



February 21, 2022

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Maharashtra, India.
Scrip Code: 500470/890144*

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.
Maharashtra, India.
Symbol: TATASTEEL/TATASTLPP*

Dear Madam, Sir,

Subject: Postal Ballot Notice of Tata Steel Limited

We enclose herewith a copy of the Postal Ballot Notice dated February 4, 2022, along with the Statement pursuant to Section 102 of the Companies Act, 2013 ('**Notice**') of Tata Steel Limited ('the **Company**') seeking approval of the Members of the Company on the following resolutions, being Special Resolution(s), through Postal Ballot:

SN	Description of the Special Resolution(s)
1.	Appointment of Ms. Farida Khambata (DIN: 06954123) as an Independent Director of the Company
2.	Appointment of Mr. David W. Crane (DIN: 09354737) as an Independent Director of the Company
3.	Re-appointment of Mr. Deepak Kapoor (DIN: 00162957) as an Independent Director of the Company

In compliance with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, 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, February 11, 2022** ('**Cut-off date**'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

TATA STEEL LIMITED

Registered Office Bombay House 24 Homi Mody Street Fort Mumbai 400 001 India
Tel 91 22 6665 8282 Fax 91 22 6665 7724 Website www.tatasteel.com
Corporate Identity Number L27100MH1907PLC000260



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 **Thursday, February 24, 2022 from 9.00 a.m. (IST)** and ends on **Friday, March 25, 2022 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 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 Darashaw Consultants Private Limited, on or before **5:00 p.m. (IST) on Friday, March 18, 2022**. 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.tatasteel.com/investors/investor-information/postal-ballot/> and on the website of NSDL at www.evoting.nsd.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.

Thanking you.

Yours faithfully,
Tata Steel Limited

A handwritten signature in black ink, appearing to read 'Parvatheesam'.

Parvatheesam Kanchinadham
Company Secretary &
Chief Legal Officer (Corporate & Compliance)
ACS: 15921

Encl: Postal Ballot Notice

**Securities in Scrip Code 890144 and symbol TATASTLPP stand suspended from trading effective February 17, 2021*

TATA STEEL LIMITED

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

Corporate Identification No. (CIN): L27100MH1907PLC000260

Tel: +91 22 6665 8282; E-mail: cosec@tatasteel.com

Website: www.tatasteel.com

NOTICE OF POSTAL BALLOT

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

VOTING STARTS ON	VOTING ENDS ON
Thursday, February 24, 2022 at 9:00 a.m. (IST)	Friday, March 25, 2022 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (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 guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special businesses as set out hereunder by passing Special Resolutions 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 Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('Notice').

On account of the ongoing COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company 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 is 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 www.tatasteel.com

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Friday, March 25, 2022. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. Appointment of Ms. Farida Khambata (DIN: 06954123) as an Independent Director of the Company

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

"RESOLVED THAT Ms. Farida Khambata (DIN: 06954123) who was appointed as an Additional Director of the Company effective August 12, 2021, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended, and the Articles of Association of the Company, Ms. Farida Khambata, who meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term commencing August 12, 2021 through December 10, 2024.”

2. Appointment of Mr. David W. Crane (DIN: 09354737) as an Independent Director of the Company

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

“RESOLVED THAT Mr. David W. Crane (DIN: 09354737) who was appointed as an Additional Director of the Company effective October 11, 2021, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 (**‘Act’**) read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended and the Articles of Association of the Company, Mr. David W. Crane, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing October 11, 2021 through October 10, 2026.”

3. Re-appointment of Mr. Deepak Kapoor (DIN: 00162957) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (**‘Act’**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**) as amended from time to time, and the Articles of Association of the Company, Mr. Deepak Kapoor (DIN: 00162957), who was appointed as an Independent Director of the Company at the 110th Annual General Meeting of the Company and who holds office upto March 31, 2022, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) years commencing April 1, 2022 through March 31, 2027.”

