The Non-Executive Directors ("NEDs") of the Company are professionals with high level of expertise and have rich experience in functional areas such as Leadership, Strategy, Technology, Finance, Governance etc. Further, NEDs are actively involved in various decision-making process while making valuable contributions towards business development, governance, long-term strategy, compliances etc.

In view of the above and the enhanced disclosure requirements pertaining to corporate governance pursuant to the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and considering the nature, size and complexity of the operations of the Company, the role and responsibilities of NEDs have also become onerous and time consuming, requiring their significant attention and a higher level of oversight in the affairs of the Company.

FY2022-23 has been a challenging year for the Company on all fronts. However, the Company has remained agile and achieved significant accomplishments in terms of growth despite suffering from financial losses during FY2022-23.

Pursuant to the provisions of Section 197(3) of the Act, in the event of loss or inadequacy of profits in any particular financial year, the company may pay remuneration (including commission) to the NEDs as per the limits as prescribed under Section II of Part II of Schedule V of the Act.

Basis recommendation of the Nomination and the Remuneration Committee of the Company, the Board of Directors ('Board') at its meeting held on April 25, 2023, took into consideration the commitments and contribution of the Non-Executive Directors, approved and recommended the payment of remuneration (including commission) determined basis Effective Capital

of the Company as provided in the below Table, pursuant to Section II of Part II of Schedule V of the Act:

Particulars	As on March 31, 2023 Amount (₹ in crore)
Paid Up Share Capital	45.10
Reserves & Surplus [excluding revaluation reserve]	2,014.30
Long term loan and deposits payable after one year	14,667.83
Less: Current and Non-current investments	13,651.91
Effective Capital	3,075.32
Up to 250 crore	0.24
0.1% above Rs. 250 crore of Effective Capital	0.28
Total limit available for other Directors	0.52

Accordingly, the Board at its meeting held on April 25, 2023, approved a remuneration by way of commission to the NEDs of the Company, aggregating to Rs. 50.00 lakh, as recommended by the Nomination and Remuneration Committee, in such amount or proportions and in such manner and in all respects, as may be directed by the Board of the Company, for each of the financial year commencing April 1, 2022, subject to approval of the shareholders of the Company at the ensuing AGM of the Company.

The Board, while approving the proposal in terms of Section 197 of the Act, took into consideration the commitments and contribution made by the NEDs of the Company.

The requisite disclosure required under Schedule V is stated below:

A. General Information:

- Nature of Industry:** The Company is engaged in the manufacturing business of iron and steel.
- Date of commencement of commercial production:**
 - Sponge Iron Plant at Joda, Odisha: July, 1982.
 - Steel Plant at Gamharia, Jharkhand: April, 2019.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4. **Financial Performance based on given indicators:**

Particulars	FY 2022-23	FY 2021-22
Revenue from operations	7464.07	6801.63
Total expenditure before finance cost and depreciation	7391.79	5624.08
Operating Profit	72.28	1177.55
Add : Other income	634.46	137.51
Profit before finance cost, depreciation, exceptional items and taxes	06.74	1315.06
Less : Finance Cost	1387.00	109.96
Profit before depreciation, exceptional items and taxes	(680.26)	1205.10
Less : Depreciation and amortization expenses	347.66	319.58
Profit / (Loss) before exceptional items & tax	(1027.92)	885.52
Add / (Less) : Exceptional items	(1.70)	(27.14)
Profit before taxes	(1029.62)	858.38
Less : Tax Expenses	55.87	228.51
Net Profit / (Loss) for the period	(1085.49)	629.87

5. **Foreign Investments and Collaborations:** The Company has neither made any Foreign Investments nor entered into any foreign collaborations.

B. Other Information

1. **Reason for Loss:-** Due to elevated commodity prices and increase in interest cost due to acquisition of Neelchal Ispat Nigam Limited (NINL)

2. **Steps taken or proposed to be taken for improvement:-** Improvement in coal consumption parameters and scale-up of NINL.

C. Disclosures:

The details of remunerations of all Directors/Key Managerial Personnel and other information/ details, as applicable, are disclosed under the Report of Corporate Governance in the Integrated Report & Annual Accounts 2022-23.

Except the Non-Executive Directors, none of the other Directors, Key Managerial Personnel or their respective relatives, of the Company are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends this resolution for passing by the shareholders as a Special Resolution.

