

# TATA STEEL LIMITED

**Corporate Identification No. (CIN):** L27100MH1907PLC000260

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

**Tel:** +91 22 6665 8282 **E-mail:** [cosec@tatasteel.com](mailto:cosec@tatasteel.com) **Website:** [www.tatasteel.com](http://www.tatasteel.com)

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF TATA STEEL LIMITED PURSUANT TO THE ORDERS DATED NOVEMBER 10, 2023 AND DECEMBER 12, 2023 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

Meeting Details	
<b>Day</b>	Thursday
<b>Date</b>	January 25, 2024
<b>Time</b>	11:00 a.m. (IST)
<b>Mode of Meeting</b>	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the Meeting shall be conducted through video conferencing/other audio-visual means.
<b>Cut-off date for sending notice to eligible shareholders</b>	Friday, December 15, 2023
<b>Cut-off date for e-voting</b>	Thursday, January 18, 2024
<b>Remote e-voting start date and time</b>	Sunday, January 21, 2024 at 9:00 a.m. (IST)
<b>Remote e-voting end date and time</b>	Wednesday, January 24, 2024 at 5:00 p.m. (IST)

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**The Notice of the Meeting, Statement under Sections 102, 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable SEBI Circulars and Annexure 1 to Annexure 17 (page nos. 37 to 330) constitute a single and complete set of documents and should be read in conjunction with each other, as they form an integral part of this document.**

**IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

**CA (CAA) No. 251/MB/2023**

Form No. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and  
Rule 6 and 7 of the Companies (Compromises, Arrangements and  
Amalgamations) Rules, 2016]

In the matter of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Amalgamation amongst Tata Steel Limited ('**Transferee Company**' or '**Company**') and The Indian Steel & Wire Products Limited ('**Transferor Company**') and their respective shareholders.

Tata Steel Limited (CIN: L27100MH1907PLC000260) a company incorporated under the Indian Companies Act, 1882 and a public limited company within the meaning of Companies Act, 2013 and having its Registered Office at Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001.

..... **Transferee Company**

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF TATA STEEL LIMITED**

**To,  
The Equity Shareholders of  
Tata Steel Limited**

Notice is hereby given that, by Orders dated **November 10, 2023** and **December 12, 2023** in Company Scheme Application CA (CAA) No. 251/MB/2023 ('**Orders**'), the Hon'ble National Company Law Tribunal, Mumbai Bench ('**Hon'ble Tribunal**' or '**NCLT**') has directed, *inter alia*, that a meeting of the Equity Shareholders of the Transferee Company be convened and held on **Thursday, January 25, 2024 at 11:00 a.m. (IST)** through video-conferencing or other audio-visual means ('**VC/OAVM**') ('**Meeting**') to consider and if thought fit, to approve, with or without modification(s), the Scheme of Amalgamation amongst Tata Steel Limited and The Indian Steel & Wire Products Limited and their respective shareholders ('**Scheme**'). Pursuant to the Orders of NCLT as directed therein, the Meeting of the Equity Shareholders of the Company will be held through VC/OAVM in compliance with the provisions of the Companies Act, 2013 ('**Act**') read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended.

The Scheme, if approved by the requisite majority of Equity Shareholders of the Company as per Section 230(6) of the Act read with Regulation 37 of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended ('**SEBI Scheme Circular**') and other applicable SEBI Circulars, if any, will be subject to subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

In compliance with the provisions of the Orders of NCLT and Section 108, and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 each as amended, Regulation 44 and other applicable provisions of the SEBI Listing Regulations read with SEBI Scheme Circular and other applicable SEBI circulars, SS-2, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general

meetings 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, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the '**MCA Circulars**'), the Company has provided the facility of remote e-voting prior to the Meeting as well as e-voting during the Meeting, using the services of National Securities Depository Limited ('**NSDL**') so as to enable the equity shareholders to consider and if thought fit, approve, with or without modification(s), the Scheme by way of approval of the Resolution mentioned below. The equity shareholders may refer the 'Notes' to this Notice for further details on remote e-voting prior to the Meeting as well as e-voting during the Meeting.

As per the directions of the Hon'ble Tribunal, V. Nallasenapathy, Former Member (Technical), National Company Law Tribunal has been appointed as the Chairperson of the Meeting including for any adjournments thereof. The Hon'ble Tribunal has also appointed Mr. P. N. Parikh (Membership No. FCS 327 and CP No. 1228), or failing him, Ms. Jigyasa N. Ved (Membership No. FCS 6488 and CP No. 6018), or failing her, Mr. Mitesh Dhaliwala (Membership No. FCS 8331 and CP No. 9511) of M/s. Parikh & Associates, Practicing Company Secretaries as Scrutinizer for the Meeting, including any adjournments thereof, to scrutinize the process of remote e-voting prior to the Meeting as well as e-voting during the Meeting, to ensure that it is fair and transparent.

The voting rights of the equity shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the closure of business hours on **Thursday, January 18, 2024 ('Cut-Off Date')**. A person whose name is recorded in the Register of Members maintained by the Company/Registrar and Transfer Agent ('**RTA**') or in the Register of Beneficial Owners maintained by Depositories as on the Cut-Off Date only, shall be entitled to vote on the proposed resolution.

The Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI Listing Regulations and applicable SEBI circulars, along with a copy of the Scheme and other Annexures to the Statement are enclosed herewith. A copy of this Notice, Statement and the Annexures are available on the website of the Company at [www.tatasteel.com](http://www.tatasteel.com), the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) being the Depository appointed by the Company to provide remote e-voting/e-voting and other facilities for the Meeting, the website of the Stock Exchanges where the equity shares of the Company are listed, i.e., BSE Limited and the National Stock Exchange of India Limited viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). A copy of the Notice together with the accompanying documents can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the Registered Office of Tata Steel Limited at Bombay House, 24, Homi Mody Street, Fort, Mumbai - 400 001, between Friday, December 22, 2023 and Thursday, January 25, 2024 from 10:30 a.m. (IST) to 4:00 p.m. (IST). Alternatively, a written request in this regard, along with details of your shareholding in the Company, may be addressed to the Company Secretary at [cosec@tatasteel.com](mailto:cosec@tatasteel.com) and the Company will arrange to send the same to you at your registered address.

The equity shareholders are requested to consider, and if thought fit, with or without modification(s), pass the following Resolution with requisite majority:

**"RESOLVED THAT** in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the Regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, respectively, both dated March 24, 2023, the Memorandum and Articles of Association of Tata Steel Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (hereinafter referred to as '**Hon'ble Tribunal/'NCLT**') and Hon'ble National Company Law Tribunal, Kolkata Bench, and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter

referred to as the '**Board**', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Amalgamation amongst Tata Steel Limited ('**Transferee Company**' or '**Company**') and The Indian Steel & Wire Products Limited ('**Transferor Company**') and their respective shareholders ('**Scheme**'), as enclosed with this Notice of the NCLT convened Meeting of the equity shareholders, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any statutory/regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Shareholders and the Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company."

Sd/-

**V. Nallasenapathy**

Chairperson appointed for the Meeting  
of Equity Shareholders of Tata Steel Limited

**Date:** December 21, 2023

**Place:** Chennai

**Registered Office:**

Bombay House, 24, Homi Mody Street,  
Fort, Mumbai – 400 001.

**Tel:** +91 22 6665 8282

**E-mail:** [cosec@tatasteel.com](mailto:cosec@tatasteel.com) **Website:** [www.tatasteel.com](http://www.tatasteel.com)

**CIN:** L27100MH1907PLC000260

## NOTES:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Orders dated November 10, 2023 and December 12, 2023, the Meeting of the equity shareholders of the Transferee Company is being conducted through video conferencing ('VC')/other audio visual means ('OAVM') facility to transact the business set out in the Notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Act, SS-2, SEBI Listing Regulations, read with SEBI Scheme Circular and other applicable SEBI Circulars and in compliance with the requirements prescribed by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM and providing facility of 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, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the 'MCA Circulars'). Accordingly, the meeting of the equity shareholders of the Company will be convened on **Thursday, January 25, 2024 at 11:00 a.m. (IST)**, through VC/OAVM, for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation amongst Tata Steel Limited and The Indian Steel & Wire Products Limited and their respective shareholders.

The deemed venue for the Meeting shall be the Registered Office of the Transferee Company.

2. The Statement pursuant to Sections 102, 230 to 232 of the Act read with other applicable provisions of the Act, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, read with SEBI Listing Regulations and applicable SEBI Circulars in respect of the business set out in the Notice of the Meeting is annexed hereto. Further, additional information as required under the SEBI Scheme Circular and the observation letters of NSE and BSE both dated March 24, 2023 are also annexed.
3. As per the directions provided in the Orders of the NCLT, and in compliance with the MCA Circulars, the Notice of the Meeting and the accompanying documents mentioned in the Index are being sent only through electronic mode via e-mail to those equity shareholders whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depository Participant(s) ('DP')/Depositories as on Friday, December 15, 2023. Physical copy of this Notice along with accompanying documents will be sent to those equity shareholders who request for the same.

The Notice convening the Meeting will be published through advertisement in (i) The Hindu (All India Editions) in English language, (ii) Hindi translation thereof in Dainik Jagran, and (iii) Marathi translation thereof in Navashakti [for (ii) and (iii) - All India Editions and having wide circulation in Maharashtra i.e., the state where the Registered Office of the Company is situated].

4. The equity shareholders may note that the aforesaid documents are also available on the website of the Company at [www.tatasteel.com](http://www.tatasteel.com) and on the website of the Stock Exchanges where the equity shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and that of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)
5. The SEBI Scheme Circular, *inter alia*, provides that approval of Public Shareholders of the Transferee Company to the Scheme shall also be obtained by way of voting through e-voting. Since, the Transferee Company is seeking the approval of its Equity Shareholders (which includes Public Shareholders) to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting would be required to be carried out by the Transferee Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Scheme Circular. The aforesaid notice sent to the Equity Shareholders (which includes Public Shareholders) of the Transferee Company would be deemed to be the notice sent to the Public Shareholders of the Company. For this purpose, the term 'Public' shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term 'Public Shareholders' shall be construed accordingly. In terms of SEBI Scheme Circular, the Transferee Company has provided the facility of voting by e-voting to its Public Shareholders.
6. Further, in accordance with the SEBI Scheme Circular, the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the Public Shareholders against it.

7. **Only a person, whose name is recorded in the Register of Members maintained by the Company/Registrar and Transfer Agents ('RTA') or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date (i.e., Thursday, January 18, 2024) shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the Cut-Off Date should treat this Notice for information purpose only.**
8. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the close of business hours on the Cut-Off Date as per the Register of Members furnished by the RTA or Register of Beneficial Owners furnished by NSDL/Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories').
9. The voting period for remote e-voting (prior to the Meeting) shall commence on and from **Sunday, January 21, 2024 at 9:00 a.m. (IST)** and shall end on, **Wednesday, January 24, 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL thereafter. The Company is additionally providing the facility of e-voting at the Meeting.
10. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
11. Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting. The Members will be able to view the live webcast of the Meeting on the NSDL's e-voting website at <https://www.evoting.nsdl.com> The facility of participation at the Meeting through VC/OAVM will be made available to Members on a first come first served basis as per MCA Circulars.
12. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send legible scan of certified true copy of its Board or governing body Resolution/Power of attorney/Authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to attend the Meeting through VC/OAVM on its behalf and vote at the Meeting. The said Resolution/Authorisation, self-attested by the person so authorized to attend the meeting, shall be sent to the Transferee Company at [cosec@tatasteel.com](mailto:cosec@tatasteel.com) and to the scrutinizer appointed for the meeting at [tsl.scrutinizer@gmail.com](mailto:tsl.scrutinizer@gmail.com) at least forty eight (48) hours before the Meeting. A copy of the above e-mail should also be marked to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)
13. Members attending the Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act and as per the terms of the Orders of the NCLT. Further, the Orders also directs that in case the required quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum.
14. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.
15. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle Members from attending the Meeting. However, after exercising right to vote through remote e-voting prior to the Meeting, a Member shall not be allowed to vote again at the Meeting. In case the shareholders cast their vote via both the modes i.e. remote e-voting prior to the Meeting as well as during the Meeting, then voting done through remote e-voting before the Meeting shall prevail once the vote on a resolution is cast by the Shareholder, whether partially or otherwise. The Shareholder shall not be allowed to change it subsequently.

**The shareholders are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting prior to the Meeting or e-voting during the Meeting.**



## 16. 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 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 Monday, January 15, 2024.**

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

- a) Visit the link: [https://tcplinkintime.co.in/EmailReg/Email\\_Register.html](https://tcplinkintime.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 demat 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 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](mailto:csg-unit@tcplindia.co.in) or [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 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 demat 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.

## 17. Instructions for e-voting and joining the Meeting are as follows:

### A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting during the Meeting will be provided by NSDL.
2. Members of the Company holding shares either in physical form or in demat form as on the **Cut-Off Date of Thursday, January 18, 2024** may cast their vote by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-Voting before the Meeting as well as e-Voting during the Meeting.

Any shareholder(s) holding shares in physical form or non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the **Cut-Off Date i.e. Thursday, January 18, 2024**, may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) However, if a person is already registered with NSDL for



remote e-Voting then the Members can use their existing User ID and password for casting the vote. If a member has forgotten his/her/its password, the member can reset the password by using 'Forgot User Details/Password' or 'Physical User Reset Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000.

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

3. The remote e-Voting period commences on **Sunday, January 21, 2024 at 9:00 a.m. (IST)** and ends on **Wednesday, January 24, 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cut-Off Date i.e. **Thursday, January 18, 2024** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the Meeting and Members participating at the Meeting, who have not already cast their vote on the resolution by remote e-Voting prior to the Meeting will be eligible to exercise their right to vote on such resolution upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the Meeting will also be eligible to participate at the Meeting through VC/OAVM but shall not be entitled to cast their vote on such resolution again. The remote e-Voting module on the day of the Meeting shall be disabled by NSDL for voting, 15 minutes after the conclusion of the Meeting.

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

1. Members will be able to attend the Meeting through VC/OAVM or view the live webcast of Meeting provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of 'VC/OAVM' placed under 'Join Meeting' menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph titled 'The instructions for remote e-Voting before/during the Meeting' in the Notice to avoid last minute rush.
2. Members are encouraged to submit their questions in advance with respect to the Scheme. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/ folio number and mobile number, to reach the Company's email address at [cosec@tatasteel.com](mailto:cosec@tatasteel.com) before 3:00 p.m. (IST) on Thursday, January 18, 2024.
3. Members who would like to express their views or ask questions during the Meeting may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [cosec@tatasteel.com](mailto:cosec@tatasteel.com) between Thursday, January 18, 2024 (9:00 a.m. IST) to Sunday, January 21, 2024 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the Meeting. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
4. Members who need assistance before or during the Meeting, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) /022 - 4886 7000 and 022 - 2499 7000 or contact Mr. Sanjeev Yadav, Assistant Manager–NSDL at [sanjeevy@nsdl.co.in](mailto:sanjeevy@nsdl.co.in)

**THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE MEETING**

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

**Step 1:** Access NSDL e-Voting system

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

**Details on Step 1 are mentioned below:**





**A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>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.</li> <li>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.</li> <li>5. Click on options available against Company name or <b>e-voting service provider – NSDL</b> and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>b. Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. Please follow steps given in points 1-5</li> </ol>

Type of shareholders	Login Method
	<p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon ‘<b>Login</b>’ which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>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 <b>e-voting service provider - NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>C.</b> Shareholders/Members can also download NSDL Mobile App ‘<b>NSDL Speede</b>’ facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">  <span data-bbox="742 913 895 948">App Store</span>  <span data-bbox="997 913 1177 948">Google Play</span> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 1800 22 55 33

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

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

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

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

- 4) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is S1***** and EVEN is 127394 for Ordinary (equity) shares then user ID is 127394S1*****

- 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 log-in 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - (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 by NSDL and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your e-mail ID is not registered, please follow steps mentioned in process for those shareholders whose e-mail ids are not registered.
- 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](http://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](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- 8) Now, you will have to click on 'Login' button.
- 9) After you click on the 'Login' button, Home page of e-Voting will open.

#### **Details on Step 2 are mentioned below:**

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

1. After successful login at Step 1, you will be able to see 'EVEN' of all the companies in which you are holding shares and whose voting cycle and Meeting is in active status.
2. Select 'EVEN' of the Company, in case Ordinary (Equity) Shares - 127394 for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. The procedure for remote e-Voting during the Meeting is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system at the Meeting.

**General Guidelines for Shareholders:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries/grievances pertaining to remote e-Voting (before or during the Meeting), you may refer to the Frequently Asked Questions ('**FAQs**') for Shareholders and e-Voting user manual for Shareholders available in the 'Download' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Other Instructions:**

- i. The Hon'ble Tribunal has appointed Mr. P. N. Parikh (Membership No. FCS 327 and CP No. 1228) or failing him Ms. Jigyasa Ved (Membership No. FCS 6488 and CP No. 6018) or failing her, Mr. Mitesh Dhabliwala (Membership No. FCS 8331 and CP No. 9511) of M/s Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting process as well as e-Voting during the Meeting in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the Meeting unblock the votes cast through remote e-Voting (votes cast during the Meeting and votes cast prior to the Meeting) and make, not later than two (2) working days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Meeting or to any other person so authorized by him (in writing), who shall countersign the same.
- iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.tatasteel.com](http://www.tatasteel.com), at the Registered Office of the Company and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Sd/-

**V. Nallasenapathy**Chairperson appointed for the Meeting  
of Equity Shareholders of Tata Steel Limited**Date:** December 21, 2023**Place:** Chennai**Registered Office:**Bombay House, 24, Homi Mody Street,  
Fort, Mumbai – 400 001**Tel:** +91 22 6665 8282**E-mail:** [cosec@tatasteel.com](mailto:cosec@tatasteel.com) **Website:** [www.tatasteel.com](http://www.tatasteel.com)**CIN:** L27100MH1907PLC000260



**IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH  
CA (CAA) No. 251/MB/2023**

In the matter of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Amalgamation amongst Tata Steel Limited (**'Transferee Company'** or **'Company'**) and The Indian Steel & Wire Products Limited (**'Transferor Company'**) and their respective shareholders

Tata Steel Limited (CIN: L27100MH1907PLC000260) a company incorporated under the Indian Companies Act, 1882 and a public limited company within the meaning of Companies Act, 2013 and having its Registered Office at Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001.

..... **Transferee Company**

**STATEMENT UNDER SECTION(S) 102, 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ('ACT') AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016, SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, READ WITH MASTER CIRCULAR NO. SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ('SEBI SCHEME CIRCULAR'), READ WITH OTHER APPLICABLE SEBI CIRCULARS, EACH AS AMENDED, ACCOMPANYING THE NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF TATA STEEL LIMITED PURSUANT TO THE ORDERS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH DATED NOVEMBER 10, 2023 AND DECEMBER 12, 2023**

**I. Meeting for the Scheme**

This is a Statement accompanying the Notice convening the meeting of the Equity Shareholders of Tata Steel Limited, as per the directions given by the Hon'ble NCLT vide its Orders dated November 10, 2023 and December 12, 2023 passed in the Company Scheme Application CA (CAA) No. 251/MB/2023. The Meeting is scheduled to be held on **Thursday, January 25, 2024 at 11:00 a.m. (IST)**, through VC/OAVM for the purpose of considering, and if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation amongst Tata Steel Limited (**'Transferee Company'** or **'Company'**) and The Indian Steel & Wire Products Limited (**'Transferor Company'**) and their respective shareholders (**'Scheme'**).

The Scheme provides for:

- a) all the assets of the Transferor Company shall become the property of the Transferee Company by virtue of the amalgamation;
- b) all the liabilities of the Transferor Company shall become the liabilities of the Transferee Company by virtue of the amalgamation;
- c) cancellation of all the issued share capital of the Transferor Company which shall be affected as a part of the Scheme and not in accordance with Section 66 of the Act and payment to all the shareholders of the Transferor Company (other than the Transferee Company) cash consideration as per the approved valuation report, without any further act, instrument or deed, in accordance with Part II of this Scheme;
- d) transfer of the authorised share capital of the Transferor Company to the Transferee Company as provided in Part III of the Scheme, and consequential increase in the authorised share capital of the Transferee Company as provided in Part III of the Scheme;
- e) dissolution of the Transferor Company, without being wound up.

Capitalised terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.



A copy of the Scheme is enclosed herewith as **Annexure 1**.

## II. Need, Rationale and Benefits of the Scheme of Amalgamation

### Need and Rationale:

The Transferee Company is one of the leading global steel companies, with over 100 (hundred) years of experience in the steel sector and is a pioneer of steel manufacturing in India. The Transferor Company is engaged *inter alia* in the business of manufacture of wire rods, TMT rebars, wires and wire products as an external processing agent of the Transferee Company and manufacturing and direct marketing of welding products, nails, rolls and castings. This amalgamation will consolidate the business of Transferor Company and the Transferee Company which will result in focused growth, operational efficiencies, and enhance business synergies. In addition, the resulting corporate holding structure will bring enhanced agility to business ecosystem of the merged entity.

The amalgamation will ensure creation of a combined entity, hosting value-added long products under the Transferee Company, leading to 'One-Tata Steel' in front of customers which will improve shareholder value of the merged entity. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.

The Transferor Company and the Transferee Company believe that the financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to optimum use of infrastructure, cost reduction and efficiencies, productivity gains and logistic advantages and reduction of administrative and operational costs and thereby maximising shareholder value of the merged entity.

### Benefits and Synergies of business of the Entities involved in the Scheme:

The Scheme would result in the following synergies:

- a) **Operational efficiencies:** The proposed amalgamation would result in synergy benefits arising out of single value chain thereby reducing costs and increasing operational efficiencies. Centralization of inventory primarily stores, spares, MRO, and services can be managed centrally which will increase scale of operations thereby improving negotiating power, reducing sourcing and inventory management costs. The amalgamation is expected to result in better alignment, optimized power consumption, sharing of best practices, cross-functional learnings, better utilisation of common facilities and greater efficiency in debt and cash management.
- b) **Faster execution of projects in pipeline:** The growth projects of Transferor Company will be fast tracked by leveraging the Company's technical expertise and financial resources.
- c) **Simplified structure and management efficiency:** In line with group level 5S strategy – simplification, synergy, scale, sustainability, and speed – the amalgamation will simplify group holding structure, improve agility to enable quicker decision making, eliminate administrative duplications, consequently reducing administrative costs of maintaining separate entities.
- d) **Sales and marketing:** Sales and distribution network will be pooled, providing greater market penetration. The culture of customer delight will be fostered by transitioning to the culture of 'one-face' to customers thereby making it easier to address customer needs by providing them uniform product and service experience, resolving customer complaints, ensuring on-time deliveries, and improved service quality. With common credit management, customers are expected to benefit from the channel financing facility; and
- e) **Sharing of best practices in sustainability, safety, health and environment:** Adoption of improved safety, environment and sustainability practices owing to a centralized committee at combined level to provide focused approach towards safety, environment and sustainability practices resulting in overall improvement. Further, overall technology maturity can be enhanced by the Companies through unfettered access to each other's information technology applications and systems.