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/TSR Darashaw Consultants Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on Friday, February 11, 2022 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, February 11, 2022.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 14 of this Notice.
5. The remote e-voting shall commence on Thursday, February 24, 2022 at 9.00 a.m. (IST) and shall end on Friday, March 25, 2022 at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors has appointed Mr. P. N. Parikh (Membership No. FCS 327, CP No. 1228) or failing him, Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) or failing her, Mr. Mitesh Dhabliwala (Membership No. FCS 8331, CP No. 9511) of Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Tuesday, March 29, 2022. The Scrutinizer's decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatasteel.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, March 25, 2022.
10. Members may download the Notice from the Company's website at <https://www.tatasteel.com/investors/investor-information/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
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to cosec@tatasteel.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Thursday, February 24, 2022 to Friday, March 25, 2022.

13. Process for Registration of e-mail addresses:

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

To facilitate Members to receive this Notice electronically, the Company has made special arrangements with its Registrar and Transfer Agent, TSR Darashaw Consultants Private Limited for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5.00 pm (IST) on Friday, March 18, 2022.

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://tcpl.linkintime.co.in/EmailReg/Email_Register.html
- b) Select the name of the Company from drop-down : Tata Steel Limited
- c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form)/Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id
- d) System will send One Time Password ('OTP') on mobile no. and e-mail id
- e) Enter OTP received on mobile no. and e-mail id and submit.

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

C. 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 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.

14. Process to cast votes through remote e-voting:

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





Step 1: Access to NSDL e-voting system

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. 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.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 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. 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.

Type of shareholders	Login Method
	<p>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.</p> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nsdl.com Select 'Register Online for IDEAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Please follow steps given in points 1-5. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 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 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. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. <p>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for 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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 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 abovementioned 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 022- 23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is S1***** and EVEN is 119322 for fully paid-up Ordinary (equity) shares then user ID is 119322S1***** and, If, EVEN is 119321 for partly paid-up Ordinary (equity) shares then user ID is 119321PV*****.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail 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'.
 - (ii) 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. 13 of this Notice.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a) Click on [Forgot User Details/Password?](#) (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Click on [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle.
2. Select 'EVEN' of company, in case of fully paid-up Ordinary (equity) Shares - 119322 and in case of partly paid-up Ordinary (equity) Shares - 119321, 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 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 tsl.scrutinizer@gmail.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 evoting@nsdl.co.in or contact Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager-NSDL at evoting@nsdl.co.in or 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/-
Parvatheesam Kanchinadham
Company Secretary &
Chief Legal Officer (Corporate & Compliance)
Membership No. ACS: 15921

Date : February 4, 2022

Place : Mumbai

Registered Office:

Bombay House, 24, Homi Mody Street,
Fort, Mumbai - 400 001

Tel: +91 22 6665 8282

CIN: L27100MH1907PLC000260

E-mail: cosec@tatasteel.com Website: www.tatasteel.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to Item Nos. 1 to 3 mentioned in the accompanying Notice.

Background

The Nomination and Remuneration Committee ('NRC') oversees the succession planning for the Board of Directors of the Company ('Board'). During Financial Year 2021-22, the NRC met on several occasions to consider the induction of new Independent Directors to the Board and the re-appointment of a sitting Independent Director. In this process, in certain instances, the NRC was assisted by one of the world's leading global executive search and leadership consulting firm.

During the process, the Members of the NRC were impressed with the credentials of Ms. Farida Khambata and Mr. David W. Crane. Accordingly, the NRC recommended to the Board to invite Ms. Khambata and Mr. Crane to join the Board as Independent Directors.

Also, during the year, the NRC considered the re-appointment of Mr. Deepak Kapoor as Independent Director. Based on the performance evaluation and considering Mr. Kapoor's background, experience and contribution, the NRC recommended to the Board, that Mr. Kapoor serve as Independent Director of the Company for a second term of 5 (Five) years, commencing April 1, 2022 through March 31, 2027.

Accordingly, the Board recommends the appointment and re-appointment of Independent Directors for the approval of shareholders of the Company.

Details with respect to appointment and re-appointment of Independent Directors are provided below.

Resolution No. 1 - Appointment of Ms. Farida Khambata (DIN: 06954123) as an Independent Director of the Company

Based on the recommendations of the NRC, the Board, on August 12, 2021, in terms of Section 161 of the Act, appointed Ms. Farida Khambata (DIN: 06954123) as an Additional Director of the Company.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Ms. Khambata as an Independent Director of the Company, not liable to retire by rotation, for a period commencing from August 12, 2021 through December 10, 2024, (i.e. up to Ms. Khambata attaining the age of 75 years).

