



TSLPL/SE/2022-23/75

January 18, 2023

**The Secretary, Listing Department
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Manager, Listing Department

National Stock Exchange of India Ltd

“Exchange Plaza”, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051

Scrip Code: 513010

Symbol: TATASTLLP

Dear Madam, Sir,

Subject: Postal Ballot Notice of Tata Steel Long Products Limited

We enclose herewith a copy of the Notice of Postal Ballot of Tata Steel Long Products Limited (**‘the Company’**) dated January 18, 2023, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘Notice’**), seeking approval of the Members of the Company on the ordinary resolution forming part of the Postal Ballot Notice.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA), Government of India, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 13, 2023 (‘Cut-off date’)**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited (**‘NSDL’**) to provide remote e-voting facility to its Members. The remote e-voting period commences on Friday, January 20, 2023 from 9.00 a.m. (IST) and ends on Saturday, February 18, 2023 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Please note

TATA STEEL LONG PRODUCTS LIMITED

PO Joda Dist Keonjhar Odisha 758 034 India
Tel 91 6767 278178 Fax 278129 Email info@tatasteellp.com
CIN L27102OR1982PLC001091



that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the Notice.

The Members whose e-mail address is not registered with the Company/Depositories, to receive the Notice, may register their e-mail address with the Company's Registrar and Transfer Agent, TSR Consultants Private Limited, on or before 5:00 p.m. (IST) on Tuesday, February 14, 2023. The process for registration of e-mail address is provided in the enclosed Notice.

The Notice is also being made available on the website of the Company at <https://www.tatasteellp.com/postal-ballot/> and on the website of NSDL at www.evoting.nsdl.com

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. This is for your information and records.

This is for your information and records.

Thanking you,

Yours faithfully,

For Tata Steel Long Products Limited

SANKAR
BHATTACHARYA
A

Digitally signed by
SANKAR BHATTACHARYA
Date: 2023.01.18 15:36:52
+05'30'

Sankar Bhattacharya
Company Secretary and Compliance Officer

Encl. As above



TATA STEEL LONG PRODUCTS LIMITED

Registered Office: P.O.-Joda, Dist. Keonjhar, Odisha 758 034, India

Corporate Identification No. (CIN): L27102OR1982PLC001091

Tel No.: (06767) 278122, **Fax No.:** (06767) 278159

Email: investorcell@tatasteellp.com; **Website:** www.tatasteellp.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Friday, January 20, 2023, at 9:00 a.m. (IST)	Saturday, February 18, 2023, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding extraordinary general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as '**MCA Circulars**') to transact the special business as set out hereunder by passing Ordinary Resolution, by way of postal ballot.

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

In compliance with the aforesaid MCA Circulars, Tata Steel Long Products Limited ('**Company**' / '**TSLP**') is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

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

The Board of Directors of the Company, appointed Mr. Navin Kothari (FCS No. 5935, CP No. 3725) of M/s. N. K & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot process through e-voting in a fair and transparent manner.

Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Saturday, February 18, 2023. The remote e-voting facility will be disabled by NSDL immediately thereafter. The results shall be declared on or before Monday, February 20, 2023, and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website www.tatasteellp.com.

SPECIAL BUSINESS

1. **Material modification in approved Related Party Transaction(s) between Tata Steel Limited, the promoter holding company of Tata Steel Long Products Limited and Neelachal Ispat Nigam Limited, a subsidiary of Tata Steel Long Products Limited – Operational Transaction(s)**

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

“RESOLVED THAT pursuant to Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**), the applicable provisions of the Companies Act, 2013 (**‘Act’**) read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), and in partial modification to the resolution passed by the Members of the Company through postal ballot on October 22, 2022, approving the material related party transaction(s) between two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) of Tata Steel Long Products Limited i.e., Tata Steel Limited (**‘Tata Steel’**), the promoter holding company of Tata Steel Long Products Limited and Neelachal Ispat Nigam Limited (**‘NINL’**), a subsidiary of Tata Steel Long Products Limited, aggregating to ₹2,856 crore, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (**‘Board’**), which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to amend / modify the terms of the said material related party transaction(s) / arrangement(s) between Tata Steel and NINL and increase the transaction value by ₹2,050 crore, thereby now aggregating up to ₹4,906 crore, for the purchase and sale of goods, rendering and receipt of services and other transactions, to be entered during FY 2022-23, the details of which are mentioned in the Statement to this Notice, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Tata Steel and NINL.”