### Cost Benefits of the Scheme

The Scheme involves payment of cash consideration to the shareholders of the Transferor Company. Further, the implementation of the Scheme would involve incurring costs including, administrative cost, statutory dues, cost of

transferring the assets, cost of advisors, etc. However, the long-term benefits are expected to outweigh costs towards implementation of the Scheme.

### III. Background of the Companies involved in the Scheme of Amalgamation:

#### 1. Tata Steel Limited ('Transferee Company'/'the Company')

##### a. Particulars

Tata Steel Limited is a listed public company incorporated under the Indian Companies Act, 1882 (and an existing company under the Act) and has its registered office at Bombay House, 24, Homi Mody Street, Fort, Mumbai - 400 001, Maharashtra. The Corporate Identification Number of the Transferee Company is L27100MH1907PLC000260 and the PAN number is AAAC2803M. The Transferee Company was incorporated on August 26, 1907. The e-mail id of the Company is [cosec@tatasteel.com](mailto:cosec@tatasteel.com)

The Transferee Company is one of the leading global steel companies, with over 100 (hundred) years of experience in the steel sector and is a pioneer of steel manufacturing in India. The Transferee Company is also amongst the lowest cost integrated steel manufacturers in India, with 100% (hundred percent) captive iron ore sources. With its wide portfolio of downstream, value-added and branded products, the Transferee Company caters to customers across all segments through its well-established distribution network. It has operations in India, Europe and South East Asia. Tata Steel Group is one of the prominent geographically diversified steel producers. In addition, it has access to deep end of the markets and customer through its vast sales and distribution network.

The raw material operations of the Transferee Company are located in India, Mozambique, and Canada. Manufacturing facilities are located in India, Thailand, Netherlands, and United Kingdom with cumulative crude steel capacity being 34 (thirty four) million tons per annum. The Transferee Company is structured into several strategic business units aligned to product categories including, flat products, long products, tubes, wires, bearings, ferro-alloys, etc. The Transferee Company has been aiming to increase resilience of the business to steel business cycles by developing knowledge and intellectual property in new materials. Transferee Company has been foraying into areas such as composites, graphene, and advanced ceramics.

The equity shares of the Transferee Company are listed on the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') (hereinafter collectively referred as the 'Stock Exchanges'). The global depository receipts of the Transferee Company are listed on the Luxembourg Stock Exchange and the London Stock Exchange. Further, the unsecured redeemable non-convertible debentures of the Transferee Company are listed on the wholesale debt market segments of the BSE.

There has been no change in the name, registered office and objects of the Transferee Company in the last 5 (five) years.

##### b. The extract of the main objects of the Transferee Company as per the Memorandum of Association have been reproduced below for the perusal of the equity shareholder:

- i. *To carry on in India and elsewhere the trades or businesses of ironmasters, steel makers, steel converters, manufacturers of ferro-manganese, colliery proprietors, coke, manufacturers, miners, smelters, engineers, tin plate makers and iron founders, in all their respective branches.*
- ii. *To search for, get, work, raise, make merchantable, sell and deal in iron, coal, ironstone, limestone, manganese, ferro-manganese, magnesite, clay, fire-clay, brick earth, bricks, and other metals, minerals and substances, and to manufacture and sell briquettes and other fuel, and generally to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors or concessionaires and to search for, win, work, get, calcine, reduce, amalgamate, dress, refine and prepare for the market any quartz and ore and mineral substances, and to buy, sell, manufacture and deal in minerals and mineral products, plant and machinery and other things capable of being used in connection with mining or metallurgical operations or required by the workmen and others employed by the Company.*
- iii. *To carry on the business of a waterworks company in all its branches and to sink wells and shafts, and to make, build and construct, lay down and maintain reservoirs, waterworks, cisterns, culverts, filter beds,*

mains and other pipes and appliances, and to execute and do all other works and things necessary or convenient for obtaining, storing, selling, delivering, measuring, distributing and dealing, in water.

- iv. To carry on business as timber merchants, saw-mill proprietors and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds, and to manufacture and deal in articles of all kinds, in the manufacture of which timber or wood is used, and to buy, clear, plant and work, timber estates.
- v. To carry on business as manufacturers of chemicals and manures, distillers, dye makers, gas makers, metallurgists, and mechanical engineers, ship-owners and charterers, and carriers by land and sea, wharfingers, warehousemen, barge-owners, planters, farmers, and sugar merchants, and so far as may be deemed expedient the business of general merchants; and to carry on any other business whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- vi. To construct, purchase, take on lease, or otherwise acquire, any railways, tramways, or other ways, and to equip, maintain, work and develop the same by electricity, steam, oil, gas, petroleum, horses, or any other motive power, and to employ the same in the conveyance of passengers, merchandise and goods of every description, and to authorise the Government of India, or any Local Government or any municipal or local authority, company, or persons, to use and work the same or any part thereof, and to lease or sell and dispose of the same or any part thereof.

**c. The capital structure of Transferee Company as on December 1, 2023 (Pre-Scheme Capital) is as below:**

Particulars		(₹ crore)
<b>Authorized:</b>		
247,15,00,00,000	Ordinary Shares of ₹1/- each	24,715.00
35,00,00,000	'A' Ordinary Shares of ₹10/- each <sup>(1)</sup>	350.00
2,50,00,000	Cumulative Redeemable Preference Shares of ₹100/- each <sup>(1)</sup>	250.00
60,00,00,000	Cumulative Convertible Preference Shares of ₹100/- each <sup>(1)</sup>	6,000.00
	<b>Total</b>	<b>31,315.00</b>
<b>Issued:</b>		
1231,02,16,859	Ordinary Shares of ₹1/- each	1,231.02
	<b>Total</b>	<b>1,231.02</b>
<b>Subscribed and Paid-up:</b>		
1229,73,37,309 <sup>(2)</sup>	Ordinary Shares of ₹1/- each fully paid up	1,229.73
	Amount paid-up on 58,11,460 Ordinary Shares of ₹1/- each forfeited	0.25
	<b>Total</b>	<b>1,229.98</b>

<sup>(1)</sup> 'A' Ordinary Shares and Preference Shares included within the authorized share capital are for disclosures purposes and have not yet been issued.

<sup>(2)</sup> Includes 4,370 equity shares of Re. 1/- each, on which first and final call money has been received and the partly paid-up equity shares have been converted to fully paid-up equity shares but are pending final listing and trading approval under the ISIN INE081A01020 (ISIN for fully paid-up shares), and hence, continue to be listed under ISIN IN9081A01010 (ISIN for partly paid-up shares), as on December 1, 2023.

Note: Paid-up capital includes 1,16,83,930 Ordinary Shares held by Rujuvalika Investments Limited (a wholly-owned subsidiary of Tata Steel Limited w.e.f. May 8, 2015), which do not carry any voting rights.

**The capital structure of Transferee Company (Post-Scheme) is as below:**

Particulars		(₹ crore)
<b>Authorized:</b>		
247,41,00,00,000	Ordinary Shares of ₹1/- each	24,741.00
35,00,00,000	'A' Ordinary Shares of ₹10/- each <sup>(1)</sup>	350.00
2,50,00,000	Cumulative Redeemable Preference Shares of ₹100/- each <sup>(1)</sup>	250.00
60,00,00,000	Cumulative Convertible Preference Shares of ₹100/- each <sup>(1)</sup>	6,000.00
	<b>Total</b>	<b>31,341.00</b>
<b>Issued:</b>		
1231,02,16,859	Ordinary Shares of ₹1/- each	1,231.02
	<b>Total</b>	<b>1,231.02</b>
<b>Subscribed and Paid-up:</b>		
1229,73,37,309 <sup>(2)</sup>	Ordinary Shares of ₹1/- each fully paid up	1,229.73
	Amount paid-up on 58,11,460 Ordinary Shares of ₹1/- each forfeited	0.25
	<b>Total</b>	<b>1,229.98</b>

<sup>(1)</sup> 'A' Ordinary Shares and Preference Shares included within the authorized share capital are for disclosures purposes and have not yet been issued.

<sup>(2)</sup> Includes 4,370 equity shares of ₹1/- each, on which first and final call money has been received and the equity shares have been converted to fully paid-up equity shares but, are pending final listing and trading approval under the ISIN INE081A01020 (ISIN for fully paid-up shares), and hence, continue to be listed under ISIN IN9081A01010 (ISIN for partly paid-up shares).

Note: Paid-up capital includes 1,16,83,930 Ordinary Shares held by Rujuvalika Investments Limited (a wholly owned subsidiary of Tata Steel Limited w.e.f. May 8, 2015), which do not carry any voting rights.

- d. Financial details of Tata Steel Limited:** The audited standalone and consolidated financial results of Tata Steel Limited for the financial year ended March 31, 2023 and audited standalone and unaudited consolidated financial results of Tata Steel Limited for the half-year ended September 30, 2023 are annexed as **Annexure 2** to this Notice. The audited standalone and consolidated financial statements of Tata Steel Limited for the financial year ended March 31, 2023 is available on the Company's website [www.tatasteel.com](http://www.tatasteel.com) and is available for inspection.

**e. The details of the Directors and KMPs and Promoter (including promoter group) of Transferee Company as on September 30, 2023 are as follows:**

Details of Promoter and Promoter Group:

SN	Name of Promoter/ Promoter Group	Category	Address
1.	Tata Sons Private Limited	Promoter	Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001.
2.	Tata Motors Limited	Promoter Group	
3.	Tata Chemicals Limited		
4.	Tata Industries Limited		
5.	Tata Investment Corporation Limited		Elphinstone Building, 10 Veer Nariman Road, Mumbai – 400 001.
6.	Ewart Investments Limited		3 <sup>rd</sup> floor, One Forbes, No. 1, Dr. V. B. Gandhi Marg, Fort, Mumbai – 400 001.
7.	Rujuvalika Investments Limited <sup>#</sup>		14, 4 <sup>th</sup> Floor, Sir H. C. Dinshaw Building 16, Horniman Circle, Fort, Mumbai – 400 001.
8.	Tata Motors Finance Limited		11 <sup>th</sup> Floor, Tower 'A' Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013.
9.	Tata Capital Financial Services Limited		3 SIPCOT Industrial Complex Hosur, Tamil Nadu – 635 126.
10.	Tata Capital Limited		
11.	Titan Company Limited		
12.	Sir Dorabji Tata Trust* Name of Trustees - Mr. R. N. Tata, Mr. Vijay Singh, Mr. Venu Srinivasan, Mr. N. N. Tata, Mr. Mehli Mistry and Mr. Pramit Jhaveri		Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001.
13.	Sir Ratan Tata Trust* Name of Trustees - Mr. R. N. Tata, Mr. Vijay Singh, Mr. Venu Srinivasan, Mr. J. N. Tata, Mr. N. N. Tata, Mr. Mehli Mistry and Mr. Jehangir H.C. Jehangir		

<sup>#</sup> Is a wholly-owned subsidiary of Tata Steel Limited and does not carry any voting rights.

\* Have sold their shareholding in the Transferee Company on June 30, 2018. However, they continue to be a part of the Promoter Group.

Details of Directors and Key Managerial Personnel ('KMP') of Tata Steel Limited as on September 30, 2023:

SN	Name of the Director/KMP	DIN	Designation	Address
1.	Mr. N. Chandrasekaran	00121863	Chairman, Non-Executive Director	Floor 21 and 22, 33 South Condominium, Peddar Road, Opposite Sterling Apartments, Mumbai – 400 026
2.	Mr. Noel Naval Tata	00024713	Vice Chairman, Non - Executive Director	55 Windmere, 5 <sup>th</sup> Floor, Cuffe Parade, Coloba, Mumbai – 400 005
3.	Mr. Deepak Kapoor	00162957	Independent Director	House No. K-42, NDSE Part-II, New Delhi – 110 049
4.	Ms. Farida Khambata	06954123		Flat - 2104, 393 - Lake Terrace – JLT Premise Number 393011275 Dubai, United Arab Emirates 413 967
5.	Mr. Vijay Kumar Sharma	02449088		Flat No. 8576, Pocket No. 8, Sector C, Vasant Kunj, South West Delhi, Delhi – 110 070
6.	Ms. Bharti Gupta Ramola	00356188		E-2244, Palam Vihar, Gurgaon, Haryana – 122 017
7.	Dr. Shekhar C. Mande	10083454		Apt #201, Nishigandh, Panchawati Pashan, Pune – 411 008
8.	Mr. Saurabh Agrawal	02144558	Non-Executive Director	2103, Artesia Building, Hind Cycle Marg, Worli, Mumbai – 400 030
9.	Mr. T. V. Narendran	03083605	CEO & Managing Director and KMP	No - 5, C - Road, Near Armoury Ground, Northern Town, Jamshedpur, East Singhbhum, Jharkhand – 831 001
10.	Mr. Koushik Chatterjee	00004989	Executive Director & CFO and KMP	Flat No. 1803, Signia Isles, G Block, Bandra Kurla Complex, Next to Sofitel Hotel, Bandra East, Mumbai – 400 051
11.	Mr. Parvatheesam Kanchinadham	NA	Company Secretary & Chief Legal Officer (Corporate & Compliance) and KMP	Flat No. 502, Anand Smruti, 266 Deodhar road, Matunga, Mumbai – 400 019

## 2. The Indian Steel & Wire Products Limited ('Transferor Company')

### a. Particulars

The Indian Steel & Wire Products Limited is an unlisted public company incorporated under the provisions of the Companies Act, 1913 (and an existing company under the Act) and has its registered office at Flat-7D & E, 7<sup>th</sup> Floor, Everest House, 46C Chowringhee Road, Kolkata - 700 071. The Corporate Identification Number of the Transferor Company is U27106WB1935PLC008447 and the PAN number is AABCT1067C. The Company's email id is [info@iswp.co.in](mailto:info@iswp.co.in)

The Transferor Company was incorporated on December 2, 1935 as The Indian Steel & Wire Products Limited with the Registrar of Companies, Kolkata, West Bengal.

The Transferor Company is engaged, *inter alia*, in the business of manufacture of wire rods, TMT rebars, wires and wire products as an external processing agent of the Transferee Company and manufacturing and direct marketing of welding products, nails, rolls and castings. The objects clause of the memorandum of association of the Transferor Company authorises the Transferor Company to carry on the said business.

The Transferor Company is an unlisted subsidiary company of the Transferee Company, with the Transferee Company holding 97.69% of the issued and paid-up capital of the Transferor Company, as on the date of this Notice.

There has been no change in the name, registered office and objects of the Transferor Company in the last 5 (five) years.

**b. The extract of the main objects of the Transferor Company as per the Memorandum of Association have been reproduced below for the perusal of the equity shareholder**

- (a) *To acquire and take over as a going concern the Steel and Wire Products manufacturing business together with their trademarks and goodwill now carried on by Mr. Indra Singh at Jamshedpur in the District of Singhbhum under the name and style of the "Indian Steel & Wire Products" and all or any of the assets or liabilities of the proprietors of that business in connection therewith at or for the sum of ₹32 lacs out of which five lacs (being the value of the goodwill) will be paid by the issue of 20,000 fully paid-up deferred shares of ₹25 each and seventeen lacs will be paid by the issue of 17,000 fully paid-up ordinary shares in the capital of the Company and the balance of 10 lacs will be paid by the issue of 7½% first mortgage debentures of the Company and with a view thereto to enter into the Agreement referred to in clause (3) of the Company's Articles of Association and to carry the same into effect with or without modification.*
- (b) *To carry on the business of manufactures of and dealers in all kinds of wire products.*
- (c) *To conduct and carry on in India and elsewhere the business of metal founders, casters, spinners, drawers, rollers, workers and producers, mechanical, structural, electrical, automobile, aeronautical, radio sanitary, gas, water and general technical engineers, welders and braziers, manufacturers of hardware, agricultural implements and other machinery, tool makers, smiths, galvanisers and plasters, woodworks, builders and contractors, painters, metallurgists, printers, farmers, ship owners, ship builders, carriers and merchants, importers and exporters and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock, hardware and properties of all kinds.*

**c. The capital structure of Transferor Company as on September 30, 2023 (Pre-Scheme) is as follows:**

<b>Authorised share capital:</b>		<b>Amount (₹)</b>
<b>2,60,00,000</b>	Equity Shares of ₹10/- each	26,00,00,000
<b>Total:</b>		<b>26,00,00,000</b>
<b>Subscribed and Paid-up share capital:</b>		<b>Amount (₹)</b>
<b>86,14,786</b>	Equity Shares of ₹10/- each fully paid up	8,61,47,860
<b>Total:</b>		<b>8,61,47,860</b>

Post the Scheme of Amalgamation, the equity share capital of the Transferor Company will be **NIL**.



**d. Financial details of The Indian Steel & Wire Products Limited**

The audited financial statements of The Indian Steel & Wire Products Limited for the financial year ended March 31, 2023 and unaudited financial statements of The Indian Steel & Wire Products Limited for the half-year ended September 30, 2023 are annexed as **Annexure 3** to this Notice. The audited financial statements of The Indian Steel & Wire Products Limited for the financial year ended March 31, 2023 is available on the website of the Transferee Company at [www.tatasteel.com](http://www.tatasteel.com) and are also available for inspection at the Registered Office of the Transferee Company. The same is also available at the website of the Transferor Company at [www.iswp.co.in](http://www.iswp.co.in).

**e. The details of the Directors and KMPs and Promoter (including promoter group) of Transferor Company as on September 30, 2023**

Details of Promoter and Promoter Group:

Name of Promoter/ Promoter Group	Category	Address
Tata Steel Limited	Promoter	Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001

Details of Directors and Key Managerial Personnel ('KMP') of The Indian Steel & Wire Products Limited as on September 30, 2023:

SN	Name of the Director/KMP	DIN	Designation	Address
1.	Mr. Ashish Anupam	08384201	Chairman, Non-Executive Director	Urbana NRI Complex, Signature Tower - 3, Flat 2801, Kolkata - 700 107
2.	Mr. Amit Ghosh	00482967	Independent Director	63C, Townshend Road, Kolkata - 700 025
3.	Ms. Ramya Hariharan	06928511		2 <sup>nd</sup> Floor 39, Sardar Sankar Road, Sarat Bose Road, Shakespeare Sarani, Kolkata - 700 029
4.	Mr. Sanjib Nanda	01045306	Non-Executive Director	132-A, Maker Tower, Near World Trade Centre, Cuffe Parade, Colaba, Mumbai, Maharashtra - 400 005
5.	Mr. Abhijit Avinash Nanoti	10040908	Managing Director and KMP	20, Punsu Road, Dindli Enclave, B. H. Area, Jamshedpur, Kadma, East Singhbhum, Jharkhand - 831 005
6.	Mr. Umanath Mishra	NA	Chief Financial Officer and KMP	H.NO - 135, New Baradwari, Sakchi, PO - Sakchi, Jamshedpur, Purbi Singhbhum, Jharkhand - 831 001.

**IV. Salient Features of the Scheme of Amalgamation**

The salient features of the Scheme, *inter alia*, are as stated below:

1. Amalgamation of the Transferor Company into and with the Transferee Company.
2. Pursuant to the sanction of the Scheme by National Company Law Tribunal(s) and upon the fulfillment of conditions for the Scheme, the Scheme shall become effective from the opening of business hours on April 1, 2022 or such other date as may determined by the Board of Directors of the concerned Transferor and Transferee Company or allowed/directed by the National Company Law Tribunal(s) ('**Appointed Date**').

3. With effect from the Appointed Date and upon the Scheme becoming effective, the entire Undertaking (as defined in the Scheme) of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company to become the undertaking of the Transferee Company.
4. The entire paid-up share capital of the Transferor Company including the shares held by the Transferee Company in the Transferor Company, shall stand cancelled in its entirety without being required to comply with the provisions of Sections 66 of the Companies Act, 2013.
5. No shares shall be issued or allotted by the Transferee Company in respect of the shares held (including beneficial rights held in shares) by the Transferee Company in the Transferor Company and all such shares shall stand cancelled and extinguished without any further application or deed.
6. Payment of cash consideration of ₹426/- (Rupees Four hundred and Twenty-Six) to all the shareholders of the Transferor Company (except the Transferee Company) for every 1 (one) fully paid-up equity share of nominal value of ₹10/- (Rupees ten) each held by the shareholders (except the Transferee Company) as per the approved valuation report, without any further act, instrument or deed, in accordance with Part II of this Scheme.
7. Transfer of the authorized share capital of the Transferor Company to the Transferee Company and consequential increase in the authorized share capital of the Transferee Company as provided in Part III of the Scheme.
8. The Transferor Company shall stand dissolved without being wound up.
9. Accounting Treatment: Clause(s) 17-18 of the Scheme provides the details on 'Accounting Treatment'.
10. Legal Proceedings: Clause 12.2.6 of the Scheme provides the treatment on 'Transfer of Legal and other Proceedings'.
11. Clause 12.2.7 of the Scheme provides the details on compliance with tax laws as applicable to the Scheme.

**Note: The equity shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.**

#### **V. Relationship subsisting between Parties to the Scheme:**

- a. The Transferor Company is an unlisted subsidiary company of the Transferee Company. The Transferee Company holds 97.69% of equity shares of Transferor Company, as on the date of this Notice.
- b. Transferee Company is the promoter company of Transferor Company.
- c. Both the Transferor Company and Transferee Company are related parties of each other as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable. The amalgamation shall not attract the requirements of Section 188 of the Companies Act, 2013 (related party transactions), pursuant to the clarifications provided by the Ministry of Corporate Affairs vide its General Circular No. 30/2014 dated July 17, 2014. However, the transaction shall be considered a 'related party transaction' under SEBI Listing Regulations.
- d. There are no common directors on the Board of the Transferor Company and the Transferee Company. Mr. Ashish Anupam and Mr. Sanjib Nanda, Non-Executive Directors, serving on the Board of the Transferor Company are also part of the Senior Management of the Transferee Company.