Ms. Khambata is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received from Ms. Khambata (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Further, Ms. Khambata has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Khambata has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Ms. Khambata is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Khambata has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The profile and specific areas of expertise of Ms. Khambata are provided as annexure to this Notice.

In the opinion of the Board, Ms. Khambata is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management. The terms and conditions of appointment of Ms. Khambata as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cosec@tatasteel.com

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms. Farida Khambata, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

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

Resolution No. 2 - Appointment of Mr. David W. Crane (DIN: 09354737) as an Independent Director of the Company

Based on the recommendations of the NRC, the Board of Directors of the Company, on October 11, 2021, in terms of Section 161 of the Act, appointed Mr. David W. Crane (DIN: 09354737) as an Additional Director of the Company.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mr. Crane as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing October 11, 2021 through October 10, 2026.

Mr. Crane is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Crane (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, Mr. Crane has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Crane has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Crane is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Crane has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the IICA.

The profile and specific areas of expertise of Mr. Crane are provided as annexure to this Notice.

In the opinion of the Board, Mr. Crane is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management. The terms and conditions of appointment of Mr. Crane as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cossec@tatasteel.com

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. David W. Crane, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the resolution set forth in Item No. 2 for the approval of the Members.

Resolution No. 3 - Re-appointment of Mr. Deepak Kapoor (DIN: 00162957) as an Independent Director of the Company

Based on the recommendations of the NRC, the Board of Directors on March 29, 2017, appointed Mr. Deepak Kapoor as an Additional Director of the Company effective April 1, 2017. Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mr. Kapoor as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years, commencing April 1, 2017, through March 31, 2022.

The Members of the Company, at the 110th Annual General Meeting of the Company, held on August 8, 2017, considered and approved the appointment of Mr. Deepak Kapoor as an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years commencing from April 1, 2017 through March 31, 2022. The Resolution for appointment of Mr. Kapoor was passed by the Members with an overwhelming majority. Of the total votes polled, 99.81% were in favor of the resolution.

During his tenure as an Independent Director of the Company over the last 5 years, Mr. Kapoor has contributed immensely to the Board and Committee deliberations. His attendance at Board meetings of the Company since his appointment is provided below:

S.N.	Financial Year	Board Meetings	
		Held (Nos.)	Attendance (%)
1	2017-18	7	100
2	2018-19	7	100
3	2019-20	5	80
4	2020-21	6	100
5	2021-22 (as on date of this Notice)	5	100

TATA STEEL

Based on the recommendations of the NRC and pursuant to (a) the performance evaluation of Mr. Deepak Kapoor as a Member of the Board and Committees; (b) his background, experience and contribution to the Board and Committee deliberations; (c) the leadership he provides to Tata Steel Minerals Canada, as its Chairperson; and (d) that his continued association would be beneficial to the Company, the Board, at its meeting held on February 4, 2022, proposed to recommend to the shareholders the re-appointment of Mr. Kapoor as an Independent Director of the Company, not liable to retire by rotation, for a second term effective April 1, 2022 through March 31, 2027. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Kapoor for the office of Director.

The Company has received from Mr. Kapoor (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Kapoor has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Kapoor has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The profile and specific areas of expertise of Mr. Deepak Kapoor are provided as annexure to this Notice.

In the opinion of the Board, Mr. Kapoor is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the re-appointment of Mr. Deepak Kapoor as an Independent Director of the Company for a second term commencing April 1, 2022 through March 31, 2027 is being placed before the shareholders for their approval by way of a special resolution. Mr. Kapoor, if re-appointed, will not be liable to retire by rotation. The terms and conditions of re-appointment of Mr. Kapoor as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cosec@tatasteel.com

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Deepak Kapoor, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members.

By Order of the Board of Directors

Sd/-

Parvatheesam Kanchinadham
Company Secretary &
Chief Legal Officer (Corporate & Compliance)
Membership No. ACS: 15921

Date :February 4, 2022

Place :Mumbai

Registered Office:

Bombay House, 24, Homi Mody Street,
Fort, Mumbai - 400 001

Tel: +91 22 6665 8282

CIN: L27100MH1907PLC000260

E-mail: cosec@tatasteel.com **Website:** www.tatasteel.com

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Profile of Ms. Farida Khambata

Ms. Khambata (72) was appointed as an Independent Member of the Board of Directors effective August 12, 2021.