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**‘Act’**) read Rule 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**).
2. As per the MCA Circulars, physical copies of this Notice, Postal Ballot forms and prepaid Business Reply Envelopes are not being sent to Shareholders. Shareholders are requested to provide their assent or dissent through remote e- Voting only. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/TSR Consultants Private Limited, the Company’s Registrar and Transfer Agent (**‘RTA’**) as on Friday, January 13, 2023 (**‘Cut-Off Date’**). 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., Friday, January 13, 2023.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
4. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2 and the MCA circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 15 of this Notice.
6. The remote e-voting shall commence on Friday, January 20, 2023, at 9:00 a.m. (IST) and shall end on Saturday, February 18, 2023, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors has appointed Mr. Navin Kothari (Membership No. FCS 5935, CP No. 3725) of M/s. N.K & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the e-voting will be announced by the Chairman or any other person authorized by him, on or before Monday, February 20, 2023. The Scrutinizer’s decision on the validity of votes cast will be final.
9. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.tatasteellp.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited (**‘BSE’**) and National Stock Exchange of India Limited (**‘NSE’**) and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The results shall also be displayed on the notice board at the Registered Office of the Company.

10. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Saturday, February 18, 2023. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
11. Members may download the Notice from the Company's website at www.tatasteellp.com/postal-ballot/ or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/ e-voting. Alternately, Members may also send their requests to investorcell@tatasteellp.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

14. **Process for Registration of e-mail addresses:**

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

As part of the Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, TSR Consultants Private Limited for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA on or before 5:00 p.m. (IST) on Tuesday, February 14, 2023.

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

- a) Visit the link: https://tcplinkintime.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 One Time Password ('OTP') on mobile number and e-mail address
- e) Enter this OTP and submit

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Point 15, step 1 (A) below i.e. Login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in

C. **Registration of e-mail address permanently with Company / Depository Participant (DP):** Members are requested to register the e-mail address with their concerned DPs in respect of electronic holding and with the Company / RTA in respect of physical holding. Please visit <https://tcplindia.co.in/client-downloads.html> to know more about the registration process. 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.

15. **Process to cast votes through remote e-voting:**

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

Step 1: Access to NSDL e-Voting system

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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. If you are not registered, 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 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. C. NSDL Mobile App 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 

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are 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. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and you may click on login icon and then click New System Myeasi and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail address as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. - 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. - 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 above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 123228 then user ID is 123228001***

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- 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 from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your e-mail ID is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 16 of this Notice.

6. 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
- 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 etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of e-Voting will open.

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

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

- After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares whose voting cycle are in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab on this screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kothari.navin@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '**Forgot User Details/Password?**' or '**Physical User Reset Password?**' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

By Order of the Board of Directors

Sd/-

Sankar Bhattacharya

Company Secretary & Compliance Officer
Membership No. ACS: 11438

Date: January 18, 2023

Place: Kolkata

Registered Office:

P.O. Joda, Dist. Keonjhar, Odisha – 758 034

Tel: 06767 278122; **Fax:** 06767 278159

Email: investorcell@tatasteellp.com

Website: www.tatasteellp.com;

CIN: L27102OR1982PLC001091

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

The following Statement sets out all material facts relating to Item No. 1 mentioned in the accompanying Notice.