#### **VI. Board Approvals:**

The Board of Directors of the Transferee Company have approved the Scheme and adopted a report dated September 22, 2022 as per Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme on each class of shareholders (promoter and non-promoter), creditors, Key Managerial Personnel and employees of Tata Steel Limited and laying out in particular the cash consideration, setting out the salient features and commercial rationale behind the Scheme. Also enclosed is the Report of the Audit Committee dated September 22, 2022 recommending the draft Scheme taking into consideration, *inter alia*, the valuation report provided by CA Vikrant Jain, independent chartered accountant and registered

valuer and the fairness opinion provided by Ernst & Young Merchant Banking Services LLP. Also enclosed is the report of the Committee of Independent Directors dated September 22, 2022 recommending the draft Scheme taking into consideration, *inter alia*, that the Scheme is not detrimental to the shareholders of Tata Steel Limited. The Reports of the Board of Directors, Audit Committee and Committee of Independent Directors of the Transferee Company are annexed as **Annexure 4**.

The details of the approval of the Board of Directors of Tata Steel Limited on September 22, 2022, are provided below:

Name of Director	Voting Pattern
Mr. N. Chandrasekaran	Favour
Mr. Noel N. Tata	Favour
Mr. O. P. Bhatt*	Favour
Mr. Deepak Kapoor	Favour
Ms. Farida Khambata	Absent
Mr. Vijay Kumar Sharma	Favour
Mr. Saurabh Agrawal	Favour
Mr. T. V. Narendran	Favour
Mr. Koushik Chatterjee	Favour

\*Mr. O. P. Bhatt ceased to be the Independent Director of the Transferee Company effective June 9, 2023 on completion of his second term as Independent Director.

The Board of Directors of the Transferor Company have approved the Scheme and adopted a report dated September 22, 2022 as per Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme on various stakeholders and each class of shareholders and setting out the salient features and commercial rationale behind the Scheme. Also enclosed is the Report of the Audit Committee dated September 22, 2022 recommending the draft Scheme taking into consideration, *inter alia*, the valuation report provided by Omnifin Valuation Services (OPC) P Limited, Registered Valuer (IBBI Registration No.: IBBI/RV-E/01/2022/160) and the fairness opinion provided by Finshore Management Services Limited (SEBI Registered Category I Merchant Banker having Registration Code: INM000012185). The Reports of the Board of Directors and Audit Committee of the Transferor Company are annexed as **Annexure 5**.

The details of the approval of the Board of Directors of The Indian Steel & Wire Products Limited on September 22, 2022, are provided below:

Name of Director	Voting Pattern
Mr. Ashish Anupam	Favour
Mr. Amit Ghosh	Favour
Ms. Ramya Hariharan	Favour
Mr. Sandeep Bhattacharya <sup>#</sup>	Favour
Mr. Neeraj Kant**	Favour

<sup>#</sup>Mr. Sandeep Bhattacharya ceased to be the Non-Executive Director of the Transferor Company effective December 9, 2022.

\*\*Mr. Neeraj Kant ceased to be the Managing Director of the Transferor Company effective January 16, 2023.

## VII. Interest of Directors, Key Managerial Personnels (KMPs), their relatives and Debenture Trustee

### Tata Steel Limited ('Transferee Company'):

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their directorship and shareholding, if any, in the Transferee Company. The Debenture Trustees (for the debentures issued by the Transferee Company) have no interest in the Scheme.

**The Indian Steel & Wire Products Limited ('Transferor Company'):**

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferor Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their directorship and shareholding, if any, in the Transferor Company. The Transferor Company has not issued any debentures and hence, no Debenture Trustee has been appointed.

**VIII. Effect of Scheme**

**Effect of Scheme on Directors, Promoters, KMPs, Equity Shareholder (Promoter and Non-promoter members), Depositors, Creditors, Debenture holders, Debenture Trustees, employees of the Transferee Company:**

1. Effect on the equity shareholders (promoter shareholders and non-promoter shareholders):

As far as the equity shareholders of the Transferee Company i.e. both promoter shareholders as well as non-promoter shareholders, are concerned, the amalgamation of the Transferor Company with the Transferee Company will not result in dilution of holding of promoter group in the Transferee Company's shares nor would there be any change in the shareholding pattern. There will be no change in the trading stock of the shares of the Transferee Company. Pursuant to the Scheme, no new shares shall be issued by the Transferee Company, and there will be no change in economic interest of any of the current shareholders of the Transferee Company pre and post Scheme coming into effect.

The proposed Scheme does not entitle the promoter/promoter group and the related parties, associates and subsidiaries of the promoter/promoter group of the Company to any shares.

2. Effect on the Directors and Key Managerial Personnel:

There shall be no effect on the Board of Directors and/or KMPs of the Transferee Company except to the extent of the equity shares held (if any) by them or their relatives in the Transferor Company.

The effect of the Scheme on the interests of the Board of Directors and/or KMPs and their relatives holding shares in the Transferee Company, is not different from the effect of the Scheme on other shareholders of the Transferee Company.

3. Effect on the creditors:

Under the Scheme, no arrangement or compromise is being proposed with the creditors (secured or unsecured, including debenture holders) of the Transferee Company. The liability of the creditors of the Transferee Company, under the Scheme, is neither being reduced nor being extinguished.

4. Effect on staff or employees:

Under the Scheme, no rights of the staff and employees (who are on payroll of the Transferee Company) of the Transferee Company are being affected. The services of the staff and employees of the Transferee Company shall continue on the same terms and conditions applicable prior to the proposed Scheme.

Further, upon the Scheme becoming effective, the employees of the Transferor Company ('**Employees**') will be deemed to have become employees of the Transferee Company pursuant to the Scheme with effect from the Effective Date.

All such Employees shall be deemed to have become employees of the Transferee Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company, shall not be less favorable than those applicable to them with reference to their employment in the Transferor Company as on the Effective Date.

5. Effect on the Debenture holders and debenture trustees:

The liability of the unsecured debenture holders of the Transferee Company, under the Scheme, is neither being reduced nor being extinguished. The interest of the Debenture holders and the Debenture Trustee of the Transferee Company are not getting impacted by the Scheme.

6. Effect on the deposit holders and deposit trustees:

As on date of this notice, the Transferee Company has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders or deposit trustees does not arise.

**Effect of Scheme on Directors, Promoters, KMPs, Equity Shareholder (Promoter and Non-promoter members), Depositors, Creditors, Debenture holders, Debenture Trustees, employees of the Transferor Company:**

1. Effect on the equity shareholders (promoter shareholders and non-promoter shareholders):

The equity shares issued by the Transferor Company to the Transferee Company shall stand cancelled in its entirety, which shall be effected as part of the Scheme and not in accordance with Section 66 of the Companies Act.

For the shareholders of the Transferor Company (except the Transferee Company), the Scheme provides an opportunity to unlock the economic value by providing them with an exit opportunity.

Further, upon the Scheme becoming effective, the Transferee Company shall without any further application, act, instrument, or deed, pay ₹426/- (Rupees four hundred and twenty-six) to the shareholders of the Transferor Company (except the Transferee Company) for every 1 (one) fully paid-up equity share of nominal value of ₹10/- (Rupees ten) each held by the shareholders (except the Transferee Company) in the Transferor Company, whose name(s) appear in the Register of Members, including Register and Index of Beneficial Owners maintained by a Depository(ies) under Section 11 of the Depositories Act, 1996 as on the Record Date (as defined in the Scheme).

2. Effect on the Directors and Key Managerial Personnel:

Pursuant to the Scheme, the Transferor Company shall be dissolved without winding up and therefore current KMPs and Directors of the Transferor Company shall cease to hold their positions and cease to be the KMPs and Directors of the Transferor Company. Further, the Board of Directors and/or KMPs shall also be affected to the extent of the equity shares (if any) held by them or their relatives in the Transferor Company. The effect of the Scheme on the interests of the Board of Directors and/or KMPs and their relatives holding shares (if any) in the Transferor Company, is not different from the effect of the Scheme on other shareholders of the Transferor Company.

3. Effect on the creditors:

Under the Scheme, no arrangement or compromise is being proposed with the creditors (secured or unsecured) of the Transferor Company. The liability of the creditors of the Transferor Company, under the Scheme, is neither being reduced nor being extinguished.

4. Effect on staff or employees:

Under the Scheme, no rights of the staff and employees (who are on payroll of the Transferor Company) of the Transferor Company are being affected. The services of the staff and employees of the Transferor Company shall continue on the same terms and conditions applicable prior to the proposed Scheme.

Further, upon the Scheme becoming effective, the employees of the Transferor Company ('**Employees**') will be deemed to have become employees of the Transferee Company pursuant to the Scheme with effect from the Effective Date.

All such Employees shall be deemed to have become employees of the Transferee Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company, shall not be less favorable than those applicable to them with reference to their employment in the Transferor Company as on the Effective Date.

5. Effect on Debenture Holders & and Debenture Trustees:

As on date of this notice, the Transferor Company has no outstanding debentures, and therefore, the effect of the Scheme on any such debenture holders or debenture trustees does not arise.

6. Effect on Deposit Holders and Deposit Trustees:

As on date of this notice, the Transferor Company has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders or deposit trustees does not arise.

**IX. The shareholding of the present Directors and Key Managerial Personnel ('KMP') of the Transferee Company, either individually or jointly, as a first holder or as a nominee as on September 30, 2023 is as under:**

SN	Name of the Director / KMP	Tata Steel Limited	The Indian Steel & Wire Products Limited
1.	Mr. N. Chandrasekaran <i>Chairman, Non-Executive Director</i>	20,00,000	-
2.	Mr. Noel Naval Tata <i>Vice Chairman, Non - Executive Director</i>	1,43,700	-
3.	Mr. Deepak Kapoor <i>Independent Director</i>	-	-
4.	Ms. Farida Khambata <i>Independent Director</i>	8,00,000	-
5.	Mr. Vijay Kumar Sharma <i>Independent Director</i>	10,000	-
6.	Ms. Bharti Gupta Ramola <i>Independent Director</i>	-	-
7.	Dr. Shekhar C. Mande <i>Independent Director</i>	-	-
8.	Mr. Saurabh Agrawal <i>Non-Executive Director</i>	-	-
9.	Mr. T. V. Narendran <i>CEO &amp; Managing Director and KMP</i>	17,620	-
10.	Mr. Koushik Chatterjee <i>Executive Director &amp; CFO and KMP</i>	16,360	-
11.	Mr. Parvatheesam Kanchinadham <i>Company Secretary &amp; Chief Legal Officer (Corporate &amp; Compliance) and KMP</i>	1,000	-

**X. The shareholding of the present Directors and Key Managerial Personnel ('KMP') of the Transferor Company, either individually or jointly, as a first holder or as a nominee as on September 30, 2023 is as under:**

SN	Name of the Director/KMP	Tata Steel Limited	The Indian Steel & Wire Products Limited
1.	Mr. Ashish Anupam <i>Chairman, Non-Executive Director</i>	-	100
2.	Mr. Amit Ghosh <i>Independent Director</i>	-	-
3.	Ms. Ramya Hariharan <i>Independent Director</i>	-	-
4.	Mr. Sanjib Nanda <i>Non-Executive Director</i>	1,000	-
5.	Mr. Abhijit Avinash Nanoti <i>Managing Director and KMP</i>	870	-
6.	Mr. Umanath Mishra <i>Chief Financial Officer and KMP</i>	-	-

### XI. Amounts due to unsecured creditors

The amount due to unsecured creditors of the Transferee Company, as on June 30, 2023 is approximately ₹60,042.24 crore. The amount due to unsecured creditors of Transferor Company, as on September 30, 2022 is approximately ₹48.86 crore.

### XII. Appointed date, effective date, cash consideration and other considerations

1. **Appointed Date:** Appointed Date under the Scheme means the opening of business on April 1, 2022, or such other date as may be determined by the Board of Directors of the Transferor Company and Transferee Company or directed/allowed by the Competent Authority (as defined in the Scheme).
2. **Effective Date:** Effective Date under the Scheme means the date or last of the dates on which the certified copies of the order of the Competent Authority (as defined in the Scheme) sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with the Registrar of Companies, Kolkata and Registrar of Companies, Mumbai (whichever is later) after all the conditions and matters referred to in Clause 21 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme, and which filing may be a filing independent of the filing required to be made under Section 232(5) of the Companies Act, 2013 read with Rule 25(7) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
3. **Cash Consideration:** Payment of cash consideration of ₹426/- for every 1 (one) fully paid up equity share of ₹10/- (Rupees ten) each held by the shareholders (except the Transferee Company) of the Transferor Company, pursuant to the Scheme.
4. **Record Date:** Record Date under the Scheme means the date to be mutually fixed by the Board of Directors of the Transferor Company and the Transferee Company, for the purpose of determining the shareholders of the Transferor Company to whom cash consideration would be paid by the Transferee Company pursuant to the Scheme.
5. **Details of capital/debt restructuring:** There shall be no debt restructuring of the Transferee Company or Transferor Company envisaged in the Scheme. The capital structure of both the companies have been provided above in the Statement.
6. **Other Scheme details:** Upon the Scheme coming into effect, all the paid up equity shares of the Transferor Company (including the equity shares held by the Transferee Company), shall stand cancelled.

### XIII. Summary of the Valuation Report and Fairness Opinion

#### Background:

- a. Upon the Scheme coming into effect, the Company shall without any further application, act, instrument, or deed, pay ₹426/- (Rupees four hundred and twenty-six) to the shareholders of the Transferor Company (except the Transferee Company) for every 1 (one) fully paid-up equity share of nominal value of ₹10/- (Rupees ten) each held by the shareholders (except the Transferee Company) of the Transferor Company as per the Valuation Report dated September 22, 2022 issued by CA Vikrant Jain, an Independent Chartered Accountant and Registered Valuer to the Transferee Company. The valuation has been done in accordance with internationally accepted valuation standards.
- b. The computation of cash consideration is given below:

Valuation Approach	Indian Steel & Wire Products Limited	
	Value (₹/Share)	Weight
Asset Approach – NAV Method	240.1	0%
Income Approach – DCF Method	409.6	50%
Market Approach – CCM Method	442.0	50%
Fair Equity value per Share	<b>426</b>	



- c. In case of Net Assets Value (NAV) Method, the value is determined by dividing the net assets of the Company by the number of shares. The underlying asset approach represents the value with reference to the historical cost of the assets owned by a company and attached liabilities as at the valuation date. Since, the business of The Indian Steel & Wire Products Limited (**'Transferor Company'/'ISWP'**) is to be continued on a 'going concern basis' and there is no intention to dispose off the assets, therefore the Asset Approach has not been considered for the valuation exercise.
- d. The Discounted Cash Flow (DCF) method of valuation which derives the valuation of an asset based on the expected future cash flows of those assets. The projected cash flows are discounted with the weighted average cost of capital to arrive at the value.
- e. Under comparable companies multiple (CCM) method, the value of the equity shares of a company is determined on the basis of multiples derived from valuations of comparable companies. Following set of companies have been considered basis the sector, similarity in business/product and size of the company in terms of market capitalization, operating revenue etc.:

**For Transferor Company:**

1.	Jindal Stainless Limited
2.	Kamdhenu Limited
3.	Jindal Steel & Power Limited
4.	Tata Steel Long Products Limited
5.	Vardhman Special Steels Limited
6.	Usha Martin Limited

- f. Based, *inter alia*, on the aforesaid, the Registered Valuer has recommended payment of cash consideration as follows:  
Cash consideration of ₹426/- for every 1 (one) fully paid-up equity share of ₹10/- (Rupees ten) each held by the shareholders (except the Transferee Company) of the Transferor Company, as on the Record Date.
- g. Further, the details of the valuation forms part of the Valuation Report.
- h. Fairness Opinion dated September 22, 2022 issued by Ernst & Young Merchant Banking Services LLP to the Transferee Company on the fairness of the cash consideration recommended by CA Vikrant Jain, Independent Chartered Accountant and Registered Valuer for the proposed Scheme of amalgamation amongst Transferee Company and Transferor Company and their respective shareholders.
- i. The proposed Scheme was placed before the Audit Committee and Committee of Independent Directors of the Transferee Company at its meeting held on September 22, 2022. Both the Committees took into account the recommendations on the fair valuation mentioned in the Valuation Report provided by CA Vikrant Jain, Independent Chartered Accountant and Registered Valuer and the Fairness Opinion provided by Ernst & Young Merchant Banking Services LLP. Both the Committees have recommended the proposed Scheme to the Board of Directors of the Transferee Company.
- j. The Board of Directors of the Transferee Company have taken into account the recommendations of the Audit Committee and Committee of Independent Directors, cash consideration provided in the Valuation Report dated September 22, 2022 provided by the Independent Registered Valuer and the Fairness Opinion dated September 22, 2022 provided by Ernst & Young Merchant Banking Services LLP.
- k. Based on the aforesaid, the Board of Directors of the Transferee Company have come to conclusion that the cash consideration provided in the Valuation Report is fair and reasonable and accordingly approved the same at its meeting held on September 22, 2022.

## **Details of the Valuation Reports and Fairness Opinions of Transferor and Transferee Company**

### **Tata Steel Limited (Transferee Company)**

The Valuation Report dated September 22, 2022 issued by CA Vikrant Jain, Independent Chartered Accountant and Registered Valuer (Registration No. IBBI/RV/05/2018/10204), recommending the cash consideration for the proposed amalgamation of Transferor Company into and with the Transferee Company is enclosed herewith as **Annexure 6**. The document is also available for inspection at the registered office of the Transferee Company.

In terms of the SEBI Scheme Circular, Fairness Opinion dated September 22, 2022 issued by Ernst & Young Merchant Banking Services LLP, an independent SEBI Registered Category 1 Merchant Banker (SEBI Registration No. INM000010700) on the fairness of the cash consideration recommended by CA Vikrant Jain, Independent Chartered Accountant and Registered Valuer for the proposed amalgamation of Transferor Company into and with the Transferee Company is enclosed herewith as **Annexure 7**. The document is also available for inspection at the registered office of the Transferee Company.

### **The Indian Steel & Wire Products Limited (Transferor Company)**

The Valuation Report dated September 22, 2022, issued by Omnifin Valuation Services (OPC) P Ltd (IBBI Registration No.: IBBI/RV/01/2018/10339) recommending the cash consideration for the proposed amalgamation of the Transferor Company into and with the Transferee Company is enclosed herewith as **Annexure 8**, and is also available for inspection at the registered office of the Transferee Company.

In terms of the SEBI Scheme Circular, Fairness Opinion dated September 22, 2022, issued by Finshore Management Services Limited (an Independent SEBI Registered Category I Merchant Banker having Registration Code: INM000012185) on the fairness of the cash consideration recommended by Omnifin Valuation Services (OPC) P Ltd, for the proposed amalgamation of the Transferor Company into and with the Transferee Company is enclosed herewith as **Annexure 9**, and is also available for inspection at the registered office of the Transferee Company.

## **XIV. Shareholding pattern**

The shareholding pattern of the Transferee Company and the Transferor Company (pre Scheme and post Scheme) as on November 22, 2023 is enclosed herewith as **Annexure 10**.

The entire pre-Scheme shareholding pattern of the Transferor Company shall stand cancelled and accordingly, there will be no post-Scheme shareholding pattern for the equity shares of the Transferor Company.

## **XV. Auditors' Certificate on conformity of accounting treatment specified in the Scheme with Accounting Standards**

The Auditors of the Transferor Company and of the Transferee Company have confirmed that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013.

## **XVI. Approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of amalgamation**

In terms of Regulation 37 of the SEBI Listing Regulations, and under SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ('**SEBI Scheme Circular**'), BSE and NSE, vide their letters both dated March 24, 2023, respectively, have communicated their 'no objection/' 'no adverse' observations on the Scheme to the Transferee Company.

- (i) The NSE in its observation letter has noted as follows:
- a. *Company shall ensure that discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
  - b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed Company and the stock exchanges.*
  - c. *The entities involved in the scheme shall duly comply with various provisions of the Circular.*
  - d. *Company shall ensure that information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
  - e. *Company shall ensure to disclose the proforma balance sheet of TSL pursuant to merger with TISWPL, names of comparable companies considered under CCM method in valuation report along with rationale for considering those companies and disclose the need, rationale and cost-benefit analysis of the Scheme along with impact on the shareholders of TSL and TISWPL as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013.*
  - f. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
  - g. *Company shall ensure that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.*
  - h. *Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.*
  - i. *Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the Scheme document.*
  - j. *Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities/ tribunals shall be made without specific written consent of SEBI.*
  - k. *Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*
  - l. *Company shall ensure to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed Scheme.*
  - m. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*
- (ii) The BSE in its observation letter has noted as follows:
- a) *Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme.*
  - b) *Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the Listed Company and the Stock Exchanges.*
  - c) *Company shall ensure compliance with the SEBI Circulars issued from time to time.*
  - d) *The entities involved in the scheme shall duly comply with various provisions of the Circular.*

- e) *Company is advised that the information pertaining to all the Unlisted Companies involved, if any, in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- f) *Company is advised that the Transferee company shall disclose proforma balance sheet of TSL pursuant to merger with TISWPL, names of comparable companies considered under CCM method in valuation report along with the rationale for considering those companies and disclose the need, rationale, cost-benefit analysis of the scheme along with the impact on the shareholders of TSL and TISWPL as a part of the explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013.*
- g) *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- h) *Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.*
- i) *Company is advised that the proposed Equity Shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only.*
- j) *Company shall ensure that the 'Scheme' shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- k) *Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.*
- l) *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT.*
- m) *Company is advised to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*
- n) *It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*

Copies of the said observation letters issued by BSE and NSE to the Company are enclosed as **Annexure 11** and **Annexure 12**, respectively.

As per the comments contained in observation letters, the details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken against the Company, its promoters and directors is enclosed as **Annexure 13**.

The information pertaining to The Indian Steel & Wire Products Limited has been provided in the abridged prospectus as per the format prescribed in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as **Annexure 14**.

As per the comments contained in observation letters, the details of pro forma balance sheet of the Transferee Company as on March 31, 2022 pursuant to the Scheme of Amalgamation is enclosed as **Annexure 15**.

Further, pursuant to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, copy of the complaints report filed by the Company with BSE and NSE providing details of complaints received against the Scheme of Amalgamation and resolved, are attached as **Annexure 16** and **Annexure 17** respectively.

A copy of the Scheme has been filed by the Transferee Company with the Registrar of Companies, Mumbai, Maharashtra in Form No GNL-1 on December 20, 2023.

No investigation proceedings have been instituted and/or are pending against the Transferee Company and the Transferor Company under the Act.