Ms. Farida Khambata is a co-founder of Cartica Capital, a long only emerging markets fund. Prior to co-founding Cartica, Ms. Khambata was a member of IFC's Management Group. In her last position at IFC she served as the Regional Vice President in charge of operations in East Asia and the Pacific, South Asia, Latin America and the Caribbean. She was responsible for strategy, investment operations and advisory services in IFC's member countries in these regions. She also oversaw IFC's equity investments globally.

Prior to that, Ms. Khambata was Vice President for Portfolio and Risk Management where she had responsibility for the Corporation's portfolio (approximately \$14 billion) and risk management operations, as well as for information technology, controls, budgeting, trust funds and back office operations. Previously she was the Treasurer of IFC and coined the term Frontier Markets.

Ms. Khambata earned her MA in Economics from the University of Cambridge and her MS in Business Management from the London Business School. She serves on the boards of directors of Kotak Mahindra Bank in India and Dragon Capital in Vietnam.

Particulars of experience, attributes or skills that qualify Ms. Khambata for Board membership

Ms. Khambata has extensive experience and exposure to areas such as strategy, finance, risk management and governance of large corporations. Ms. Khambata brings with her, in-depth working experience of IFC, a global corporation, knowledge of the global economic and business environment, geo-political matters and international affairs. With her exceptionally distinguished record of accomplishments, Ms. Farida Khambata is well poised to add significant value and strength to the Board. Her prior experience enables her to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to large corporations.

Skills and capabilities required for the role and the manner in which Ms. Khambata meets such requirements

The NRC had identified amongst others, exposure to leadership role(s) in large corporations, deep expertise in Governance, Risk Management and Finance as the skills and capabilities for the role.

Ms. Khambata has served in leadership role at IFC, a global corporation. She has significant experience in the areas of strategy, finance, risk management and governance. Further, Ms. Khambata has deep insights on the global economic and business environment, geo-political matters and international affairs.

Considering the educational background and rich experience of over 4 (Four) decades across various institutions, Ms. Khambata meets the requirements as laid down by the NRC.

Terms and conditions of appointment

Ms. Khambata will serve for the period commencing August 12, 2021 through December 10, 2024, (i.e. up to Ms. Khambata attaining the age of 75 years).

Board Meeting Attendance and Remuneration

Post the appointment of Ms. Khambata, 3 (Three) Board meetings were held, and she has attended all the meetings. Ms. Khambata is paid remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other meetings. For the Financial Year 2021-22, as on the date of this Notice, Ms. Khambata has been paid sitting fee of ₹2,40,000/-.

Further, Ms. Khambata is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.

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

There is no *inter se* relationship between Ms. Farida Khambata, other members of the Board and Key Managerial Personnel of the Company.

TATA STEEL

Shareholding in the Company

Ms. Khambata holds 65,000 fully paid-up equity shares of the Company.

Bodies Corporate (other than Tata Steel Limited and foreign companies) in which Ms. Farida Khambata holds Directorships and Committee Membership

Directorship

Kotak Mahindra Bank Limited

Tata Investment Corporation Limited

Chairperson of Board Committees

Kotak Mahindra Bank Limited

Nomination and Remuneration Committee

Stakeholders Relationship Committee

Listed Entities from which Ms. Farida Khambata has resigned as Director in past 3 years: None



Profile of Mr. David W. Crane

Mr. David W. Crane (63) was appointed as an Independent Member of the Board of Directors effective October 11, 2021.

Mr. Crane is a prominent energy industry executive, both in the traditional and the clean energy sectors and a long-term climate advocate committed to leading the energy industry's transition to clean energy. Mr. Crane carries with him 13 years of aggregate experience as CEO of three publicly traded energy companies, International Power plc ('IPR'), NRG Energy, Inc. ('NRG'), and NRG Yield Inc. (now Clearway Energy Inc., or 'Clearway Energy'), and over 30 years of experience in the energy sector.