Item No. 1:

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction ('RPT'), and subsequent material modifications as defined by the Audit Committee in this regard, with an aggregate value exceeding ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Members of Tata Steel Long Products Limited, through postal ballot, on October 22, 2022, approved the RPTs between two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e., Tata Steel Limited, the promoter holding company of Tata Steel Long Products Limited and Neelachal Ispat Nigam Limited, a subsidiary of Tata Steel Long Products Limited, for an amount aggregating up to ₹2,856 crore towards purchase and sale of goods, rendering and receipt of services and other transactions to be entered during FY 2022-23. The said transaction(s) included (1) purchase of rebars and billets by Tata Steel Limited from NINL, for the purpose of further sale, aggregating to ₹255 crore, and (2) sale of sinter to NINL aggregating to ₹135 crore, amongst others. The transactions were in the ordinary course of business and on arm's length pricing.

Rationale for proposed RPT for purchasing of rebars and billets by Tata Steel from NINL for further sale:

On July 4, 2022, Tata Steel Long Products Limited had completed the acquisition of majority stake in NINL under the process run by Department of Investment and Public Asset Management, Ministry of Finance, Government of India. As of the date of acquisition, the plant of NINL was non-operational.

Subsequent to the acquisition, NINL resumed its steel production in October 2022. Tata Steel Limited proposes to purchase the rebars and billets manufactured by NINL for further sale. As per the business proposal, Tata Steel will sell the rebars directly to end customers and billets will be processed into rebars by Tata Steel and then sold to end customers.

Tata Steel Limited has an established marketing network, thorough knowledge, expertise, strong channels, branding and mediums to sell rebars in the market. Further, the customer base and target market of NINL is also similar to that of Tata Steel. With established strong network of Tata Steel and considering applicable compliance and regulatory requirements, it was prudent to use the similar marketing chain to sell NINL products under Trading Partner Model. This would not only avoid duplicity and redundancy in the processes and maintenance, but also lead to synergy in process and systems and make the supply chain smoother. The proposed integration in the marketing functions of Tata Steel and NINL would help towards functioning as single long-products marketing platform, providing seamless customer experience.

As per the model, Tata Steel will be purchasing billets and rebars from NINL wherein rebar will be directly sold in the market and billets will be processed into rebar and sold in the market. The sale proceeds so received will be paid back to NINL after retaining a specific percent of margin by Tata Steel Limited. The margin payable to Tata Steel will be on arm's length and in ordinary course of business.

Based on preliminary working, the proposed transaction value for purchasing billets and rebars by Tata Steel from NINL for further sale was re-calculated and estimated to exceed the already approved sanction value of the material RPTs by ₹1,770 crore to be entered during FY 2022-23.

Rationale for proposed RPT for sale of sinter by Tata Steel to NINL:

While NINL commenced its steel production in October 2022, it was expected that sinter plant would also commence operations by October 2022, for providing sinter for steel making. However, due to failure of major equipment(s) in the sinter plant, there was a delay in its commencement. NINL has approached various vendors towards its repair and a lead time of 5 - 6 months is estimated before the sinter plant commences operations.

To continue its steel production, NINL required sinter. However, sinter is not traded in market due to fragility in the transportation of the material. Hence, the most feasible option for NINL is to procure sinter from Tata Steel's Kalanganagar and Meramandali plant(s), considering the following:

- i. The plants have surplus capacity to cater the sinter requirement of NINL.
- ii. Both these plants have closer proximity to Jajpur and would minimize the damage of sinter during transportation.

Since the sinter plant of NINL is non-operational, there is additional requirement of sinter by NINL, to be procured from Tata Steel Limited, to fulfil its steel manufacturing plan. Considering the additional requirement of sinter by NINL, the proposed transaction value for sale of sinter by Tata Steel was re-calculated and estimated to exceed the already approved sanction value of the material RPTs between Tata Steel and NINL by ₹280 crore, to be entered during FY 2022-23.

The above proposals are being placed before the shareholders for their approval towards the modification in terms and increase in value of the RPTs between Tata Steel and NINL.

The Management has provided the Audit Committee with the relevant details, as required under law, of the subsequent modifications in the material terms and increase in sanction value of already approved RPTs including basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for modifying the material terms and increase in sanction value of already approved RPTs between Tata Steel and NINL (pertaining to purchase of billets and rebars by Tata Steel from NINL for further sale and sale of sinter by Tata Steel to NINL) with increase of ₹2,050 crore, thereby increasing the total aggregate value of RPTs between Tata Steel and NINL to ₹4,906 crore from ₹2,856 crore. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of Tata Steel and NINL respectively.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 1 of the accompanying Notice to the shareholders for approval.