## XVII. Inspection of Documents

Electronic copy of following documents will be available for inspection in the 'Investors' section of the website of the Company: [www.tatasteel.com](http://www.tatasteel.com)

- a) Certified Copy of Orders dated November 10, 2023 and December 12, 2023 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, in Company Scheme Application CA (CAA) No. 251/MB/2023, directing *inter alia* the calling, convening and conducting of the meeting of equity shareholders of the Transferee Company;
- b) Memorandum and Articles of Association of the Transferee Company and the Transferor Company;
- c) Audited Standalone and Consolidated Financial Statements of the Transferee Company for the financial year ended March 31, 2023;
- d) Audited Financial Statements of the Transferor Company for the year ended March 31, 2023;
- e) Copy of Scheme of Amalgamation amongst Transferee Company and the Transferor Company and their respective shareholders;
- f) Certificates of the Statutory Auditors of the Transferee Company and the Transferor Company confirming that the accounting treatment specified in the Scheme is in compliance with Section 133 of the Act and applicable accounting standards;
- g) Valuation Report issued by CA Vikrant Jain, Independent Chartered Accountant and Registered Valuer appointed by the Transferee Company;
- h) Fairness Opinion by Ernst & Young Merchant Banking Services LLP, SEBI Registered Category-1 Merchant Banker appointed by the Transferee Company;
- i) Valuation Report issued by Omnifin Valuation Services (OPC) P Ltd, Registered Valuer, appointed by the Transferor Company;
- j) Fairness Opinion by Finshore Management Services Limited, an independent SEBI Registered Category-1 Merchant Banker appointed by the Transferor Company;
- k) Observation letters both dated March 24, 2023 issued by BSE and NSE, respectively;
- l) Reports adopted by the respective Board of Directors of the Transferor Company and the Transferee Company, pursuant to the provisions of Section 232(2)(c) of the Act;
- m) Report of the Audit Committee and Committee of Independent Directors of the Transferee Company recommending the Scheme;
- n) Report of the Audit Committee of the Transferor Company recommending the Scheme;
- o) Copy of the e-form of GNL-1 through which the Scheme has been filed by the Transferee Company with the Registrar of Companies, Maharashtra, along with challan evidencing proof of submission;
- p) Complaints report dated November 2, 2022 submitted by the Transferee Company to BSE;
- q) Complaints report dated November 22, 2022 submitted by the Transferee Company to NSE;
- r) All other documents displayed on the website of the Transferee Company at [www.tatasteel.com](http://www.tatasteel.com) in terms of the SEBI Scheme Circular, as amended and other relevant SEBI Circulars;

s) All other documents referred to or mentioned in the Statement to this Notice.

Note: All documents of the Transferor Company available for inspection at the Registered Office of the Transferee Company are certified true copies.

Additionally, the Register of Shareholding of Directors and Key Managerial Personnel of the Transferee Company will be available for inspection at the Registered Office of the Transferee Company.

The above documents shall be available for obtaining extract from or for making copies of by the members at the Registered Office of the Transferee Company on all working days, between Monday to Friday except public holidays, between 10:30 a.m. (IST) to 4:00 p.m. (IST) up to the date of the Meeting.

Considering the rationale and benefits, the Board of Directors of the Transferee Company recommends the Scheme for approval of the shareholders, as it is in the best interest of the Transferee Company and its stakeholders.

The Directors and KMPs of the Transferor Company and the Transferee Company, holding shares in the Transferor Company and the Transferee Company respectively as mentioned above, and relatives of the Directors/KMPs of the Transferor Company and the Transferee Company do not have any concern or interest, financially or otherwise, in the Scheme except as shareholders in general.

Sd/-

**V. Nallasenapathy**

Chairperson appointed for the Meeting  
of Equity Shareholders of Tata Steel Limited

**Date:** December 21, 2023

**Place:** Chennai

**Registered Office:**

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

**Tel:** +91 22 6665 8282

**E-mail:** [cosec@tatasteel.com](mailto:cosec@tatasteel.com) **Website:** [www.tatasteel.com](http://www.tatasteel.com)

**CIN:** L27100MH1907PLC000260



**SCHEME OF AMALGAMATION**

**UNDER SECTIONS 230 to 232 OF THE COMPANIES ACT, 2013**

**AMONGST**

**Tata Steel Limited..... Transferee Company**

**AND**

**The Indian Steel & Wire Products Limited .....Transferor Company**

**AND**

**their respective shareholders**



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## SCHEME OF AMALGAMATION

The Scheme is divided into the following parts:

Part	Particulars
I	General-Preamble, background of the Companies, need for the Scheme, rationale and objective of the Scheme, synergies of business of the entities Involved in the Scheme, Impact of the Scheme on shareholders, cost benefit, effectiveness of the Scheme, definitions and Interpretation and share capital of the Companies
II	Amalgamation of the Transferor Company into and with the Transferee Company
III	General terms and conditions

The Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

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## PART I - GENERAL

### 1. PREAMBLE

- 1.1 This scheme of amalgamation is presented under Sections 230 to 232 and other applicable provisions of the Act (*as defined hereinafter*) amongst Tata Steel Limited, The Indian Steel & Wire Products Limited and their respective shareholders.
- 1.2 This scheme of amalgamation (hereinafter referred to as the "Scheme") provides for the merger of the Transferor Company (*as defined hereinafter*) with the Transferee Company (*as defined hereinafter*), pursuant to Sections 230 to 232 and other relevant provisions of the Act, such that:
- (a) all the assets of the Transferor Company, shall become the property of the Transferee Company, by virtue of this amalgamation;
  - (b) all the liabilities of the Transferor Company, shall become the liabilities of the Transferee Company, by virtue of this amalgamation;
  - (c) cancellation of all the issued share capital of the Transferor Company which shall be affected as a part of the Scheme and not in accordance with Section 66 of the Act and payment to all the shareholders of the Transferor Company (other than the Transferee Company) cash consideration as per the approved valuation report, without any further act, instrument or deed, in accordance with Part II of this Scheme;
  - (d) transfer of the authorised share capital of the Transferor Company to the Transferee Company as provided in Part III of this Scheme, and consequential increase in the authorised share capital of the Transferee Company as provided in Part III of this Scheme; and
  - (e) dissolution of the Transferor Company, without being wound up.

### 2. BACKGROUND

#### 2.1 Tata Steel Limited

- (a) Tata Steel Limited is a listed public company incorporated under the Companies Act, 1882 (and an existing company under the Act) and has its registered office at Bombay House, 24, Homi Mody Street, Fort, Mumbai- 400001, Maharashtra ("Transferee Company"). The Corporate Identification Number of the Transferee Company is L27100MH1907PLC000260.
- (b) The Transferee Company was incorporated on August 26, 1907.
- (c) The Transferee Company is one of the leading global steel companies, with over 100 (hundred) years of experience in the steel sector and is a pioneer of steel manufacturing in India. The Transferee Company is also amongst the lowest cost integrated steel manufacturers in India, with 100% (hundred percent) captive iron ore sources. With its wide portfolio of downstream, value-added and branded products, the Transferee Company caters to customers across all segments through its well-established distribution network. It has operations in India, Europe and South East Asia. Tata Steel Group is one of the prominent



geographically diversified steel producers. In addition, it has access to deep end of the markets and customer through its vast sales and distribution network.

- (d) Raw material operations of the Transferee Company are located in India, Mozambique, and Canada. Manufacturing facilities are located in India, Thailand, Netherlands, and United Kingdom with cumulative crude steel capacity being 34 (thirty four) million tons per annum. The Transferee Company is structured into several strategic business units aligned to product categories including, flat products, long products, tubes, wires, bearings, ferro-alloys, etc. The Transferee Company has been aiming to increase resilience of the business to steel business cycles by developing knowledge and intellectual property in new materials. Transferee Company has been foraying into areas such as composites, graphene, and advanced ceramics.
- (e) The equity shares of the Transferee Company are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter collectively referred as the "Stock Exchanges"). The global depository receipts of the Transferee Company are listed on the Luxembourg Stock Exchange and the London Stock Exchange. Further, the unsecured redeemable non-convertible debentures of the Transferee Company are listed on the wholesale debt market segments of the BSE.

## 2.2 The Indian Steel & Wire Products Limited

- (a) The Indian Steel & Wire Products Limited is an unlisted public company incorporated under the provisions of the Companies Act, 1913 (and an existing company under the Act) and has its registered office at Flat-7D & E, 7th Floor, Everest House, 46C Chowringhee Road, Kolkata 700 071 ("Transferor Company"). The Corporate Identification Number of the Transferor Company is U27106WB1935PLC008447.
- (b) The Transferor Company was incorporated on December 2, 1935 as *The Indian Steel & Wire Products Limited* with the Registrar of Companies, Kolkata, West Bengal.
- (c) The Transferor Company is engaged, *inter alia*, in the business of manufacture of wire rods, TMT rebars, wires and wire products as an external processing agent of the Transferee Company and manufacturing and direct marketing of welding products, nails, rolls and castings. The objects clause of the memorandum of association of the Transferor Company authorises the Transferor Company to carry on the said business.
- (d) The Transferor Company is a subsidiary company of the Transferee Company, with the Transferee Company holding 95.01% of the issued and paid-up capital of the Transferor Company, as on the date of the approval of the Scheme by the Board.

## 3. NEED FOR THE SCHEME

- 3.1 The Transferee Company is one of the leading global steel companies, with over 100 (hundred) years of experience in the steel sector and is a pioneer of steel manufacturing in India. The Transferor Company is engaged in the business of manufacture of wire rods, TMT rebars, wires and wire products as an external processing agent of the Transferee Company and manufacturing and direct marketing of welding products, nails, rolls and castings. The amalgamation will consolidate the business of the Transferor Company and the Transferee Company which will result



in focused growth, operational efficiencies, and enhance business synergies. In addition, the resulting corporate holding structure will bring enhanced agility to business ecosystem of the merged entity.

#### 4. RATIONALE AND OBJECTIVE OF THE SCHEME

- 4.1 The amalgamation will ensure creation of a combined entity, hosting value-added long products under the Transferee Company, leading to 'One-Tata Steel' in front of customers which will improve shareholder value of the merged entity. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.
- 4.2 The Companies believe that the financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of the Companies pooled in the merged entity, will lead to optimum use of infrastructure, cost reduction and efficiencies, productivity gains and logistic advantages and reduction of administrative and operational costs and thereby maximising shareholder value of the merged entity.

#### 5. SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME

##### 5.1 The proposed Scheme would result in the following synergies:

- (a) **Operational efficiencies:** The proposed amalgamation would result in synergy benefits arising out of single value chain thereby reducing costs and increasing operational efficiencies. Centralization of inventory primarily stores, spares, MRO, and services can be managed centrally which will increase scale of operations thereby improving negotiating power, reducing sourcing and inventory management costs. The amalgamation is expected to result in better alignment, optimized power consumption, sharing of best practices, cross-functional learnings, better utilisation of common facilities and greater efficiency in debt and cash management.
- (b) **Faster execution of projects in pipeline:** The growth projects of the Transferor Company will be fast tracked by leveraging the Transferee Company's technical expertise and financial resources.
- (c) **Simplified structure and management efficiency:** In line with group level 5S strategy – simplification, synergy, scale, sustainability, and speed – the amalgamation will simplify group holding structure, improve agility to enable quicker decision making, eliminate administrative duplications, consequently reducing administrative costs of maintaining separate entities.
- (d) **Sales and marketing:** Sales and distribution network will be pooled, providing greater market penetration. The culture of customer delight will be fostered by transitioning to the culture of 'one-face' to customers thereby making it easier to address customer needs by providing them uniform product and service experience, resolving customer complaints, ensuring on-time deliveries, and improved service quality. With common credit management, customers are expected to benefit from the channel financing facility.



- (e) **Sharing of best practices in sustainability, safety, health and environment:** Adoption of improved safety, environment and sustainability practices owing to a centralized committee at combined level to provide focused approach towards safety, environment and sustainability practices resulting in overall improvement. Further, overall technology maturity can be enhanced by the Companies through unfettered access to each other's information technology applications and systems.

## 6. IMPACT OF THE SCHEME ON SHAREHOLDERS

- 6.1 For the shareholders of the Transferee Company, the Scheme will result in economies of scale and consolidation of opportunities will improve profitability and enhance overall shareholder value. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. The impact of the Scheme on the shareholders, including the public shareholders, would be the same in all respects and no shareholder is expected to have any disproportionate advantage or disadvantage in any manner.
- 6.2 For the public shareholders of the Transferor Company, the Scheme will provide an opportunity to unlock the economic value for the shareholders by providing them with an exit opportunity. Further, being the majority shareholder of the Transferor Company, the Scheme offers an opportunity to the Transferee Company to consolidate its group structure and achieve synergies.

## 7. COST BENEFIT

- 7.1 The Scheme involves payment of cash consideration to the shareholders of the Transferor Company. Further, the implementation of the Scheme would involve incurring costs including, administrative cost, statutory dues, cost of transferring the assets, cost of advisors, etc. However, the long-term benefits are expected to outweigh costs towards implementation of the Scheme.

## 8. EFFECTIVENESS OF THE SCHEME

- 8.1 Upon the sanction of the Scheme by the Competent Authority, (*defined hereinafter*) the Scheme shall become operative on and from the Effective Date (*defined hereinafter*) and the Transferor Company shall stand transferred to and be vested in the Transferee Company on and from and with effect from the Appointed Date (*defined hereinafter*) for all intent and purposes and the Transferor Company shall stand dissolved without being wound up.

## 9. DEFINITIONS

- 9.1 In this Scheme, unless repugnant to the meaning or context thereof, (i) capitalized terms defined by inclusion in quotations and/or the parenthesis have the meaning so ascribed; and (ii) the following expressions shall have the meanings respectively assigned against them:
- (a) "Act" means the Companies Act, 2013, and all amendments or statutory modifications thereto or re-enactments thereof, including any rules made thereunder or notifications, circulars or orders made/ issued thereunder from time to time;
- (b) "Applicable Law" means (a) applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, or





policies of any applicable country and/or jurisdiction; (b) writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals of, or agreements with, any Appropriate Authority or recognized stock exchange;

- (c) "Appointed Date" means opening of business on April 1, 2022, or such other date as may be determined by the Board of Directors of the concerned Companies or directed/ allowed by the Competent Authority;
- (d) "Appropriate Authority" means any national, state, provincial, local or similar governmental, statutory, regulatory, administrative authority, agency, commission, departmental or public body or authority, board, SEBI, Stock Exchanges, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, as may be applicable;
- (e) "Board of Directors" or "Board" in relation to the Transferor Company and/or the Transferee Company, as the case may be, means the Board of Directors of such company in office at the relevant time, and unless it is repugnant to the context, shall include a committee duly constituted and authorised for the purposes of matters pertaining to this amalgamation, Scheme and/or any other matter relating thereto;
- (f) "Companies" means the Transferor Company and the Transferee Company collectively, and "Company" shall mean any one of them as the context may require;
- (g) "Competent Authority" means the relevant bench/es of the National Company Law Tribunal, or such other forum or authority as may be vested with any of the powers of the above mentioned tribunal under the Act for approving any scheme of arrangement, compromise or reconstruction of a company under Sections 230 to 232 of the Act, before which the confirmation petition/s in terms of Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 is/are filed by the Transferor Company and/or the Transferee Company, as the case may be;
- (h) "Effective Date" means the date or last of the dates on which the certified copies of the order of the Competent Authority sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with the Registrar of Companies, Kolkata and Registrar of Companies, Mumbai (whichever is later) after all the conditions and matters referred to in Clause 21 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme, and which filing may be a filing independent of the filing required to be made under Section 232(5) of the Act, read with Rule 25(7) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" or likewise, shall mean the Effective Date;
- (i) "Eligible Members" has the meaning given to it in Clause 15.2 of Part II of this Scheme;
- (j) "Employees" mean all employees, if any, on the payroll of the Transferor Company, as on the



Effective Date;

- (k) **"Encumbrance"** means without limitation (i) any options, claim, pre-emptive right, easement, limitation, attachment, restraint, mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance or interest of any kind securing, or conferring any priority of payment in respect of any obligation of any person, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law, including any option or right of pre-emption, public right, common right, easement rights, any attachment, restriction on use, transfer, receipt of income or exercise of any other attribute of ownership, right of set-off and/ or any other interest held by a third party; (ii) any voting agreement, conditional sale contracts, interest, option, right of first offer or transfer restriction; (iii) any adverse claim as to title, possession or use; and/ or (iv) any agreement, conditional or otherwise, to create any of the foregoing and the terms "Encumbered", "Encumber" shall be construed accordingly;
- (l) **"GST Act"** means Central Goods and Services Act, 2017 and all amendments or statutory modifications thereto or re-enactments thereof, including any rules made thereunder or notifications, circulars or orders made/ issued thereunder from time to time;
- (m) **"IT Act"** means Income Tax Act, 1961, the finance acts, amendment acts and other direct taxation laws of India (to the extent that such finance acts, amendment acts and other direct taxation laws, amend or relate to the taxes and surcharge imposed under the Income-tax Act, 1961) as may be amended from time to time and the rules, regulations, circulars, notifications and directions issued thereunder;
- (n) **"Liabilities"** means all debts (whether in Indian Rupees or foreign currency), liabilities (including bills payable, interest accrued, statutory reserves, provisions and all other liabilities including contingent liabilities, and obligations under any licenses or permits or schemes), loans raised and used, obligations incurred, duties of any kind, nature or description and undertakings of every kind or nature and the liabilities of any description whatsoever whether or not provided in the books of accounts or disclosed in the financial statements of the Transferor Company, whether present or future, and howsoever raised or incurred or utilized along with any charge, encumbrance, lien or security thereon;
- (o) **"LODR Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and includes all the amendments or statutory modifications thereto or re-enactments thereof;
- (p) **"Record Date"** means the date to be mutually fixed by the Board of Directors of the Companies, for the purpose of determining the shareholders of the Transferor Company to whom cash consideration would be paid pursuant to this Scheme;
- (q) **"Registrar of Companies"** means the Registrar of Companies, Kolkata or Registrar of Companies, Mumbai i.e. the relevant Registrar of Companies having territorial jurisdiction in the state(s) in which the respective registered offices of the Companies are located;
- (r) **"Rupees" or "Rs."** means the Indian rupee which is the lawful currency of India;

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- (s) "Scheme" or "the Scheme" or "this Scheme" means this scheme of amalgamation, in its present form or this Scheme with any amendment(s) or modification(s) if any, made by the shareholders of the respective Companies and accepted by the Boards of the respective Companies or such modification(s) as may be imposed by any Appropriate Authority and/or directed to be made by the NCLT(s) while sanctioning the Scheme;
- (t) "SEBI" means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;
- (u) "SEBI Circulars" means together (i) Circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017; (ii) Circular no. CFD/DIL3/CIR/2017/26 dated 23 March 2017; (c) Circular no. CFD/DIL3/CIR/2017/105 dated 21 September 2017; (d) Circular no. CFD/DIL3/CIR/2018/2 dated 3 January 2018; (e) Circular no. SEBI/HO/CFD/DIL1/CIR/P/2019/192 dated 12 September 2019; (f) Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated 3 November 2020; (g) Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/0000000657 dated 16 November 2021; (h) Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/0000000659 dated 18 November 2021, (i) Circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/003, dated January 03, 2022; and (j) Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/11, dated February 01, 2022, on Schemes of Arrangement by Listed Entities and Relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 (as amended from time to time) issued by SEBI or any other circulars issued by SEBI applicable to schemes of arrangement from time to time;
- (v) "Stock Exchanges" means BSE Limited and National Stock Exchange of India Limited, collectively;
- (w) "Transferee Company" means Tata Steel Limited, a listed public company incorporated under the Companies Act, 1882 (and an existing company under the Act) and having CIN L27100MH1907PLC000260 and having its registered office at Bombay House, 24, Horni Mody Street, Fort, Mumbai- 400001, Maharashtra;
- (x) "Transferor Company" means The Indian Steel & Wire Products Limited, an unlisted public company incorporated under the provisions of the Companies Act, 1913 (and an existing company under the Act) and having CIN U27106WB1935PLC008447 and having its registered office at Flat-7D & E, 7th Floor, Everest House, 46C Chowringhee Road, Kolkata 700 071; and
- (y) "Undertaking" means all the undertaking and the entire business of the Transferor Company as a going concern as on the Appointed Date, including all its assets, properties (whether movable or immovable, tangible or intangible), investments, rights, approvals, licenses and powers, leasehold rights and all its debts, outstanding, liabilities, duties, obligations, and employees including, but not in any way limited to, the following:
- (i) all immovable properties and rights thereto i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including roads, drains and culverts, civil works, foundations for civil works, buildings, warehouses, offices, etc., whether or not recorded in the books of accounts of the Transferor Company and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation



thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or license or other rights to use of premises, in connection with the said immovable properties;

- (ii) all assets, as are movable in nature forming part of the Transferor Company, whether present or future or contingent, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, tools and plants), actionable claims, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches in India, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with government, semi-government, local and other authorities and bodies, banks, customers and other persons, dividends declared or interest accrued thereon, reserves, provisions, funds, benefits of all agreements, bonds, debentures, debenture stock, units or pass through certificates, the benefits of any bank guarantees, performance guarantees and all the tax related assets/credits, tax refunds, incentives, allowances, exemptions or rebates or such other benefits including but not limited to goods and service tax input credits, service tax input credits, central excise, cenvat credit, value added tax credits, value added/ sales tax/ entry tax credits or set-offs, income tax including advance tax, withholding tax/ TDS/TCS, taxes withheld/ paid in a foreign country, self-assessment tax, regular tax, minimum alternate tax, dividend distribution tax, securities transaction tax, deferred tax assets/ liabilities, tax refunds, accumulated losses under the IT Act and allowance for unabsorbed depreciation under the IT Act and as per books of account, rights of any claim not made by the Transferor Company in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Company and any interest thereon, with regard to any law, act or rule or scheme made by the Appropriate Authority;
- (iii) all permits, licenses, permissions, right of way, approvals, authorisations, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, pre-qualifications, bid acceptances, concessions, subsidies, tax deferrals and exemptions and other benefits (in each case including the benefit of any applications made for the same), income tax benefits/ holidays and exemptions including the right to deduction for the residual period, i.e., for the period remaining as on the Appointed Date out of the total period for which the deduction is available in law, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any governmental, statutory or regulatory or local or administrative bodies, organizations or companies for the purpose of carrying on its existing business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that form part of the Transferor Company;
- (iv) all registrations obtained under Value Added Tax Laws, Central Sales Tax Act, 1956,





GST Act, including the following unit wise certificates:

Sl. No.	Address	GST Certificate No.
1.	Indra Nagar, Indra Nagar, Telco, East Singhbhum, Jharkhand, 831004	20AABCT1067C1Z3
2.	Survey No. 32, GIDC, Sarigam, Valsad, Gujarat, 396155	24AABCT1067C2ZU
3.	MIDC Area, W 9, Kamleshwar, Nagpur, Maharashtra, 441501	27AABCT1067C3ZN
4.	SY.NO.420/1, Thally Road, Kalukondapalli Village, Hosur, Krishnagiri, Tamil Nadu, 635114	33AABCT1067C1ZW
5.	7th floor, 7D and E, Everest House, 46C, Jawaharlal Nehru Road, Kolkata, West Bengal, 700071	19AABCT1067C2ZL

- (v) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, benefit of any arrangements, allotments, approvals, authorities, registrations, exemptions, benefits, waivers, security and other agreements, engagements, memoranda of understanding/ undertakings/ agreements, memoranda of agreed points, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, agreements/deeds for hire of fitted assets, equipment purchase agreements, agreements with customers; purchase and other agreements with the supplier/ manufacturer of goods/ service providers; other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance policies, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, assurances, claims and benefits thereunder;
- (vi) all insurance policies pertaining to the Transferor Company;
- (vii) all intellectual property rights, applications (including hardware, software, licenses, source codes, object code, algorithm and scripts), registrations, servers, software assets, hardware assets, cloud, data centres, any devices including but not limited to laptops and mobile devices, goodwill, trade names, service marks, copyrights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and other benefits (in each case including the benefit of any applications made for the same) and all such rights of whatsoever description and nature;
- (viii) all rights to use, subscribe and avail, transfer or sell telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Transferor Company;



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- (ix) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, manuals, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form and all other interest of whatsoever nature belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company;
- (x) the Employees, if any, including liabilities of Transferor Company with regard to the Employees, if any, with respect to the payment of gratuity, superannuation, pension benefits and provident fund or other compensation or benefits, if any, whether in the event of resignation, death, retirement, retrenchment or otherwise, as on the Effective Date; and
- (xi) all suits, actions, legal or other proceedings including quasi-judicial, arbitral of whatsoever nature involving or continued or to be enforced by or against the Transferor Company, which are capable of being continued by or against the Transferor Company under the Applicable Law.