During his 12-year tenure as CEO of NRG, Mr. Crane transformed the company into not only a Fortune 250 member, but also a purpose-driven enterprise committed to taking a leading role in the transition to a clean energy future. Specifically, Mr. Crane led the company through its evolution to become one of the nation's largest utility-scale renewables companies (Clearway Energy), a top-four home solar business (NRG Home Solar), the owner of the world's largest post-combustion carbon capture project (Petra Nova) and the nation's most extensive level 3 electric vehicle charging network (EVgo). Additionally, NRG, under Mr. Crane's leadership, was a key member of the U.S. Climate Action Partnership.

Mr. Crane also has decades of experience leading and executing complex, industry-defining transactions. At NRG, he was responsible for the company's acquisitions of Texas Genco LLC for \$5.8 billion in 2005, GenOn Energy, Inc. for \$1.7 billion in 2012, Green Mountain Energy Company for \$350 million in 2010 and Edison Mission Energy for \$2.6 billion in 2014.

Mr. Crane also led NRG's transition to retail with the approximately \$300 million acquisition of Reliant Energy in 2009, which resulted in the broader sector's pivot towards an integrated generation and retail platform. On the clean energy front, Mr. Crane pioneered the renewable-driven YieldCo equity class with the initial public offering of NRG Yield in 2012.

Prior to NRG, Mr. Crane was the CEO of International Power Plc, a UK-domiciled FTSE-100 company, an energy sector banker at Lehman Brothers Holdings Inc. in New York City and an attorney specialized in project finance and debt restructuring at White & Case LLP in New York City and Hong Kong.

Mr. Crane is a leading voice on climate change and the energy sector's role in reducing greenhouse gas emissions, having written extensively and spoken widely on the topic. He also serves as a leader of 'B Team,' a select group of business executives and society leaders convened to demonstrate that corporate leadership can be harnessed to solve global societal issues, and as a Board member of The Climate Group and the Elemental Excelsior Inc., an accelerator of clean tech start-ups.

Mr. Crane earned his BS in International Relations from Princeton University and Juris Doctor Degree from Harvard Law School.

Particulars of experience, attributes or skills that qualify Mr. Crane for Board membership

Mr. Crane is an affable and energetic leader with a strong track record in the power utilities sector, having led companies through both growth and turnaround phases.

Mr. Crane has an extensive experience of leading and stewarding successful transformational changes within established, respected multinational corporation(s), in the energy and allied sectors. Mr. Crane has deep knowledge of the global manufacturing industry in general and in particular of the energy and allied sectors. Mr. Crane has handled various issues impacting global business and has a vast experience and accomplishments across general management, health, safety, environment, climate change and sustainability.

With his exceptionally distinguished record of accomplishments, Mr. Crane is well poised to add significant value and strength to the Board.

Skills and capabilities required for the role and the manner in which Mr. Crane meets such requirements

The NRC had identified amongst others, executive leadership in large corporations, deep expertise in the areas of Safety, Health, Environment and Sustainability as the skills and capabilities for the role.

Mr. Crane is a global business leader with extensive experience of leading large-scale global companies in the energy and allied sector. He is considered as a thought leader in the areas of health, safety, climate change, sustainability and environmental stewardship.

Considering the educational background and rich experience of over 3 (Three) decades across various global corporations, Mr. Crane meets the requirements as laid down by the NRC.

TATA STEEL

Terms and conditions of appointment

Mr. Crane will serve for a term of 5 (Five) years commencing October 11, 2021 through October 10, 2026.

Board Meeting Attendance and Remuneration

Post the appointment of Mr. Crane, 3 (Three) Board meetings were held, and he has attended all the meetings. Mr. Crane is paid remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other meetings. For the Financial Year 2021-22, as on the date of this Notice, Mr. Crane has been paid sitting fee of ₹2,40,000/-.

Further, Mr. Crane is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.

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

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

Shareholding in the Company

Mr. Crane does not hold any equity shares of the Company.

Bodies Corporate (other than Tata Steel Limited and foreign companies) in which Mr. David W. Crane holds Directorships and Committee Membership

None

Listed Entities from which Mr. David W. Crane has resigned as Director in past 3 years: None



Profile of Mr. Deepak Kapoor

Mr. Deepak Kapoor (63) was appointed as an Independent Member of the Board of Directors effective April 1, 2017.