Place : Kolkata

Date : April 25, 2023

By Order of the Board of Directors

Sd/-

Sankar Bhattacharya

Company Secretary and Compliance Officer
(ACS:11438)

Registered Office:

Post Joda Dist.: Keonjhar Odisha – 758 034

Tel: 06767 278122 Fax: 06767 278159

CIN- L27102OR1982PLC001091

Annexure-1

Details of the Directors seeking re-appointment at the 40th Annual General Meeting

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



Mr. Koushik Chatterjee
(Non-Executive Director)

Mr. Koushik Chatterjee (DIN: 00004989) aged 54 years was appointed as a Member of the Board effective January 12, 2019.

Mr. Chatterjee had assumed the position of Chief Financial Officer of Tata Steel Limited in 2004 at the age of 36 years. He was appointed to the Board of Tata Steel in 2012 as the Whole Time Director with the responsibility for Finance function globally.

He is currently the Executive Director and Chief Financial Officer of Tata Steel, the Chairman of Tata Metaliks Ltd. and the Chairman of The Tinplate Company of India.

During his lengthy and rich experience in Tata Steel, he has led more than US\$25 Bn of acquisitions and divestments, US\$60 billion of financing, complex corporate restructuring and in recent years sharp de-leveraging to restore the company's balance sheet to investment grade status.

As a Director on the Board of Tata Steel Long Products, he has closely overseen the acquisitions of the Steel Business of Usha Martin Limited in 2019 and Neelachal Ispat Nigam Limited (NINL) in the last year. Under his leadership, NINL has been successfully ramped up and integrated with TSLP.

Mr. Chatterjee is a Trustee of the IFRS Foundation and a member of the Board of World Steel Association Brussels. He is intensively involved in issues relating to Sustainability not only within Tata Steel but also as part of driving global thought leadership in this area.

He is a member of the Advisory Board of the United Nations Global Compact CFO Coalition for Sustainable Development Goals, the Task Force on Nature Related Financial Disclosures (TNFD), the Task Force on Climate-Related Financial Disclosures (TCFD), the IIF Washington DC sponsored Taskforce on Scaling Voluntary Carbon Markets, and the Steering Committee on UK Voluntary Carbon Markets Forum, London, among others.

Particulars of experience, expertise, attributes or skills that qualify Mr. Chatterjee for Board membership:

Mr. Koushik Chatterjee is the Executive Director and Chief Financial Officer of Tata Steel Limited. He has valuable experience in managing the issues faced by large and complex corporations as a result of his services 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 sustainability), business development (mergers, acquisitions, re-structuring, divestments and turnaround of large organisations), strategies relating to financing and raising of capital, strategic communication, risk management, crisis leadership, public affairs, advocacy, 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 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.

Terms and conditions of re-appointment:

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

Board Meeting Attendance and Remuneration:

During FY 2022-23, Mr. Chatterjee attended four Board Meetings that were held.

As per the internal guidelines of the Company, no payment is made towards commission to the NEDs of the Company, who are in full-time employment with any other Tata Companies. Mr. Chatterjee, being the Executive Director and Chief Financial Officer of Tata Steel Limited, he was not paid any sitting fees for attending the meetings of the Board/ Committees of the Company.

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

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

Shareholding in the Company:

NIL

Bodies Corporate (other than Tata Steel Long Products Limited) in which Mr. Koushik Chatterjee holds Directorships and Committee positions:

Directorships

1. Tata Steel Limited
2. Tata Metaliks Limited
3. The Tinsplate Company of India Ltd
4. Tata Steel Foundation (Section 8 Company)
5. Tata Steel Downstream Products Ltd.
6. Neelachal Ispat Nigam Limited
7. CDP Operations India Private Limited
8. Tata Steel Europe Limited
9. TS Global Procurement Co. Pte. Ltd.
10. Tata Steel UK Limited
11. Tata Steel Netherlands Holdings BV
12. IFRS Foundation

Chairperson of Board Committees:

NIL

Member of Board Committees:

Tata Steel Limited
Corporate Social Responsibility and Sustainability Committee
Risk Management Committee
Stakeholders Relationship Committee
Executive Committee of the Board
The Tinsplate Company of India Ltd
Nomination & Remuneration Committee
Tata Metaliks Limited
Nomination & Remuneration Committee
Neelachal Ispat Nigam Limited
Audit Committee
Tata Steel Europe Limited
Audit Committee
Executive Committee
Board Pension Committee

Listed Entities from which Mr. Koushik Chatterjee has resigned as Director in past 3 years:

1 (TRF Limited)