#### 10. INTERPRETATION

- 10.1 The expressions, which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992 (including the regulations made thereunder), the Depositories Act, 1996 and other Applicable Laws, rules, regulations, by-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.
- 10.2 References to Clauses and recitals, unless otherwise provided, are to Clauses and recitals to this Scheme.
- 10.3 The headings herein shall not affect the construction of this Scheme.
- 10.4 The singular shall include the plural and *vice versa*; and references to one gender include all genders.
- 10.5 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 10.6 References to a person includes any individual, firm, body corporate (whether incorporated or not), Appropriate Authority, or any joint venture, association, partnership, works council or employee representatives' body (whether or not having separate legal personality).





- 10.7 Terms "hereof", "herein", "hereby", "hereto" and derivative or similar words shall refer to this entire Scheme or specified Clauses of this Scheme, as the case may be.
- 10.8 A reference to "writing" or "written" includes printing, typing, lithography and other means of reproducing words in a visible form including e-mail.
- 10.9 Reference to any agreement, contract, document or arrangement or to any provision thereof shall include references to any such agreement, contract, document or arrangement as it may, after the date hereof, from time to time, be amended, supplemented or novated.
- 10.10 References to any provision of law or legislation or regulation shall include: (a) such provision as from time to time amended, modified, re-enacted or consolidated (whether before or after the date of this Scheme) to the extent such amendment, modification, re-enactment or consolidation applies or is capable of applying to the transaction entered into under this Scheme and (to the extent liability there under may exist or can arise) shall include any past statutory provision (as amended, modified, re-enacted or consolidated from time to time) which the provision referred to has directly or indirectly replaced, (b) all subordinate legislations (including circulars, notifications, clarifications or supplement(s) to, or replacement or amendment of, that law or legislation or regulation) made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated from time to time) and any retrospective amendment.

## 11. SHARE CAPITAL OF THE COMPANIES

### 11.1 SHARE CAPITAL OF THE TRANSFEREE COMPANY

- 11.1.1 The share capital of the Transferee Company, as on the date of the meeting of Board of Directors of the Transferee Company for considering and approving this Scheme, i.e., as on September 22, 2022 is as under:

		(₹ crore)
<b>Authorised share capital:</b>		<b>Amount</b>
17,50,00,00,000	Ordinary Shares of ₹1/- each	1,750.00
35,00,00,000*	"A" Ordinary Shares of ₹10/- each	350.00
2,50,00,000*	Cumulative Redeemable Preference Shares of ₹100/- each	250.00
60,00,00,000*	Cumulative Convertible Preference Shares of ₹100/- each	6,000.00
<b>Total:</b>		<b>8,350.00</b>
<b>Issued share capital:</b>		<b>Amount</b>
12,23,21,83,670	Ordinary Shares of ₹1/- each	1,223.22
22,32,880	Ordinary Shares of ₹1/- each (Partly Paid up)	0.22
<b>Total:</b>		<b>1,223.44</b>
<b>Subscribed and Paid-up share capital:</b>		<b>Amount</b>
12,22,12,20,420*	Ordinary Shares of ₹1/- each fully paid up	1,222.12



22,32,880	Ordinary Shares of ₹1/- each (paid-up ₹0.2504 each)	0.05
Amount paid-up on 3,89,516 Ordinary Shares of ₹10 each forfeited		0.20
Total:		1,222.37

\*'A' Ordinary Shares and Preference Shares included within the authorised share capital are for disclosure purposes and have not yet been issued.

\*\* Includes 3,078 Ordinary shares on which first and final call money has been received and the partly paid-up equity shares have been converted to fully paid-up equity shares but are pending final listing and trading approval under the fully paid-up shares with ISIN INE081A01012, and hence, continue to be listed under partly paid-up ISIN IN9081A01010 as on June 30, 2022. Further, of the 3,078 Ordinary Shares, 2,025 Ordinary shares received the final listing and trading approval from BSE & NSE under ISIN INE081A01012 on July 01, 2022, and trading effective from July 04, 2022

Note: Paid-up capital includes 11,68,393 Ordinary Shares held by Rujvalika Investments Limited (a wholly owned subsidiary of Tata Steel Limited w.e.f. May 8, 2015), which do not carry any voting rights.

11.1.2 The equity shares of the Transferee Company are listed on the Stock Exchanges.

#### 11.2 SHARE CAPITAL OF THE TRANSFEROR COMPANY

11.2.1 The share capital of the Transferor Company, as on the date of the meeting of Board of Directors of the Transferor Company for considering and approving this Scheme, i.e., as on September 22, 2022 is as under:

		(in Rs.)
<b>Authorised share capital:</b>		<b>Amount</b>
70,00,000	Equity Shares of ₹ 10/- each	7,00,00,000
Total:		7,00,00,000
<b>Subscribed and Paid-up share capital:</b>		<b>Amount</b>
59,91,896	Equity Shares of ₹ 10/- each fully paid up	5,99,18,960
Total:		5,99,18,960

11.2.2 The equity shares of the Transferor Company are unlisted.

11.2.3 Apart from the aforementioned shares, the Transferor Company has not issued any other shares or other ownership interests of the Transferor Company or any options (including employee stock options), warrants, rights or other securities (including but not limited to compulsorily convertible preference shares and compulsorily convertible debentures) that are directly or indirectly convertible into, or exercisable or exchangeable for, such equity capital.



**PART II: AMALGAMATION OF THE TRANSFEROR COMPANY ALONG WITH THE UNDERTAKING  
INTO AND WITH THE TRANSFEREE COMPANY**

**12. TRANSFER AND VESTING**

12.1 With effect from the Appointed Date, upon this Scheme becoming effective, and subject to the provisions of this Scheme, the Transferor Company along with all its assets, liabilities, contracts, employees, licenses, consents, permits, records, approvals, etc., comprising the Undertaking shall, pursuant to the provisions of the Act, IT Act and any other Applicable Law without any further act, instrument or deed, be and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company as a going concern, so as to become, as and from the Appointed Date, the estate, assets, rights, title, interests and authorities of the Transferee Company, by virtue of and in the manner provided in this Scheme.

12.2 Without prejudice to the generality of the above, with effect from the Appointed Date and upon this Scheme becoming effective:

12.2.1 Transfer of Assets

(a) all assets of the Transferor Company, as are movable in nature (including investment in shares and marketable securities) or incorporeal property or are otherwise capable of transfer by physical or constructive delivery, novation and/or by endorsement and delivery or by vesting and recordal or by operation of law pursuant to this Scheme, shall stand transferred to vested in and/or be deemed to be transferred and vested in the Transferee Company and shall become the property and an integral part of the Transferee Company, with effect on and from the Appointed Date pursuant to the provisions of the Act, all other applicable provisions of Applicable Law, if any, without requiring any deed or instrument of conveyance for transfer of the same. The vesting pursuant to this sub-Clause shall be deemed to have occurred by physical or constructive delivery or by endorsement, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly;

(b) all other movable properties of the Transferor Company, including actionable claims, earnest monies, receivables, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other Appropriate Authorities, bodies, customers and any other persons, shall without any further act, instrument or deed, become the property of the Transferee Company. The Transferor Company shall upon sanction of the Scheme be entitled to the delivery and possession of all documents of title of such movable property in this regard. The Transferor Company shall, if so required, also give notice in such form as it may deem fit and proper to the debtors or obligor or any other person, that pursuant to the sanction of the Scheme by the Competent Authority, the said debtors should pay to the Transferee Company the debt, investment, loan, claim, bank balances and deposit or advance or make the same on account of the Transferor Company and the right of the Transferor Company to recover and realize the same stands vested in the Transferee Company;

(c) all debentures, bonds, notes or other debt securities, if any, of the Transferor Company,



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whether convertible into equity or otherwise, shall become securities of the Transferee Company and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in or deemed to have been transferred to and vested in and shall be exercised by or against the Transferee Company as if it were the Transferor Company in respect of securities so transferred;

- (d) all immovable properties (including land, together with buildings and structures standing thereon) and rights and interests thereon or embedded to the land and rights and interests in immovable properties of the Transferor Company, whether freehold or leasehold or licensed or otherwise, all tenancies, and all documents of title, right, security deposits and easements in relation thereto shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in the Transferee Company, without any further act or deed done by the Transferor Company and the mere filing thereof with the appropriate registrar or sub-registrar or with the relevant Appropriate Authority shall suffice as record of continuing titles with the Transferee Company and shall be constituted as a deemed mutation and substitution thereof. The Transferee Company shall be entitled to and shall exercise all rights and privileges attached thereto including refund of any security deposits and shall be liable to pay the appropriate rent, rates and taxes and fulfill all obligations in relation to or applicable to such immovable properties. The relevant authorities shall grant all clearances / permissions, if any, required for enabling the Transferee Company to absolutely own and enjoy the immovable properties in accordance with Applicable Law. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of this Scheme by the Competent Authority in accordance with the terms hereof. The Transferor Company shall upon the Scheme becoming effective be entitled to the delivery and possession of all documents of title to such immovable property in this regard, which are in possession of the Transferor Company. It is hereby clarified that, except where prior consent of the lessor is required for an assignment, all the rights, title, and interest of the Transferor Company in any leasehold properties shall without any further act, instrument, or deed, be vested in or be deemed to have been vested in the Transferee Company;
- (e) all estates, assets, rights, title, claims, interest, investments and properties of the Transferor Company as on the Appointed Date, including accretions and appurtenances, whether or not included in the books of the Transferor Company, and all assets, rights, title, interest, investments and properties, which are acquired by the Transferor Company on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company;
- (f) all bank accounts operated or entitled to be operated by the Transferor Company shall be deemed to have been transferred and shall stand transferred to the Transferee Company and name of the Transferor Company shall be substituted by the name of the Transferee Company in the bank's records and the Transferee Company shall be entitled to operate all bank accounts, realise all monies and complete and enforce all pending contracts and transactions in the name of the Transferor Company to the extent necessary until the transfer of the rights and obligations of the Transferor Company to the Transferee Company under the Scheme is formally accepted and completed by the parties concerned. For avoidance of doubt, it is hereby clarified that all cheques and other negotiable instruments,





payment orders received or presented for encashment which are in the name of the Transferor Company after the Effective Date, shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. Similarly, the banker of the Transferee Company shall honour all cheques issued by the Transferor Company for payment after the Effective Date;

- (g) all letters of intent, requests for proposal, pre-qualifications, bid acceptances, tenders, and other instruments of whatsoever nature to which the Transferor Company is a party to or to the benefit of which the Transferor Company may be eligible for, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto. Upon coming into effect of the Scheme, the past track record of the Transferor Company shall be deemed to be the track record of the Transferee Company for all commercial and regulatory purposes; and
- (h) all the security interest over any moveable and/ or immovable properties and security in any other form (both present and future) including but not limited to any pledges, or guarantees, if any, created/ executed by any person in favour of the Transferor Company or any other person acting on behalf of or for the benefit of the Transferor Company for securing the obligations of the persons to whom the Transferor Company has advanced loans and granted other funded and non-funded financial assistance, by way of letter of comfort or through other similar instruments shall without any further act, instrument or deed stand vested in and be deemed to be in favour of the Transferee Company and the benefit of such security shall be available to the Transferee Company as if such security was ab initio created in favour of the Transferee Company. The mutation or substitution of the charge in relation to the movable and immovable properties of the Transferor Company shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate authorities and third parties (including any depository participants) pursuant to the sanction of this Scheme by the Competent Authority and upon the Scheme becoming effective in accordance with the terms hereof;

#### 12.2.2 Transfer of Liabilities

- (a) all secured and unsecured Liabilities howsoever arising, whether provided for or not in the books of accounts or disclosed in the balance sheet of the Transferor Company, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Transferee Company and the Transferee Company undertakes to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or any other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this Clause. Necessary modification, as may be required would be carried out to the debt instrument issued by the Transferor Company, if any;
- (b) all loans raised and used and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Company after the Appointed Date and prior to the Effective Date shall also be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and, to the extent they are outstanding on the



Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of the Act and all other applicable provisions of Applicable Laws, without any further act, instrument or deed shall stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company which shall meet, discharge and satisfy the same;

- (c) where any of the debts, liabilities, duties and obligations incurred before the Appointed Date by the Transferor Company, deemed to have been transferred to the Transferee Company by virtue of this Scheme, have been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company;
- (d) loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Company and Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any party and the appropriate effect shall be given in the books of accounts and records of the Transferee Company; and
- (e) subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of this Clause shall operate notwithstanding anything to the contrary contained in any deed or writing or the terms of sanction or issue or any security document, all of which instruments shall stand modified and / or superseded by the foregoing provisions of this Scheme. It is expressly provided that, no other terms or conditions of the liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication;

#### 12.2.3 Transfer of Encumbrances

- (a) the transfer and vesting of movable and immovable properties as stated above, shall be subject to Encumbrances, if any, affecting the same;
- (b) all Encumbrances, if any, existing prior to the Effective Date over the assets of the Transferor Company which secure or relate to any liability, shall, after the Effective Date, without any further act, instrument or deed, continue to be related and attached to such assets or any part thereof to which they related or were attached prior to the Effective Date and as are transferred to the Transferee Company. Provided that if any of the assets of the Transferor Company have not been Encumbered in respect of the liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Transferee Company. The absence of any formal amendment which may be required by a lender or trustee or any third party shall not affect the operation of the foregoing provisions of this Scheme;
- (c) the existing Encumbrances over the other assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate to such assets and properties and shall not



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extend to or attach to any of the assets and properties of the Transferor Company transferred to and vested in the Transferee Company by virtue of the Scheme; and

- (d) any reference in any security documents or arrangements (to which the Transferor Company is a party) to the Transferor Company and its assets and properties, shall be construed as a reference to the Transferee Company and the assets and properties of the Transferor Company transferred to the Transferee Company by virtue of this Scheme. Without prejudice to the foregoing provisions, the Transferor Company and the Transferee Company may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge(s), with the Registrar of Companies to give formal effect to the above provisions, if required;

#### 12.2.4 Transfer of Contracts, Deeds, etc.

- (a) all contracts, agreements, memoranda of undertakings, memoranda of agreement, memoranda of agreed points, letters of agreed points, bids, letters of intent, arrangements, undertakings whether written or otherwise, lease rights, deeds, bonds, understandings, insurance policies, applications, schemes and instruments of whatsoever nature to which the Transferor Company is a party, or to the benefit of which, the Transferor Company may be eligible/entitled, and which are subsisting and having effect immediately before the Effective Date, shall without any further act, instrument or deed continue in full force and effect on, against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligor thereto or thereunder. If the Transferee Company enters into and/ or issues and/ or executes deeds, writings or confirmations or enters into any tripartite arrangements, confirmations or novations, the Transferor Company may, if necessary, also be party to such documents in order to give formal effect to the provisions of this Scheme, if so required and permitted under the law. The Transferor Company may also execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Company is a party as may be necessary to be executed in order to give formal effect to the above provisions. In relation to the same, any procedural requirements required to be fulfilled solely by the Transferor Company (and not by any of its successors), shall be fulfilled by the Transferee Company as if it is the duly constituted attorney of the Transferor Company;
- (b) without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after coming into effect of the Scheme, in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Company is a party, including any filings with the regulatory authority or any writings, as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed; and



- (c) on and from the Effective Date, and thereafter, the Transferee Company shall be entitled to complete and enforce all pending contracts and transactions in respect of the Transferor Company, in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme has been given effect to under such contracts and transactions;

#### 12.2.5 Transfer of Licenses and Approvals

- (a) all approvals, allotments, consents, concessions, clearances, credits, awards, sanctions, exemptions, subsidies, rehabilitation schemes, registrations, no-objection certificates, permits, quotas, rights, entitlements, authorisation, pre-qualifications, bid acceptances, tenders, licenses (including the licenses granted by any governmental, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), permissions, privileges, powers, facilities, letter of allotments and certificates of every kind and description whatsoever in relation to the Transferor Company, or to the benefit of which the Transferor Company may be eligible/ entitled, and which are subsisting or having effect immediately before the Effective Date, including the benefits of any applications made for any of the foregoing, shall be and remain in full force and effect in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto. It is hereby clarified that if the consent of any third party or authority is required to give effect to the provisions of this Clause, the said third party or authority shall make and duly record the necessary substitution/ endorsement in the name of the Transferee Company pursuant to the sanction of this Scheme by the Competent Authority, and upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Transferee Company shall file appropriate applications/ documents with relevant authorities concerned for information and record purposes;
- (b) all statutory licenses, no objection certificates, consents, permissions, approvals, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Company or any applications made for the same by the Transferor Company shall stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company;
- (c) all trademarks, trade names, service marks, copyrights, patents, logos, corporate names, brand names, domain names and all registrations, applications and renewals in connection therewith, and software and all website content (including text, graphics, images, audio, video and data), trade secrets, confidential business information and other proprietary information shall stand transferred to and vested in the Transferee Company without any further act, instrument or deed, upon the sanction of this Scheme by the Competent Authority;
- (d) benefits of any and all corporate approvals as may have already been taken by the Transferor Company, whether being in the nature of compliances or otherwise, including without limitation approvals under Sections 42, 62, 180, 185, 186, etc., of the Act, read with the rules



and regulations made thereunder, shall stand transferred to the Transferee Company and the said corporate approvals and compliances shall be deemed to have been taken/ complied with by the Transferee Company; it being clarified that if any such resolutions have any monetary limits approved subject to the provisions of the Act and of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of the Transferee Company, shall be added to the limits, if any, under the like resolutions passed by the Transferee Company;

- (e) the Transferor Company and/ or the Transferee Company as the case may be, shall, at any time after this Scheme becoming effective in accordance with the provisions hereof, if so required under Applicable Laws or otherwise, do all such acts or things as may be necessary to transfer/ obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Transferor Company. It is hereby clarified that if the consent of any third party or Appropriate Authority, if any, is required to give effect to the provisions of this Clause, the said third party or Appropriate Authority shall make and duly record the necessary substitution/ endorsement in the name of the Transferee Company pursuant to the sanction of this Scheme by the Competent Authority, and upon this Scheme becoming effective in accordance with the provisions of the Act and with the terms hereof. For this purpose, the Transferee Company shall file appropriate applications/ documents with relevant authorities concerned for information and record purposes.
- (f) since each of the permissions, approvals, consents, sanctions, remissions, special reservations, holidays, incentives, concessions and other authorizations, shall stand vested by the order of sanction of the Competent Authority in the Transferee Company, the Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning courts; and
- (g) the Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard;

#### 12.2.6 Transfer of Legal and other Proceedings

- (a) any pending suits/appeals, all legal or other proceedings including before any statutory or quasi-judicial authority or tribunal or other proceedings of whatsoever nature relating to the Transferor Company, whether by or against the Transferor Company, whether pending on the Effective Date or which may be instituted any time in the future, if such proceedings are capable of being continued by or against the Transferee Company, shall not abate, be discontinued or in any way prejudicially be affected by reason of this amalgamation of the Undertaking or because of the provisions contained in this Scheme. The proceedings shall continue by or against the Transferee Company in the same manner and to the same extent as they would have been continued, prosecuted and/or enforced by or against the Transferor Company, if this Scheme had not been implemented;
- (b) in case of any litigation, suits, recovery proceedings which are to be initiated by or may be



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initiated against the Transferor Company, the Transferee Company shall be made party thereto and shall prosecute or defend such proceedings;

- (c) the Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company, which are capable of being continued by or against the Transferee Company, transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against the Transferee Company; and
- (d) the Transferee Company shall be deemed to be authorized under this Scheme to execute any pleadings, applications, forms, etc., as are required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme;

#### 12.2.7 Taxation related provisions

- (a) All the expenses incurred by the Transferor Company and the Transferee Company in relation to the amalgamation of the Undertaking with the Transferee Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company in accordance with Section 35DD of the IT Act over a period of 5 (five) years beginning with the previous year in which the Scheme becomes effective.
- (b) Upon the Scheme becoming effective, the Transferor Company (if required) and the Transferee Company are expressly permitted to revise, its financial statements and returns (including tax deducted at source ("TDS") or tax collected at source ("TCS") returns) along with prescribed forms, filings and annexures (including but not limited to TDS certificates) under the IT Act (including for the purpose of re-computing income-tax under the normal provisions, minimum alternative tax, and claiming other tax benefits), central sales tax, applicable state value added tax, entry tax, octroi, local tax law, service tax laws, excise and central value added tax ("CENVAT") duty laws, customs duty laws, goods and services tax laws and other tax laws, if required to give effect to the provisions of the Scheme. Such returns may be revised and filed notwithstanding that the statutory period for such revision and filing may have expired. The Transferee Company is also expressly permitted to claim refunds / credits in respect of any transaction by and between the Transferor Company and the Transferee Company. With respect to the TDS certificates issued in the name of Transferor Company after the Appointed Date, the same will be deemed to be issued in the name of the Transferee Company for the income tax purposes.
- (c) Upon the Scheme becoming effective, the Transferee Company shall be entitled to (i) claim deductions with respect to provisions, expenses, etc., disallowed in earlier years in the hands of the Transferor Company, which may be allowable in accordance with the provisions of the IT Act on or after the Appointed Date; and (ii) exclude items such as provisions, reversals, etc., for which no deduction or tax benefit has been claimed by the Transferor Company prior to the Appointed Date.
- (d) With effect from Appointed Date, the Transferee Company is expressly permitted to claim any deduction (including deferred revenue expenditure, whether or not recorded for tax purposes) otherwise admissible such as under section 40, 40A, 43B, etc. of the IT Act / exemption, refunds and/or input tax credit/ cenvat, credit for taxes paid (including MAT,





TDS/TCS, income tax including, advance tax, self-assessment tax, dividend distribution tax, carry forward of accumulated losses, unabsorbed depreciation, foreign tax credit, etc.) and for matters incidental thereto under the IT Act, central sales tax, applicable state value added tax, service tax laws, local body tax, entry tax, excise duty and CENVAT duty laws, customs duty laws, goods and service tax laws and other applicable tax laws . All tax assessment proceedings/ appeals of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date and relating to the Transferor Company shall be continued and/or enforced until the Effective Date by the Transferor Company. In the event of the Transferor Company failing to continue or enforce any proceeding/ appeal, the same may be continued or enforced by the Transferee Company, at the cost of the Transferee Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company.