Details of the proposed transactions between Tata Steel and NINL, being the related parties of the Company, are as follows:

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

SN.	Description	Details
1.	Details of Summary of information provided by the management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Neelachal Ispat Nigam Limited ('NINL'), is a subsidiary of Tata Steel Long Products Limited ('TSLP') wherein TSLP holds 95.96% equity stake in NINL, as on date of this Notice. Tata Steel Limited ('Tata Steel') is the promoter and holding company of TSLP. Tata Steel holds 74.91% of equity shares and 100% of its preference shares in TSLP as on date of this Notice.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	a. Mr. T. V. Narendran, Chairman and Non-Executive Director of the Company is the Managing Director and Chief Executive Officer of Tata Steel. He is also on the Board of NINL as Chairman and Non-Executive Director. b. Mr. Koushik Chatterjee, Non-Executive Director of the Company is the Executive Director & Chief Financial Officer of Tata Steel. He is also on the Board of NINL as Non-Executive Director. c. Mr. Ashish Anupam, Managing Director of the Company is also the Director of NINL. d. Mr. Srikumar Menon, Independent Director of the Company is also the Independent Director of NINL. e. Dr. Ansuman Das, Independent Director of the Company is also the Independent Director of NINL. f. Mr. Parvatheesam Kanchinadham, Company Secretary of Tata Steel is also the Company Secretary of NINL.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	The present material modification to related party transactions between Tata Steel and NINL involves the following: i. purchase of rebars and billets by Tata Steel from NINL for further sale, and ii. sale of sinter by Tata Steel to NINL for steel making The transaction value for the above-mentioned rebars and billets which will be purchased by Tata Steel Limited from NINL for further sale is estimated to have increased by ₹1,770 crore, i.e., from ₹255 crore to ₹2,025 crore. The transaction value for above-mentioned sale of sinter by Tata Steel to NINL has increased by ₹280 crore i.e., from ₹135 crore to ₹415 crore. Considering both the above modifications in value, there was an increase in the total sanctioned value of RPTs between Tata Steel and NINL from ₹2,856 crore to ₹4,906 crore, to be entered during FY2022-23.

d.	Value of Transaction	The Members of the Company, on October 22, 2022, through postal ballot had approved the material RPTs between Tata Steel Limited and NINL aggregating to ₹2,856 crore (including (a) ₹255 crore towards purchase of rebars and billets by TSL from NINL for further sale, and; (b) ₹135 crore towards sale of sinter by TSL to NINL for steel making). The terms and value of the approved RPTs have been modified. The increased value for purchase of rebars and billets from NINL, for further sale, is now estimated to be at ₹2,025 crore. The increased value for sale of sinter by Tata Steel to NINL is now estimated to be ₹415 crore. With the above modification, the aggregate value of RPTs between Tata Steel and NINL will increase by ₹2,050 crore. After including the increase in value, the aggregate RPT between Tata Steel and NINL is expected to be ₹4,906 crore. The transactions are in ordinary course of business and in arm's length.
e.	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	72%
f.	Percentage of annual turnover of NINL considering FY 2021-22 as the immediately preceding financial year	Not Applicable
2.	Justification for the transaction	Please refer to "Rationale of the proposed RPT" which forms part of the explanatory statement to this resolution.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) details of the source of funds in connection with the proposed transaction	
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	
	- nature of indebtedness;	
	- cost of funds; and	
	- tenure	
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs has been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

Arm's length pricing:

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

The RPTs will be entered based on the market price of the relevant material and service not exceeding ₹4,906 crore in aggregate. Where market price is not available, alternative method including cost plus mark-up as applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 1.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the relevant ordinary resolution set forth at Item No. 1 in the Notice for the approval of the Members.

By Order of the Board of Directors

Sd/-

Sankar Bhattacharya

Company Secretary & Compliance Officer

Membership No. ACS: 11438

Date: January 18, 2023

Place: Kolkata

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