His appointment as an Independent Director of the Company, for a period of five years with effect from April 1, 2017 to March 31, 2022, was approved by the shareholders of the Company at the 110th Annual General Meeting held on August 8, 2017. The Resolution for appointment of Mr. Kapoor was passed by the shareholders with an overwhelming majority. Of the total votes polled, 99.81% were in favour of the resolution.

Prior to joining the Board of the Company, Mr. Deepak Kapoor was the Chairman of PricewaterhouseCoopers (PwC), India. Mr. Kapoor was associated with PwC, India for over 30 years and served as the Managing Director between 2007 and 2010.

Mr. Kapoor is a meritorious Commerce Graduate from Delhi University (third rank holder). He is a Fellow Member of The Institute of Chartered Accountants of India, Fellow Member of The Institute of Company Secretaries of India and a Member of the Institute of Certified Fraud Examiners, USA.

Particulars of experience, attributes or skills that qualify Mr. Kapoor for Board membership

Mr. Kapoor has led deals for several years and has practiced in the areas of Telecom, Entertainment and Media for over a decade. Mr. Kapoor had successfully steered PwC India during very challenging times and had strengthened the firm’s footprint in India. Mr. Kapoor has extensive experience in the governance function as well as business advisory related work. His experience, in India and overseas, encompasses multiple industries including consumer products, manufacturing, telecom, technology, healthcare, entertainment and media.

His prior experience enables him to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to large corporations. His senior executive level experience in business and management also provides him with an insightful perspective on strategic planning, risk oversight and operational matters that is valuable to the Board.

With the above exceptionally distinguished record of accomplishments, Mr. Kapoor will continue to add significant value and strength to the Board.

Skills and capabilities required for the role and the manner in which Mr. Kapoor meets such requirements

The NRC considered the performance of Mr. Deepak Kapoor as a Member of the Board/Committees and the leadership he provides to Tata Steel Minerals Canada as its Chairperson. The NRC also considered his educational background and rich professional experience in the areas of consulting, corporate governance, financial reporting, crisis communication and management.

Further, Mr. Kapoor has demonstrated leadership skills in navigating large global corporations, particularly during challenging times. Considering the above attributes and his valuable contribution to the Company, Board/Committee deliberations, and Tata Steel Minerals Canada, the NRC is of the view that Mr. Kapoor fulfils the criteria of skills and capabilities required on the Board and that his continued association would be beneficial to the Company.

Terms and conditions of re-appointment

Mr. Kapoor will serve for a second term of 5 (Five) years commencing from April 1, 2022 through March 31, 2027.

Board Meeting Attendance and Remuneration

Mr. Deepak Kapoor attended all the Board Meetings held during the year. His attendance details for the past years is provided in the Statement annexed to this Notice. Mr. Kapoor is paid remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other meetings. For Financial Year 2020-21, Mr. Kapoor received total compensation (commission and sitting fees) of ₹1,22,40,000/- (for his services as an Independent Director of Tata Steel). Further, he received CAD 14,914 as Board Fee for serving as the Independent Chairman of the Board of Tata Steel Minerals Canada. For Financial Year 2021-22, as on the date of this Notice, Mr. Kapoor was paid sitting fee of ₹5,40,000/-.

Further, Mr. Kapoor is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.

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

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

TATA STEEL

Shareholding in the Company

Mr. Deepak Kapoor does not hold equity shares of the Company.

Bodies Corporate (other than Tata Steel Limited and foreign companies) in which Mr. Deepak Kapoor holds Directorships and Committee membership

Directorships

HCL Technologies Limited

Nayara Energy Limited

Delhivery Limited

Chairperson of Board Committees

Nayara Energy Limited

Audit Committee

Member of Board Committees

Nayara Energy Limited

Nomination and Remuneration Committee

Stakeholders Relationship Committee

HCL Technologies Limited

Audit Committee

Risk Management Committee

Delhivery Limited

Nomination and Remuneration Committee

Listed Entities from which Mr. Deepak Kapoor has resigned as Director in past 3 years: None