- (e) Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Undertaking with the Transferee Company or anything contained in the Scheme.
- (f) Any tax liabilities under the IT Act, service tax laws, excise duty laws, central sales tax, customs duty laws, local body tax, entry tax, wealth tax, GST Act, applicable state value added tax laws or other Applicable Laws dealing with taxes/ duties or levies of the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to or stand transferred to the Transferee Company. Any surplus in the provision for taxation / duties or levies account including advance tax, foreign tax credit, MAT credit and TDS as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company.
- (g) Any refund under the IT Act, service tax laws, excise duty laws, central sales tax, customs duty, goods and services tax laws, applicable state value added tax laws or other Applicable Laws dealing with taxes/ duties or levies due to the Transferor Company consequent to the assessment made on Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company upon this Scheme becoming effective.
- (h) The tax payments (including, without limitation income tax, including advance tax, self-assessment tax, dividend distribution tax, MAT, service tax, excise duty, central sales tax, customs duty, local body tax, entry tax, wealth tax, goods and services tax, applicable state value added tax, etc.) whether by way of TDS/TCS, foreign tax credit, advance tax, all earnest monies, security deposits provisional payments, payment under protest, or otherwise howsoever, by the Transferor Company after the Appointed Date, shall be deemed to be paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly. Credit for such taxes shall be allowed to the Transferee Company notwithstanding that certificates or challans for taxes paid are in the name of the Transferor Company and not in the name of the Transferee Company.
- (i) Further, any TDS by the Transferor Company / Transferee Company on transactions with the Transferee Company/ Transferor Company, if any (from Appointed Date to Effective Date)



shall be deemed to be advance tax paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.

- (j) Obligation for TDS on any payment made by or to be made by the Transferor Company under the IT Act, service tax laws, excise duty laws, central sales tax, customs duty, goods and services tax laws, applicable state value added tax laws or other Applicable Laws dealing with taxes/ duties or levies shall be made or deemed to have been made and duly complied with by the Transferee Company.
- (k) Without prejudice to the generality of the above, all benefits, entitlements, incentives, accumulated losses, credits, registrations (including, without limitation income tax, minimum alternate tax, TDS/TCS, taxes withheld/paid in foreign country, wealth tax, service tax, excise duty, central sales tax, applicable state value added tax, customs duty, goods and services tax, CENVAT, registrations, etc.) to which the Transferor Company is entitled to in terms of Applicable Laws, shall be available to and vest in the Transferee Company, upon this Scheme coming into effect.
- (l) Upon coming into effect of this Scheme, all tax compliances under any tax laws by the Transferor Company on or after Appointed Date shall be deemed to be made by the Transferee Company.
- (m) All deductions otherwise admissible to the Transferor Company including payment admissible on actual payment or on deduction of appropriate taxes or on payment of tax deducted at source (such as under Sections 40, 40A, 43B etc. of the IT Act) shall be available for deduction to the Transferee Company as it would have been available to the Transferor Company.
- (n) The Companies shall be entitled to file/revise its respective income tax returns, TDS certificates, TDS returns, wealth tax returns and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, credit of tax deducted at source, dividend distribution tax credits, credit of foreign taxes paid/ withheld, excise, service tax credits, set off, goods and services tax, etc., if any, as may be required consequent to implementation of this Scheme.

#### 12.2.8 Transfer of Employees

- (a) all Employees of the Transferor Company, if any, remaining on the Effective Date, shall become employees of the Transferee Company with the benefit of continuity of service on such terms and conditions as are no less favourable than those on which they are currently engaged by the Transferor Company, without any interruption of service as a result of the amalgamation of the Undertaking into the Transferee Company;
- (b) save as expressly provided for in this Scheme, the Employees, if any, who become the employees of the Transferee Company by virtue of this Scheme, shall not be entitled to the benefit of the employment policies and shall not be entitled to avail of any schemes and benefits that may be applicable and available to any of the other employees of the Transferee Company (including the benefits if or under any employee stock option schemes applicable to or covering all or any of the other employees of the Transferee Company),





unless otherwise determined by the Transferee Company;

- (c) It is expressly provided that, on the Scheme becoming effective, insofar as the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the Employees are concerned, such proportion of the investments made in the funds and liabilities which are attributable/referable to the Employees (collectively referred to as the "Funds") shall be transferred to similar funds created and/or nominated by the Transferee Company and shall be held for their benefit pursuant to this Scheme, or at the sole discretion of the Transferee Company, maintained as separate funds by the Transferee Company. Pending the transfer as aforesaid, the Funds of the employees may be continued to be deposited in the existing funds of the Transferor Company. Without prejudice to the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Laws, shall be entitled to: (a) retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Company; or (b) merge the pre-existing funds of the Transferor Company with other similar funds of the Transferee Company;
- (d) Further to the transfer of Funds as set out herein above, for all purposes whatsoever in relation to the administration or operation of such Funds or in relation to the obligation to make contributions to the said Funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, all rights, duties, powers and obligations of the Transferor Company as on the Effective Date in relation to such Funds shall become those of the Transferee Company. It is clarified that the services of the Employees will be treated as having been continuous for the purpose of the said Funds;
- (e) in relation to any funds (including any funds set up by the government for employee benefits) created or existing for the benefit of the transferred Employees, the Transferee Company shall stand substituted for the Transferor Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of such transferred Employees;
- (f) the Transferee Company shall continue to abide by any agreement(s) / settlement(s) entered into with any employees by the Transferor Company. The Transferee Company agrees that for the purpose of payment of any retrenchment compensation, gratuity, grants, stock options or other terminal benefits, the past services of such employees with the Transferor Company shall also be taken into account, and agrees and undertakes to pay the same as and when payable; and
- (g) the Directors of the Transferor Company will not be entitled to any directorships in the Transferee Company by virtue of the provisions of this Scheme. It is clarified that this Scheme will not affect any directorship of any person who is already a director in the Transferee Company as on the Effective Date.

#### 12.2.9 Inter-Se Transaction

- (a) Without prejudice to the foregoing provisions, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.



- (b) With effect from the Effective Date, there will be no accrual of income or expense on account of any transactions, including, *inter alia*, any transactions in the nature of sale or transfer of any goods, materials or services, between the Companies. For avoidance of doubt, it is hereby clarified that with effect from the Effective Date, there will be no accrual of interest or other charges in respect of any *inter se* loans, deposits or balances between the Companies.
- (c) From the Effective Date, the Transferee Company shall commence, carry on and be authorized to carry on the business of the Transferor Company.
- (d) With effect from the Effective Date, any liabilities, loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other Instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Company and Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any party and the appropriate effect shall be given in the books of accounts and records of the Transferee Company.
- (e) All *inter se* contracts solely between the Transferor Company and the Transferee Company shall stand cancelled and cease to operate and appropriate effect shall be given in the books of accounts and records of the Transferee Company.

#### 12.2.10 Miscellaneous

For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that in order to ensure the smooth transition and sales of products and inventory of the Transferor Company manufactured and/or branded and/or labelled and/or packed in the name of the Transferor Company prior to the Effective Date, the Transferee Company shall have the right to own, use, market, sell, exhaust or to in any manner deal with any such products and inventory (including packing material) pertaining to the Transferor Company at manufacturing locations or warehouses or retail stores or elsewhere, without making any modifications whatsoever to such products and/or their branding, packing or labelling. All invoices/ payment related documents pertaining to such products and inventory (including packing material) may be raised in the name of the Transferee Company after the Effective Date.

#### 13. BUSINESS AND PROPERTY IN TRUST

- 13.1 The Transferor Company has agreed that during the period between the approval of the Scheme by the respective Boards of the Transferor Company and the Transferee Company and up to the Effective Date, the business of the Transferor Company shall be carried out with reasonable diligence and business prudence in the ordinary course consistent with past practice, in good faith and in accordance with Applicable Law.
- 13.2 With effect from the Appointed Date and up to and including the Effective Date:
  - (a) the Transferor Company shall be deemed to have been carrying on all business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of



all the estates, assets, rights, title, interest, authorities, contract, investments and strategic decisions, for and on account of, and in trust for, the Transferee Company;

- (b) all profits and income accruing or arising to the Transferor Company, and losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure, as the case may be, of the Transferee Company;
- (c) any of the rights, powers, authorities, privileges, exercised by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken for and on behalf of and as an agent for the Transferee Company;
- (d) all debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations as on the close of business on the date preceding the Appointed Date, whether or not provided in the books of the Transferor Company which arise or accrue to the Transferor Company on or after the Appointed Date, shall be deemed to be of the Transferee Company;
- (e) all assets and properties comprised in the Transferor Company as on the date immediately preceding the Appointed Date, whether or not included in the books of the Transferor Company and all assets and properties relating thereto, which are acquired by the Transferor Company, on or after the Appointed Date, shall be deemed to be the assets and properties of the Transferee Company;
- (f) all taxes (including without limitation, income tax, wealth tax, sales tax, excise duty, customs duty, service tax, value added tax, etc.) paid or payable by the Transferor Company in respect of the operations and/or the profits of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, in so far as it relates to the tax payment (including, without limitation, income tax, minimum alternate tax, dividend distribution tax, wealth tax, sales tax, excise duty, customs duty, goods and services tax, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the Transferor Company with effect from the Appointed Date, shall be deemed to be the corresponding item paid by the Transferee Company, and shall, in all proceedings, be dealt with accordingly; and
- (g) any refund (including interest, if any) under any tax laws due to the Transferor Company consequent to the assessment made on Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company. The Transferee Company is expressly permitted to revise and file income tax returns, goods and services tax returns and other tax returns, and to claim refunds / credits pursuant to the provisions of this Scheme. The Transferee Company shall be entitled to such tax benefits including but not limited to minimum alternate tax paid under Section 115JA/115JB of the IT Act, and the right to claim credit therefore in accordance with the provisions of Section 115JAA of the IT Act, including the benefit of brought forward losses or depreciation as admissible under the provisions of



the IT Act, including Section 72A, to the extent applicable to the taxable profits of the Transferee Company with effect from the Appointed Date. The Transferee Company shall continue to enjoy the tax benefits/concessions provided to the Transferor Company through notifications, circulars, etc. issued by the concerned Appropriate Authorities.

- (h) Notwithstanding anything contained in this Scheme, the Parties shall be entitled to declare, distribute and pay dividend, whether interim or final, to their respective shareholders prior to this Scheme becoming effective.

#### 14. SAVING OF CONCLUDED TRANSACTION

- 14.1 The transfer and vesting of the assets, liabilities and obligations of the Transferor Company and the continuance of the proceedings by or against the Transferee Company shall not affect any transaction or proceedings already completed by the Transferor Company on or before the Appointed Date or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by and / or on behalf of the Transferor Company as acts, deeds and things made, done and executed by and on behalf of the Transferee Company.

#### 15. CANCELLATION OF SHARES OF THE TRANSFEROR COMPANY AND PAYMENT OF CONSIDERATION

- 15.1 Upon coming into effect of this Scheme, all the shares of the Transferor Company held by the Transferee Company (either directly or through nominees) on the Effective Date shall stand cancelled without any further application, act or deed. Further, the investment in the shares of the Transferor Company, appearing in the books of accounts of the Transferee Company shall, without any further act or deed, stand cancelled. It is clarified that no new shares shall be issued nor payment shall be made in cash whatsoever by the Transferee Company in lieu of cancellation of such shares of the Transferor Company.

- 15.2 Upon coming into effect of this Scheme, and in consideration of the amalgamation of the Undertaking into and with the Transferee Company, the Transferee Company shall, without any further application, act or deed, pay to the shareholders of the Transferor Company (other than the Transferee Company), whose names are recorded in the register of members as a member of the Transferor Company, including register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, on the Record Date (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company) (the "Eligible Member") in the following manner:

*"Rs. 426 (Rupees four hundred and twenty six) for every 1 (one) fully paid up equity shares of ₹10/- each held in the Transferor Company."*

which payment shall be made not later than 30 (thirty) days from the Effective Date ("Payment Date").

#### 16. PAYMENT MECHANISM

- 16.1 In the event of there being any pending share transfers, whether lodged or outstanding, of any





shareholder of the Transferor Company, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, as the case may be, to effectuate such a transfer as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the shares in the Transferor Company and in relation to the consideration payable by the Transferee Company, after the effectiveness of the Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme.

- 16.2 Where cash consideration is to be paid to heirs, executors or administrators, as the case may be, to successors of deceased shareholders or legal representatives of the shareholders of the Transferor Company, the concerned heirs, executors, administrators, successors or legal representatives shall be obliged to produce evidence of title satisfactory to the Board of the Transferee Company.
- 16.3 In the event the relevant bank account details of the Eligible Members are not available, the Transferee Company may, at its option, issue cheques for the relevant amount in the name of such Eligible Members or hold such cash consideration in a separate earmarked account and disburse the relevant amount to the relevant account of the Eligible Members as and when such account details are furnished to the Transferee Company. In the event any such amount payable to the Eligible Members are not claimed by any such Eligible Member within 7 (seven) years from the Payment Date, such unclaimed and unpaid amount shall be transferred to Investor Education and Protection Fund or similar funds.
- 16.4 In the event that the Companies restructure their share capital by way of share split/consolidation/issue of bonus shares during the pendency of the Scheme, the consideration payable, shall be adjusted accordingly to take into account the effect of any such corporate actions.
- 16.5 Upon this Scheme becoming effective and upon the payment of cash consideration to the Eligible Members, the equity shares of the Transferor Company, both in demat form and in the physical form, shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date.
- 16.6 The cash consideration payable by the Transferee Company pursuant to Clause 15.2 above in respect of such equity shares of Transferor Company, the allotment or transfer of which is held in abeyance under the provisions of Section 126 of the Act or which the Transferee Company is unable to issue due to non-receipt of relevant approvals or due to Applicable Law shall, pending allotment or settlement of dispute by order of the appropriate court or otherwise, also be kept in abeyance in like manner by the Transferee Company.
- 16.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of the Transferor Company, the Board of the Transferor Company, shall be empowered prior to the Record Date, to effectuate such transfers in the Transferor Company as if such changes in registered holders were operative as on the Record Date, in order to remove any difficulties arising to the transferors of the shares and in relation to the cash consideration to be paid by the Transferee Company pursuant to Clause 15.2 above after the Scheme is effected. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme on account of difficulties faced in the





transition period.

**17. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEREE COMPANY**

- 17.1 Notwithstanding anything to the contrary contained herein, , the Transferee Company shall account for the amalgamation of the Transferor Company in its books of accounts in accordance with 'pooling of interest method' of accounting as laid down in the Appendix C of Indian Accounting Standards (INDAS) 103 – Business Combinations, other accounting principles prescribed under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Act and relevant clarifications issued by Institute of Chartered Accountants of India ("ICAI"). Accordingly, the financial information in the financial statements in respect of the prior periods will be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination and such restatement shall not be considered or treated to be a revision of financial statements in terms of the provisions of Section 131 of the Act.

**18. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY**

- 18.1 As the Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective, hence no accounting treatment is being prescribed under this Scheme in the books of the Transferor Company.

**19. DISSOLUTION WITHOUT WINDING UP**

- 19.1 Upon the Scheme coming into effect, with effect from the Appointed Date, the Transferor Company shall stand dissolved without being wound up by the order of the Competent Authority, or any other act or deed.
- 19.2 The Transferor Company's name shall be removed from the Register of Companies by the Registrar of Companies upon this Scheme becoming effective.



### PART III: GENERAL TERMS AND CONDITIONS

#### 20. APPLICATIONS

- 20.1 The Companies shall make applications and/ or petitions under Sections 230 to 232 and other applicable provisions of the Act to the Competent Authority for approval of the Scheme and all matters ancillary or incidental thereto, as may be necessary to give effect to the terms of the Scheme.
- 20.2 On this Scheme becoming effective, the members of the Companies shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in this Scheme. The Companies shall also make all other necessary applications before the Competent Authority for sanction of this Scheme.
- 20.3 The Companies shall be entitled, pending the effectiveness of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals, as agreed between the Companies, which the Companies may require to effect the transactions contemplated under the Scheme, in any case subject to the terms as may be mutually agreed between the Companies.

#### 21. SCHEME CONDITIONAL UPON

21.1 The Scheme is conditional and is subject to:

- (a) receipt of consents, no-objection letters, approvals by the Transferee Company from the Stock Exchanges in accordance with the LODR Regulations and the SEBI Circulars in respect of the Scheme (prior to filing the Scheme with the Competent Authority), which shall be in form and substance acceptable to the Companies, each acting reasonably and in good faith;
- (b) the Scheme being agreed to (in the manner prescribed herein) by the respective requisite majorities of the various classes of shareholders of the Companies as required under the Act;
- (c) the Scheme being approved by the public shareholders of the Transferee Company through e-voting in terms of Part - I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and the Scheme shall be acted upon only if votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it;
- (d) there having been no interim or final ruling, decree or direction by any Appropriate Authority, which has not been stayed by an appellate authority, which has the effect of prohibiting or making unlawful, the consummation of the proposed Scheme by any of the Companies; and
- (e) the Scheme being sanctioned by the Competent Authority under Sections 230 to 232 of the Act, on terms as originally approved by or with such modifications as are acceptable to the Companies.

#### 22. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF TRANSFEE COMPANY



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## 22.1 Change in Object Clause

- (a) In order to carry on the activities currently being carried on by the Transferor Company in relation to the Undertaking, upon coming into effect of the Scheme, the applicable main objects in the memorandum of association of the Transferor Company shall be added to the matters which are necessary for furtherance of the objects of the memorandum of association of the Transferee Company, to the extent such objects are not already covered in the memorandum of association of the Transferee Company, pursuant to the applicable provisions of the Act.
- (b) Under the accepted principle of single window clearance, it is hereby provided that the amendments pursuant to this Clause 22.1 shall become operative on the Scheme becoming effective by virtue of the fact that the shareholders of the Transferee Company, while approving the Scheme as a whole, have approved and accorded the relevant consents as required under the Act for amendment of the memorandum of association of the Transferee Company and shall not be required to pass separate resolutions under the applicable provisions of the Act.

## 22.2 Increase of Authorised Share Capital

- (a) As an integral part of the Scheme, and, upon coming into effect of the Scheme, the authorised share capital of the Transferor Company shall stand merged with the authorized share capital representing the ordinary shares of the Transferee Company and consequently, the authorized share capital of the Transferee Company shall stand suitably increased, without any further act, instrument or deed.
- (b) Clause V of the Memorandum of Association of the Transferee Company (relating to authorised share capital) and without any further instrument, act or deed be stand altered, modified and amended pursuant to Sections 13, 14, 61, 62 and 64 and other applicable provisions of the Act.
- (c) Pursuant to this Scheme, the Transferee Company shall file the requisite forms, if any, with the Registrar of Companies for alteration of its authorized share capital. The fee paid by the Transferor Company on its authorised capital, shall be set off against any fees payable by the Transferee Company on its authorised capital subsequent to the amalgamation and dissolution of the Transferor Company.
- (d) Under the accepted principle of single window clearance, it is hereby provided that the amendments pursuant to this Clause 22.2 shall become operative on the Scheme becoming effective by virtue of the fact that the shareholders of the Transferee Company, while approving the Scheme as a whole, have approved and accorded the relevant consents as required under the Act for amendment of the memorandum of association of Transferee Company and shall not be required to pass separate resolutions under the applicable provisions of the Act.

## 23. MODIFICATIONS



- 23.1 The Companies (acting through their respective Boards or committees or such other person or persons, as the respective Board of Directors may authorize) may, in their full and absolute discretion, jointly and as mutually agreed in writing:
- (a) assent/ make and/ or consent to any modifications or amendments to this Scheme, or to any conditions or limitations as may be mutually agreed and which the Competent Authority and/or any other authorities may deem fit to direct or impose, and/or effect any other modification or amendment, and to do all acts, deeds and things which may otherwise be considered necessary or desirable or appropriate for settling any question or doubt or difficulty that may arise for implementing and / or carrying out this Scheme;
  - (b) take such steps and do all such acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and give such directions (acting jointly) as to resolve any doubts, difficulties or questions, arising under this Scheme or Implementation thereof or in any matter whatsoever connected therewith (including any question or difficulty arising in connection with any insolvent or deceased shareholders, debenture holders, depositors of the respective Companies), whether by reason of any order(s) of the Competent Authority or of any direction or orders of any other Appropriate Authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith, or to review the position relating to the satisfaction of the various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under the law);
  - (c) modify or vary this Scheme prior to the Effective Date in any manner at any time subject to Applicable Law; and
  - (d) determine jointly whether any asset, liability, employee, legal or other proceedings pertains to the Transferor Company or not, on the basis of any evidence that they may deem relevant for this purpose.
- 23.2 In case, post approval of the Scheme by the Competent Authority, there is any confusion in interpreting any Clause of this Scheme, or otherwise, the Board of Directors of the respective Companies shall have complete power to mutually take the most sensible interpretation so as to render the Scheme operational.
24. **Effect of non-receipt of Approvals**
- 24.1 The Scheme shall not come into effect unless the aforementioned conditions mentioned in Clause 21.1 above are satisfied and in such an event, the Scheme shall become null and void. Unless each of the conditions are satisfied, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Companies or their respective shareholders or creditors or employees or any other person.
- 24.2 In the event of this Scheme failing to take effect, the Board of Directors of any of the Companies may opt to terminate this Scheme and the Scheme shall stand revoked, cancelled and be of no effect and any of the Companies, if required, may file appropriate proceedings before the Competent Authority in this respect.
- 24.3 Upon the termination of the Scheme, no rights and liabilities whatsoever shall accrue to or be



incurred *inter-se* between the Companies or their shareholders or creditors or employees or any other person.

**25. Conflict between Scheme and other arrangement**

25.1 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Companies and their respective shareholders and the terms and conditions of this Scheme, the latter shall prevail.

**26. Removal of Difficulties**

26.1 The Companies through mutual consent and acting through their respective Boards, jointly and as mutually agreed in writing may:

- (a) give such directions (acting jointly) and agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions arising under this Scheme, whether by reason of any orders of the Competent Authority or of any directive or orders of any Appropriate Authority, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any manner whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those to the extent permissible under Applicable Law; and/or
- (b) do all such acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.

26.2 Without prejudice to the other provisions of the Scheme and notwithstanding the vesting of the Undertaking into the Transferee Company by virtue of the Scheme itself, in order to ensure (i) implementation of the provisions of the Scheme; and (ii) continued vesting of the benefits, exemptions available to the Transferor Company in favour of the Transferee Company, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under Applicable Law or otherwise, execute deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement in relation to which the Transferor Company has been a party, including any filings with the regulatory authorities in order to give formal effect to the above provisions and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company.

**27. Severability**

27.1 If any part of this Scheme hereof is invalid, ruled illegal by Competent Authority or any court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Companies that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to either of the Companies, in which case the Companies, acting through their respective Boards of Directors, shall attempt to bring about a modification in the Scheme, as will best preserve for the Companies the benefits and obligations of the Scheme





including but not limited to such part, which is invalid, ruled illegal or rejected by the Competent Authority or any court of competent jurisdiction, or unenforceable under present or future Applicable Laws.

28. Upon the sanction of this Scheme and upon this Scheme becoming effective, the following shall be deemed to have occurred on the Appointed Date and become effective and operative only in the sequence and in the order mentioned hereunder:
- (a) amalgamation of the Undertaking into the Transferee Company in accordance with Part II of the Scheme;
  - (b) cancellation of all the issued share capital of the Transferor Company which shall be affected as a part of the Scheme and not in accordance with Section 66 of the Act and payment to all the shareholders of the Transferor Company (other than the Transferee Company) cash consideration as per the approved valuation report, without any further act, instrument or deed, in accordance with Part II of this Scheme;
  - (c) transfer of the authorised share capital of the Transferor Company to the Transferee Company as provided in Part III of this Scheme, and consequential increase in the authorised share capital of the Transferee Company as provided in Part III of this Scheme; and
  - (d) dissolution of the Transferor Company, without winding up.
29. Upon this Scheme becoming effective, the accounts of the Companies, as on the Appointed Date shall be reconstructed in accordance with the terms of this Scheme.
30. All costs, charges expenses (including, but not limited to, any taxes and duties, stamp duty, registration charges, etc.), of the Transferor Company and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental shall be borne by the Transferee Company.
31. Upon the Scheme coming into effect, with effect from the Appointed Date, the resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company. If any such resolutions have any monetary limits approved as per the provisions of the Act, or any other applicable statutory provisions, then such limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.
32. Upon this Scheme becoming effective, the Transferee Company shall be entitled to occupy and use all premises, whether owned, leased or licensed, relating to the Transferor Company until the transfer of the rights and obligations of the Transferor Company to the Transferee Company under this Scheme is formally accepted by the parties concerned.
33. Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Company and realise all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Company in the name of the



Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme is formally accepted by the parties concerned.

34. The Companies shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority, if required, under any law for such consents and approvals which the Transferee Company may require to carry on the business of the Transferor Company.
35. The provisions contained in this Scheme are inextricably inter-linked and the Scheme constitutes an integral whole. The Scheme would be given effect to only if it is approved in its entirety unless specifically agreed otherwise by the respective Board of Directors of the Transferor Company and the Transferee Company or any committee constituted by such Boards.
36. The Companies shall be at liberty to withdraw this Scheme at any time as may be mutually agreed by the respective Board of Directors of the Companies prior to the Effective Date. In such a case, each of the Companies shall respectively bear their own cost or as may be mutually agreed. It is hereby clarified that notwithstanding anything to the contrary contained in this Scheme, any one of the Companies shall not be entitled to withdraw the Scheme unilaterally: (a) without the prior written consent of the other Company; or (b) unless such withdrawal is in accordance with any written agreement entered into between the Companies.

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## Price Waterhouse & Co Chartered Accountants LLP

### INDEPENDENT AUDITOR'S REPORT

#### To the Board of Directors of Tata Steel Limited

#### Report on the Audit of Standalone Financial Results

#### Opinion

1. We have audited the standalone annual financial results of Tata Steel Limited (hereinafter referred to as the "Company") for the year ended March 31, 2023 and the standalone statement of assets and liabilities and the standalone statement of cash flows as at and for the year ended on that date (the "Standalone Financial Results" comprising of Standalone Statement of Profit and Loss for the quarter/ twelve months ended on 31<sup>st</sup> March 2023 Standalone Balance Sheet as at 31<sup>st</sup> March 2023 and Standalone Statement of Cash Flows for the year ended on 31<sup>st</sup> March 2023), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial results:
  - (i) are presented in accordance with the requirements of Regulation 33 and Regulation 52 of the Listing Regulations in this regard; and
  - (ii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the Company for the year ended March 31, 2023 and the standalone statement of assets and liabilities and the standalone statement of cash flows as at and for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Results' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matter

4. We draw your attention to Note 4 to the standalone financial results which states that the ability of the Tata Steel Europe (TSE), the step-down subsidiary of T Steel Holdings Pte. Ltd. (TSH), a subsidiary of the Company, to continue as a going concern is dependent on the outcome of measures taken as stated therein and the availability of future funding requirements, which may have a consequential impact on the carrying amount of investment of Rs. 19,684.89 crores in TSH as at March 31, 2023.

Our Opinion is not modified in respect of the above matter.

#### Board of Directors' Responsibilities for the Standalone Financial Results

5. These Standalone financial results have been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these standalone financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company and the standalone statement of assets and liabilities and the standalone statement of cash flows in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing

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Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP number 304026E/LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E. 300009 (ICAI registration number before conversion was 304026E)





# Price Waterhouse & Co Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT  
To the Board of Directors of Tata Steel Limited  
Report on the Standalone Financial Results  
Page 2 of 3

Regulations. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the standalone financial results by the Directors of the Company, as aforesaid.

6. In preparing the standalone financial results, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. The Board of Directors of the Company are responsible for overseeing the financial reporting process of the Company.

## Auditor's Responsibilities for the Audit of the Standalone Financial Results

8. Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
  - Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



# Price Waterhouse & Co Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT  
To the Board of Directors of Tata Steel Limited  
Report on the Standalone Financial Results  
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- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Other Matters

11. The Standalone Financial Results include the results for the quarter ended March 31, 2023 being the balancing figures between the audited figures in respect of the full financial year and the published audited year to date figures up to the third quarter of the current financial year. The figures for the quarter ended March 31, 2023 are neither subject to limited review nor audited by us.
12. The standalone annual financial results dealt with by this report has been prepared for the express purpose of filing with National Stock Exchange of India Limited and BSE Limited. These results are based on and should be read with the audited standalone financial statements of the Company for the year ended March 31, 2023 on which we issued an unmodified audit opinion vide our report dated May 2, 2023.

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration Number: 304026E/ E-300009



Subramanian Vivek  
Partner  
Membership Number: 100332  
UDIN:23100332BGVTL5217

Mumbai  
May 2, 2023



# Price Waterhouse & Co Chartered Accountants LLP

## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Tata Steel Limited

### Report on the Audit of Consolidated Financial Results

#### Opinion

1. We have audited the consolidated annual financial results of Tata Steel Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associate companies and jointly controlled entities for the year ended March 31, 2023 and the consolidated statement of assets and liabilities and the consolidated statement of cash flows as at and for the year ended on that date (the "Consolidated Financial Results" comprising of Consolidated Statement of Profit and Loss for the quarter/twelve months ended on 31<sup>st</sup> March 2023, Consolidated Balance Sheet as at 31<sup>st</sup> March 2023 and Consolidated Statement of Cash Flows for the year ended on 31<sup>st</sup> March 2023), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited financial statements /special purpose financial information of the subsidiaries, associate companies and jointly controlled entities, the aforesaid Consolidated Financial Results:
  - (i) include the Consolidated Financial Results of the Holding Company and the entities as listed in Annexure A;
  - (ii) are presented in accordance with the requirements of Regulation 33 and Regulation 52 of the Listing Regulations in this regard; and
  - (iii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the Group, its associate companies and jointly controlled entities for the year ended March 31, 2023 and the consolidated statement of assets and liabilities and the consolidated statement of cash flows as at and for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Results' section of our report. We are independent of the Group, its associate companies and jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in paragraph 12 of the Other Matter section below, other than the unaudited financial statements/special purpose financial information as certified by the management and referred to in paragraph 13 of the Other Matter section below and financial information not available as referred to in paragraph 14 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

#### Material Uncertainty Related to Going Concern

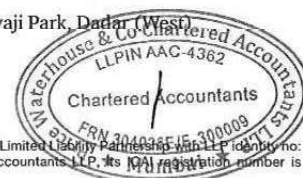
4. Our opinion is not modified in respect of the following Material Uncertainty Relating to Going Concern that has been communicated to us by the auditors of Tata Steel Europe Limited, a subsidiary of the Holding Company, vide their audit report dated April 30, 2023:

"Without modifying our opinion on the special purpose financial information, we have considered the adequacy of the disclosure concerning the entity's ability to continue as a going concern. Tata Steel Europe Limited, via its UK business, has received a letter of support from T S Global Holdings Pte. Ltd. to either refinance or repay its Revolving Credit Facility and uncommitted facilities due to expire on or before June 2024. T S Global Procurement Company Pte. Ltd. has also provided a letter of support to the UK business for access to £300m of additional working capital, which is more than estimated to be required under a severe but plausible downside scenario over

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Mumbai - 400 028  
T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Plot No. 56 & 57, Block DN, Sector-V, Salt Lake, Kolkata - 700 091

Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership Firm) on July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its LLPIN registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)



## Price Waterhouse & Co Chartered Accountants LLP

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To the Board of Directors of Tata Steel Limited  
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the next twelve months. The letters state that they represent present policy, are given by way of comfort only and are not to be construed as constituting a promise as to the future conduct of the entities or Tata Steel Limited. Accordingly, there can be no certainty that the funds required by Tata Steel Europe Limited will be made available. These conditions, along with the other matters explained in the special purpose financial information, indicate the existence of a material uncertainty which may cast significant doubt about the entity's ability to continue as a going concern. The special purpose financial information does not include the adjustments that would result if the entity were unable to continue as a going concern."

Refer Note 4 to the Consolidated Financial Results in this regard.

### Board of Directors' Responsibilities for the Consolidated Financial Results

5. These consolidated financial results have been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group including its associate companies and jointly controlled entities and the consolidated statement of assets and liabilities and the consolidated statement of cash flows in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. The respective Board of Directors of the companies included in the Group and of its associate companies and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associate companies and jointly controlled entities and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Holding Company, as aforesaid.
6. In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group and of its associate companies and jointly controlled entities are responsible for assessing the ability of the Group and its associate companies and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group and its associate companies and jointly controlled entities or to cease operations, or has no realistic alternative but to do so.
7. The respective Board of Directors of the companies included in the Group and of its associate companies and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associate companies and jointly controlled entities.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Results

8. Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material





## Price Waterhouse & Co Chartered Accountants LLP

### INDEPENDENT AUDITOR'S REPORT

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misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls. (Refer paragraph 16 below).
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
  - Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate companies and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate companies and jointly controlled entities to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial results/ special purpose financial information of the entities within the Group and its associate companies and jointly controlled entities to express an opinion on the consolidated financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
10. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
11. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

#### Other Matters

12. We did not audit the financial statements / special purpose financial information of twelve subsidiaries included in the Consolidated Financial Results, whose financial statements / special purpose financial information reflect total assets of Rs. 98,425.66 crore and net assets of Rs. 35,811.96 crore as at March 31, 2023, total revenues of Rs. 100,659.13 crore, total net (loss) after tax of Rs. (4,037.90) crore, total comprehensive income (comprising of loss and other comprehensive income) of Rs. (14,769.69) crore and net cash flows of Rs. 2,965.12 crore for the year ended March 31, 2023, as considered in the Consolidated Financial Results. The consolidated financial statements/ special purpose financial information of these subsidiaries also include their stepdown associate companies and jointly controlled entities constituting Rs. 8.28 crore and Rs. 15.95 crore respectively of the Group's share of total comprehensive income for the year ended March 31, 2023. The Consolidated Financial Results also include the Group's share of total comprehensive income (comprising of profit and other comprehensive income) of Rs. 30.19 crore for the year ended March 31, 2023 as considered in the Consolidated Financial Results, in respect of one jointly controlled entity, whose financial statements/ special purpose financial information have not been audited



## Price Waterhouse & Co Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT  
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by us. These financial statements / special purpose financial information have been audited by other auditors whose reports have been furnished to us by the other auditors/ Management and our opinion on the Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associate companies and jointly controlled entities, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 11 above.

13. The Consolidated Financial Results includes the unaudited financial statements/ special purpose financial information of eighteen subsidiaries, whose unaudited financial statements/ special purpose financial information reflect total assets of Rs. 9,615.76 crore and net assets of Rs. 5,000.14 crore as at March 31, 2023, total revenue of Rs. 742.53 crore, total net profit after tax of Rs. 37.91 crore, and total comprehensive income (comprising of profit and other comprehensive income) of Rs. 360.19 crore and net cash flows of Rs. (37.86) crore for the year ended March 31, 2023, as considered in the Consolidated Financial Results. The Consolidated Financial Results also include the Group's share of net profit after tax and total comprehensive income of Rs. 4.59 crore and Rs. (2.36) crore respectively for the year ended March 31, 2023, as considered in the Consolidated Financial Results, in respect of four associate companies and three jointly controlled entities, whose financial statements / special purpose financial information have not been audited by us. These financial statements/ special purpose financial information are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associate companies and jointly controlled entities, is based solely on such unaudited financial statements/ special purpose financial information. In our opinion and according to the information and explanations given to us by the Management, these unaudited financial statements / special purpose financial information are not material to the Group.
14. In the case of one subsidiary, three associate companies and one jointly controlled entity, the financial statements/ special purpose financial information for the year ended March 31, 2023 is not available. In absence of the aforesaid financial statements/ special purpose financial information, the financial statements/ special purpose financial information in respect of aforesaid subsidiaries and the Group's share of total comprehensive income of these associate companies and jointly controlled entities for the year ended March 31, 2023 have not been included in the Consolidated Financial Results. In our opinion and according to the information and explanations given to us by the Management, these financial statements/ special purpose financial information are not material to the Group.  
  
Our opinion on the Consolidated Financial Results is not modified in respect of the matters set out in paragraphs 12, 13 and 14 above.
15. The Consolidated Financial Results include the results for the quarter ended March 31, 2023 being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year. The figures for the quarter ended March 31, 2023 are neither subject to limited review nor audited by us.
16. The Consolidated annual Financial Results dealt with by this report have been prepared for the express purpose of filing with National Stock Exchange of India Limited and BSE Limited. These results are based on and should be read with the audited consolidated financial statements of the Group, its associate companies and jointly controlled entities, for the year ended March 31, 2023 on which we have issued an unmodified audit opinion vide our report dated May 2, 2023.

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration Number: 304026E/ E-300009



Subramanian Vivek  
Partner  
Membership Number: 100332  
UDIN: 23100332BGVYM4257  
Mumbai  
May 2, 2023



## Price Waterhouse & Co Chartered Accountants LLP

### List of entities:

Sl. No	Name of the Company
<b>A.</b>	<b>Subsidiaries (Direct)</b>
1	ABJA Investment Co. Ptc. Ltd.
2	Indian Steel & Wire Products Ltd.
3	Tata Steel Utilities and Infrastructure Services Limited
4	Mohar Export Services Pvt. Ltd
5	Rujuvalika Investments Limited
6	Tata Steel Mining Limited
7	Tata Korf Engineering Services Ltd.
8	Tata Metaliks Limited
9	Tata Steel Long Products Limited
10	T Steel Holdings Pte. Ltd.
11	Tata Steel Downstream Products Limited
12	Tayo Rolls Limited *
13	The Tinplate Company of India Limited
14	Tata Steel Foundation
15	Jamshedpur Football and Sporting Private Limited
16	Bhubaneshwar Power Private Limited
17	Creative Port Development Private Limited
18	Angul Energy Limited
19	Tata Steel Support Services Limited (formerly Bhushan Steel (Orissa) Ltd.)
20	Bhushan Steel (South) Ltd.
21	Tata Steel Technical Services Limited (formerly Bhushan Steel (Madhya Bharat) Ltd.)
22	Bhushan Steel (Australia) PTY Ltd.
23	S & T Mining Company Limited
24	Medica TS Hospital Pvt. Ltd.
25	Tata Steel Advanced Materials Limited (formerly Tata Steel Odisha Limited)
<b>B.</b>	<b>Subsidiaries (Indirect)</b>
1	Haldia Water Management Limited
2	Kalimati Global Shared Services Limited
3	Tata Steel Special Economic Zone Limited
4	Tata Pigments Limited
5	Adityapur Toll Bridge Company Limited
6	Neelachal Ispat Nigam Limited
7	Ceramit Private Limited
8	Tata Steel TABB Limited
9	T S Global Holdings Pte. Ltd.
10	Orchid Netherlands (No.1) B.V.
11	The Siam Industrial Wire Company Ltd.
12	TSN Wires Co., Ltd.
13	Tata Steel Europe Limited
14	Apollo Metals Limited
15	British Steel Corporation Limited
16	British Steel Directors (Nominees) Limited
17	British Steel Nederland International B.V.
18	C V Benine
19	Catnic GmbH
20	Catnic Limited
21	Tata Steel Mexico SA de CV
22	Cogent Power Limited





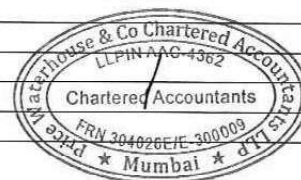
## Price Waterhouse & Co Chartered Accountants LLP

B.	Subsidiaries (Indirect)
23	Corbeil Les Rives SCI
24	Corby (Northants) & District Water Company Limited
25	Corus CNBV Investments
26	Corus Engineering Steels (UK) Limited
27	Corus Engineering Steels Limited
28	Corus Group Limited
29	Corus Holdings Limited
30	Corus International (Overseas Holdings) Limited
31	Corus International Limited
32	Corus International Romania SRL.
33	Corus Investments Limited
34	Corus Ireland Limited
35	Corus Liaison Services (India) Limited
36	Corus Management Limited
37	Corus Property
38	Corus UK Healthcare Trustee Limited
39	Crucible Insurance Company Limited
40	Degels GmbH
41	Dcmka B.V.
42	00026466 Limited (Formerly known as Firsteel Group Limited)
43	Fischer Profil GmbH
44	Gamble Simms Metals Limited
45	H E Samson Limited
46	Hadfields Holdings Limited
47	Halmstad Steel Service Centre AB
48	Hille & Muller GmbH
49	Hille & Muller USA Inc.
50	Hoogovens USA Inc.
51	Huizenbezit "Breesaap" B.V.
52	Inter Metal Distribution SAS
53	Layde Steel S.L.
54	London Works Steel Company Limited
55	Montana Bausysteme AG
56	Naantali Steel Service Centre OY
57	Norsk Stal Tynnplater AS
58	Norsk Stal Tynnplater AB
59	Orb Electrical Steels Limited
60	Oremco Inc.
61	Rafferty-Brown Steel Co Inc Of Conn.
62	S A B Profiel B.V.
63	S A B Profiel GmbH
64	Service Center Gelsenkirchen GmbH
65	Service Centre Maastricht B.V.
66	Societe Europeenne De Galvanisation (Segal) Sa
67	Staalverwerking en Handel B.V.
68	Surahammar Bruks AB
69	Swinden Housing Association Limited
70	Tata Steel Belgium Packaging Steels N.V.
71	Tata Steel Belgium Services N.V.



## Price Waterhouse & Co Chartered Accountants LLP

B.	Subsidiaries (Indirect)
72	Tata Steel Denmark Byggsystemer A/S
73	Tata Steel France Holdings SAS
74	Tata Steel Germany GmbH
75	Tata Steel Jmuiden BV
76	Tata Steel International (Americas) Holdings Inc
77	Tata Steel International (Americas) Inc
78	Tata Steel International (Czech Republic) S.R.O
79	Tata Steel International (France) SAS
80	Tata Steel International (Germany) GmbH
81	Tata Steel International (South America) Representações LTDA
82	Tata Steel International (Italia) SRL
83	Tata Steel International (Middle East) FZE
84	Tata Steel International (Nigeria) Ltd.
85	Tata Steel International (Poland) sp Zoo
86	Tata Steel International (Sweden) AB
87	Tata Steel International (India) Limited
88	Tata Steel International Iberica SA
89	Tata Steel Istanbul Metal Sanayi ve Ticaret AS
90	Tata Steel Maubeuge SAS
91	Tata Steel Nederland BV
92	Tata Steel Nederland Consulting & Technical Services BV
93	Tata Steel Nederland Services BV
94	Tata Steel Nederland Technology BV
95	Tata Steel Nederland Tubes BV
96	Tata Steel Netherlands Holdings B.V.
97	Tata Steel Norway Byggsystemer A/S
98	Tata Steel Sweden Byggsystem AB
99	Tata Steel UK Consulting Limited
100	Tata Steel UK Holdings Limited
101	Tata Steel UK Limited
102	Tata Steel USA Inc.
103	The Newport And South Wales Tube Company Limited
104	Thomas Processing Company
105	Thomas Steel Strip Corp.
106	TS South Africa Sales Office Proprietary Limited
107	Tulip UK Holdings (No.2) Limited
108	Tulip UK Holdings (No.3) Limited
109	UK Steel Enterprise Limited
110	Unitol SAS
111	Fischer Profil Produktions -und-Vertriebs - GmbH
112	Al Rimal Mining LLC
113	TSMUK Limited
114	Tata Steel Minerals Canada Limited
115	T S Canada Capital Ltd
116	Tata Steel International (Shanghai) Ltd.
117	Tata Steel (Thailand) Public Company Ltd.
118	Tata Steel Manufacturing (Thailand) Public Company Limited
119	The Siam Construction Steel Co. Ltd.
120	The Siam Iron And Steel (2001) Co. Ltd.
121	T S Global Procurement Company Pte. Ltd.
122	Bowen Energy PTY Ltd.
123	Bowen Coal PTY Ltd.
124	Bowen Consolidated PTY Ltd.
125	Subarnarekha Port Private Limited



## Price Waterhouse & Co Chartered Accountants LLP

<b>C.</b>	<b>Jointly Controlled Entities (Direct)</b>
1	mjunction services limited
2	Tata NYK Shipping Pte Ltd.
3	TM International Logistics Limited
4	Industrial Energy Limited
5	Andal East Coal Company Pvt. Ltd.

<b>D.</b>	<b>Jointly Controlled Entities (Indirect)</b>
1	Tata BlueScope Steel Private Limited
2	Jamshedpur Continuous Annealing & Processing Company Private Limited
3	Naba Diganta Water Management Limited
4	Jamipol Limited
5	Nicco Jubilee Park Limited *
6	Himalaya Steel Mills Services Private Limited
7	Laura Metaal Holding B.V.
8	Ravenscraig Limited
9	Tata Steel Ticaret AS
10	Texturing Technology Limited
11	Air Products Llanwern Limited
12	Hoogovens Court Roll Service Technologies VOF
13	Minas De Benga (Mauritius) Limited
14	BlueScope Lysaght Lanka (Pvt) Ltd
15	Tata NYK Shipping (India) Pvt. Ltd.
16	International Shipping and Logistics FZE
17	TKM Global China Limited
18	TKM Global GmbH
19	TKM Global Logistics Limited

<b>E.</b>	<b>Associates (Direct)</b>
1	Kalinga Aquatics Ltd *
2	Kumardhubi Fireclay & Silica Works Ltd.
3	Kumardhubi Metal Casting and Engineering Limited
4	Strategic Energy Technology Systems Private Limited
5	Tata Construction & Projects Ltd.
6	TRF Limited
7	Malusha Travels Pvt Ltd.
8	Bhushan Capital & Credit Services Private Limited *
9	Jawahar Credit & Holdings Private Limited *

<b>F.</b>	<b>Associates (Indirect)</b>
1	European Profiles (M) Sdn. Bhd.
2	GietWalsOnderhoudCombinatie B.V.
3	Hoogovens Gan Multimedia S.A. De C.V.
4	ISSB Limited
5	Wupperman Staal Nederland B.V.
6	9336-0634 Québec Inc
7	TRF Singapore Pte Limited
8	TRF Holding Pte Limited
9	Dutch Lanka Trailer Manufacturers Limited
10	Dutch Lanka Engineering (Private) Limited
11	Fabsec Limited

\* Not consolidated as the financial information is not available.



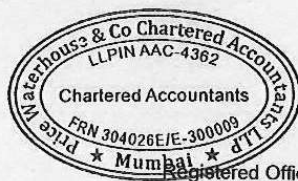




Standalone Statement of Profit and Loss for the quarter/twelve months ended on 31st March 2023

Particulars	Quarter ended on 31.03.2023	Quarter ended on 31.12.2022	Quarter ended on 31.03.2022	Financial year ended on 31.03.2023	Financial year ended on 31.03.2022
	Audited	Audited	Audited	Audited	Audited
<b>1 Revenue from operations</b>					
a) Gross sales / income from operations	33,798.07	30,121.07	36,245.50	1,27,466.52	1,27,681.40
b) Other operating revenues	477.18	344.22	435.43	1,540.10	1,339.95
<b>Total revenue from operations [ 1(a) + 1(b) ]</b>	<b>34,275.25</b>	<b>30,465.29</b>	<b>36,680.93</b>	<b>1,29,006.62</b>	<b>1,29,021.35</b>
<b>2 Other income</b>	<b>665.27</b>	<b>906.95</b>	<b>506.16</b>	<b>3,325.48</b>	<b>1,452.02</b>
<b>3 Total Income [ 1 + 2 ]</b>	<b>34,940.52</b>	<b>31,372.24</b>	<b>37,187.09</b>	<b>1,32,332.10</b>	<b>1,30,473.37</b>
<b>4 Expenses</b>					
a) Cost of materials consumed	10,948.76	12,676.57	11,438.30	54,011.50	35,256.98
b) Purchases of stock-in-trade	2,260.32	1,921.44	1,208.41	7,467.30	4,089.03
c) Changes in inventories of finished and semi-finished goods, stock-in-trade and work-in-progress	1,470.57	451.24	1,825.56	(1,142.06)	(1,820.87)
d) Employee benefits expense	1,819.53	1,609.79	1,723.17	6,616.29	6,365.80
e) Finance costs	1,038.37	1,073.25	645.59	3,792.14	2,792.08
f) Depreciation and amortisation expense	1,371.17	1,370.54	1,379.78	5,434.61	5,463.69
g) Other expenses	9,645.85	8,646.56	8,251.24	34,351.62	34,000.56
<b>Total expenses [ 4(a) to 4(g) ]</b>	<b>28,554.57</b>	<b>27,749.39</b>	<b>26,472.05</b>	<b>1,10,531.40</b>	<b>86,147.27</b>
<b>5 Profit / (Loss) before exceptional items &amp; tax [ 3 - 4 ]</b>	<b>6,385.95</b>	<b>3,622.85</b>	<b>10,715.04</b>	<b>21,800.70</b>	<b>44,326.10</b>
<b>6 Exceptional items :</b>					
a) Profit / (loss) on sale of non-current investments	338.56	-	-	338.56	343.68
b) Provision for impairment of investments / doubtful advances (net)	(1,044.00)	-	(95.10)	(1,056.39)	(93.22)
c) Employee separation compensation	4.58	(7.22)	(31.09)	(91.94)	(330.81)
d) Restructuring and other provisions	-	-	-	-	(204.84)
e) Gain / (loss) on non-current investments classified as fair value through profit and loss (net)	1.88	1.65	49.74	30.99	49.74
<b>Total exceptional items [ 6(a) to 6(e) ]</b>	<b>(698.98)</b>	<b>(5.57)</b>	<b>(76.45)</b>	<b>(778.78)</b>	<b>(235.45)</b>
<b>7 Profit / (Loss) before tax [ 5 + 6 ]</b>	<b>5,686.97</b>	<b>3,617.28</b>	<b>10,638.59</b>	<b>21,021.92</b>	<b>44,090.65</b>
<b>8 Tax Expense</b>					
a) Current tax	1,449.82	917.15	2,844.88	4,928.05	11,611.94
b) Deferred tax	216.29	(5.00)	(45.75)	598.76	(532.47)
<b>Total tax expense [ 8(a) + 8(b) ]</b>	<b>1,666.11</b>	<b>912.15</b>	<b>2,799.13</b>	<b>5,526.81</b>	<b>11,079.47</b>
<b>9 Net Profit / (Loss) for the period [ 7 - 8 ]</b>	<b>4,020.86</b>	<b>2,705.13</b>	<b>7,839.46</b>	<b>15,495.11</b>	<b>33,011.18</b>
<b>10 Other comprehensive income</b>					
A (i) Items that will not be reclassified to profit or loss	149.53	0.42	349.10	87.45	662.49
(ii) Income tax relating to items that will not be reclassified to profit or loss	(49.51)	(4.36)	(74.08)	(48.05)	(69.79)
B (i) Items that will be reclassified to profit or loss	(45.79)	(31.76)	97.11	81.17	136.57
(ii) Income tax relating to items that will be reclassified to profit or loss	11.53	13.03	(24.44)	(20.50)	(34.37)
<b>Total other comprehensive income</b>	<b>65.76</b>	<b>(42.67)</b>	<b>347.69</b>	<b>100.37</b>	<b>694.90</b>
<b>11 Total Comprehensive Income for the period [ 9 + 10 ]</b>	<b>4,086.62</b>	<b>2,662.46</b>	<b>8,187.15</b>	<b>15,595.48</b>	<b>33,706.08</b>
<b>12 Paid-up equity share capital [Face value ₹ 1 per share]</b>	<b>1,222.40</b>	<b>1,222.37</b>	<b>1,222.37</b>	<b>1,222.40</b>	<b>1,222.37</b>
<b>13 Paid-up debt capital</b>				<b>15,058.49</b>	<b>13,674.99</b>
<b>14 Reserves excluding revaluation reserves</b>				<b>1,33,575.11</b>	<b>1,24,211.39</b>
<b>15 Securities premium reserve</b>				<b>31,290.24</b>	<b>31,288.89</b>
<b>16 Earnings per equity share</b>					
Basic earnings per share (not annualised) - in Rupees (after exceptional items)	3.29	2.21	6.41	12.68	27.03
Diluted earnings per share (not annualised) - in Rupees (after exceptional items)	3.29	2.21	6.41	12.67	27.01

(a) Paid up debt capital represents debentures



**TATA STEEL LIMITED**

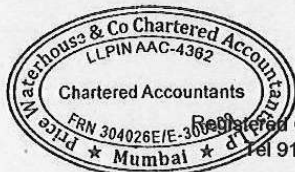
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Standalone Balance Sheet as at 31st March 2023

Particulars	₹ Crore	
	As at 31.03.2023 Audited	As at 31.03.2022 Audited
<b>A ASSETS</b>		
(1) Non-current assets		
(a) Property, plant and equipment	84,942.31	87,946.22
(b) Capital work-in-progress	21,091.92	14,159.32
(c) Right-of-use assets	5,480.11	5,538.18
(d) Goodwill	3.22	-
(e) Other intangible assets	760.65	806.03
(f) Intangible assets under development	514.96	382.64
(g) Financial assets		
(i) Investments	44,138.90	43,401.43
(ii) Loans	32,779.08	30,195.27
(iii) Derivative assets	403.40	133.21
(iv) Other financial assets	2,263.36	1,211.81
(h) Non-current tax assets (net)	4,145.27	3,620.76
(i) Other assets	3,318.72	3,301.78
<b>Sub-total - Non current assets</b>	<b>1,99,841.90</b>	<b>1,90,696.65</b>
(2) Current assets		
(a) Inventories	20,795.56	19,942.94
(b) Financial assets		
(i) Investments	2,050.40	96.11
(ii) Trade receivables	3,351.72	3,280.30
(iii) Cash and cash equivalents	858.98	2,671.59
(iv) Other balances with banks	218.35	183.70
(v) Loans	3,191.21	2,368.01
(vi) Derivative assets	82.21	89.54
(vii) Other financial assets	760.96	718.30
(c) Other assets	2,640.13	1,939.08
<b>Sub-total - Current assets</b>	<b>33,949.52</b>	<b>31,189.57</b>
<b>TOTAL - ASSETS</b>	<b>2,33,791.42</b>	<b>2,21,886.22</b>
<b>B EQUITY AND LIABILITIES</b>		
(1) Equity		
(a) Equity share capital	1,222.40	1,222.37
(b) Other equity	1,33,575.11	1,24,211.39
<b>Sub-total - Total Equity</b>	<b>1,34,797.51</b>	<b>1,25,433.76</b>
(2) Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	30,880.89	20,290.81
(ii) Lease liabilities	3,649.33	3,726.90
(iii) Derivative liabilities	-	10.18
(iv) Other financial liabilities	928.81	883.23
(b) Provisions	2,555.25	2,685.00
(c) Retirement benefit obligations	1,979.33	2,315.91
(d) Deferred income	0.35	0.74
(e) Deferred tax liabilities (net)	8,684.15	8,087.57
(f) Other liabilities	3,878.50	4,887.29
<b>Sub-total - Non current liabilities</b>	<b>52,556.61</b>	<b>42,887.63</b>
(3) Current liabilities		
(a) Financial liabilities		
(i) Borrowings	7,298.12	11,984.66
(ii) Lease liabilities	544.05	522.14
(iii) Trade payables		
(a) Total outstanding dues of micro and small enterprises	791.87	678.20
(b) Total outstanding dues of creditors other than micro and small enterprises	17,290.53	20,412.94
(iv) Derivative liabilities	65.58	81.48
(v) Other financial liabilities	5,806.15	5,137.54
(b) Provisions	1,080.94	1,082.42
(c) Retirement benefit obligations	109.51	114.99
(d) Deferred income	9.81	67.84
(e) Current tax liabilities (net)	1,714.98	1,079.69
(f) Other liabilities	11,725.76	12,502.93
<b>Sub-total - Current liabilities</b>	<b>46,437.30</b>	<b>53,664.83</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>2,33,791.42</b>	<b>2,21,886.22</b>



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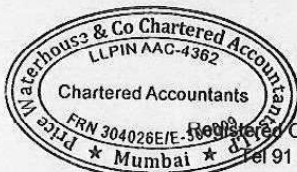


Standalone Statement of Cash Flows for the year ended on 31st March 2023

₹ Crore

Particulars	Financial year ended on 31.03.2023		Financial year ended on 31.03.2022	
	Audited		Audited	
<b>(A) Cash flows from operating activities:</b>				
Profit before tax		21,021.92		44,090.65
Adjustments for:				
Depreciation and amortisation expense	5,434.61		5,463.69	
Dividend income	(285.38)		(243.92)	
(Gain) loss on sale of property, plant and equipment including intangible assets (net of loss on assets scrapped/written off)	68.00		(17.38)	
Exceptional (income) expenses	778.78		235.45	
(Gain) loss on cancellation of forwards, swaps and options	0.58		(39.05)	
Interest income and income from current investments	(2,852.86)		(1,125.57)	
Finance costs	3,792.14		2,792.08	
Foreign exchange (gain) loss	(2,542.96)		(851.60)	
Other non-cash items	(50.05)		2.25	
		4,342.86		6,216.05
<b>Operating profit before changes in non-current/current assets and liabilities</b>		<b>25,364.78</b>		<b>50,306.70</b>
Adjustments for:				
Non-current/current financial and other assets	(679.28)		(1,119.44)	
Inventories	(1,011.54)		(7,072.78)	
Non-current/current financial and other liabilities/provisions	(4,555.71)		11,111.87	
		(6,246.53)		2,919.65
<b>Cash generated from operations</b>		<b>19,118.25</b>		<b>53,226.35</b>
Income taxes paid (net of refund)		(4,891.32)		(11,240.23)
<b>Net cash from/(used in) operating activities</b>		<b>14,226.93</b>		<b>41,986.12</b>
<b>(B) Cash flows from investing activities:</b>				
Purchase of capital assets	(8,554.58)		(6,288.29)	
Sale of capital assets	19.08		132.61	
Purchase of investments in subsidiaries	(1,245.77)		(12,897.00)	
Purchase of other non-current investments	(314.00)		(55.39)	
Purchase of business undertaking	(130.00)		-	
Sale of investments in subsidiaries	1,112.42		-	
Sale of other non-current investments	-		9.99	
(Purchase)/sale of current investments (net)	(1,822.14)		7,183.31	
Loans given	(1,241.15)		(23,104.83)	
Repayment of loans given	564.65		483.74	
Principal receipts under sublease	-		1.43	
Fixed restricted deposits with banks (placed)/realised (net)	(12.21)		(21.60)	
Interest received	277.71		144.32	
Dividend received from subsidiaries	234.93		113.89	
Dividend received from associates and joint ventures	26.83		109.64	
Dividend received from others	23.62		20.39	
<b>Net cash from/(used in) investing activities</b>		<b>(11,060.61)</b>		<b>(34,167.79)</b>
<b>(C) Cash flows from financing activities:</b>				
Proceeds from issue of equity shares (net of issue expenses)	1.37		325.72	
Proceeds from long-term borrowings (net of issue expenses)	16,628.55		36.88	
Repayment of long-term borrowings	(2,904.30)		(9,380.72)	
Proceeds (repayments) of short term borrowings (net)	(8,106.56)		8,794.21	
Payment of lease obligations	(495.00)		(483.03)	
Amount received (paid) on utilisation/cancellation of derivatives	(13.85)		33.33	
Repayment of Hybrid Perpetual securities	-		(775.00)	
Distribution on Hybrid Perpetual securities	-		(44.19)	
Interest paid	(3,856.03)		(2,868.17)	
Dividend paid	(6,233.11)		(3,007.08)	
<b>Net cash from/(used in) financing activities</b>		<b>(4,978.93)</b>		<b>(7,368.05)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(1,812.61)</b>		<b>450.28</b>
Opening cash and cash equivalents		2,671.59		2,221.31
<b>Closing cash and cash equivalents</b>		<b>858.98</b>		<b>2,671.59</b>

- (1) Significant non-cash movements in borrowings during the year include:
- (a) amortisation/effective interest rate adjustments of upfront fees ₹27.02 crore (2021-22: ₹138.99 crore).
- (b) exchange loss ₹277.74 crore (2021-22: ₹137.10 crore).
- (c) adjustments to lease obligations, increase ₹439.34 crore (2021-22: ₹196.68 crore).



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Additional information pursuant to Regulation 52(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, for Standalone financial results as at and for the quarter/two months ended on 31st March, 2023:

Particulars	Quarter ended on 31.03.2023	Quarter ended on 31.12.2022	Quarter ended on 31.03.2022	Financial year ended on 31.03.2023	Financial year ended on 31.03.2022
<b>Net debt equity ratio</b> (Net debt / Average equity)					
1 [Net debt: Non-current borrowings + Current borrowings + Non-current and current lease liabilities - Current investments - Cash and cash equivalents - Other balances with banks (including non-current on marked balances)]	0.30	0.34	0.30	0.30	0.30
[Equity: Equity share capital + Other equity + Hybrid perpetual securities]					
<b>Debt service coverage ratio</b> (EBIT / (Net finance charges + Interest income from group companies + Scheduled principal repayments of non-current borrowings and lease obligations (excluding prepayments) during the period))					
2 [EBIT : Profit before taxes +/- Exceptional items + Net finance charges]	8.75	5.06	10.82	3.90	14.36
[Net finance charges: Finance costs (excluding interest on current borrowings) - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]					
<b>Interest service coverage ratio</b> (EBIT / (Net finance charges + Interest income from group companies))					
3 [EBIT : Profit before taxes +/- Exceptional items + Net finance charges]	10.09	6.20	28.83	10.40	22.84
[Net finance charges: Finance costs (excluding interest on current borrowings) - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]					
<b>Current ratio</b> (Total current assets / Current liabilities)					
4 [Current liabilities: Total current liabilities - Current maturities of non-current borrowings and lease obligations]	0.86	0.74	0.62	0.86	0.62
<b>Long term debt to working capital ratio</b> (Non-current borrowings + Non-current lease liabilities + Current maturities of non-current borrowings and lease obligations) / (Total current assets - Current liabilities)					
5 [Current liabilities: Total current liabilities - Current maturities of non-current borrowings and lease obligations]	*	*	*	*	*
<b>Bad debts to account receivable ratio*</b> (Bad debts / Average trade receivables)					0.00
<b>Current liability ratio</b> (Total current liabilities / Total liabilities)					
7 [Total current liabilities / Total liabilities]	0.47	0.33	0.56	0.47	0.56
<b>Total debts to total assets ratio</b> (Non-current borrowings + Current borrowings + Non-current and current lease liabilities) / Total assets					
8 [Non-current borrowings + Current borrowings + Non-current and current lease liabilities] / Total assets	0.18	0.20	0.16	0.18	0.16
<b>Debtors turnover ratio (in days)</b> (Average trade receivables / Turnover in days)					
9 [Turnover: Revenue from operations]	9	11	9	9	9
<b>Inventory turnover ratio (in days)</b> (Average inventory / Sale of products in days)					
10 [Average inventory / Sale of products in days]	57	70	51	59	47
<b>Operating EBITDA margin (%)</b> (EBITDA / Turnover)					
11 [EBITDA: Profit before taxes +/- Exceptional items + Net finance charges + Depreciation and amortisation]	23.60	17.51	33.70	21.84	39.88
[Net finance charges: Finance costs - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]					
[Turnover: Revenue from operations]					
<b>Net profit margin (%)</b> (Net profit after tax / Turnover)					
12 [Turnover: Revenue from operations]	11.73	8.88	21.37	12.01	25.59
<b>Debt redemption reserve (in ₹ Crore)</b>					
13 [Debt redemption reserve]	2,046.00	2,046.00	2,046.00	2,046.00	2,046.00
<b>Net worth (in ₹ Crore)</b> (Equity share capital + Other equity - Capital reserve - Amalgamation reserve)					
14 [Equity share capital + Other equity - Capital reserve - Amalgamation reserve]	1,33,067.00	1,28,979.00	1,23,703.25	1,33,067.00	1,23,703.25
<b>Outstanding redeemable preference shares (quantity and value)</b>					
			Not applicable		

\* Net working capital is negative  
\* 0.00 represents value less than 0.01



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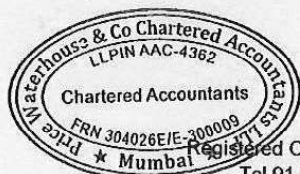






**Consolidated Statement of Profit and Loss for the quarter/twelve months ended on 31st March 2023**

Particulars	Quarter ended on 31.03.2023	Quarter ended on 31.12.2022	Quarter ended on 31.03.2022	Financial year ended on 31.03.2023	Financial year ended on 31.03.2022
	Unaudited	Unaudited	Unaudited	Audited	Audited
<b>1 Revenue from operations</b>					
a) Gross sales / income from operations	62,238.78	56,756.61	68,710.60	2,41,636.25	2,42,326.87
b) Other operating revenues	722.76	326.95	612.90	1,716.44	1,632.30
<b>Total revenue from operations [ 1(a) + 1(b) ]</b>	<b>62,961.54</b>	<b>57,083.56</b>	<b>69,323.50</b>	<b>2,43,352.69</b>	<b>2,43,959.17</b>
<b>2 Other income</b>	<b>169.54</b>	<b>210.60</b>	<b>292.20</b>	<b>1,037.48</b>	<b>784.89</b>
<b>3 Total income [ 1 + 2 ]</b>	<b>63,131.08</b>	<b>57,354.16</b>	<b>69,615.70</b>	<b>2,44,390.17</b>	<b>2,44,744.06</b>
<b>4 Expenses</b>					
a) Cost of materials consumed	22,679.34	24,695.38	21,420.06	1,01,483.08	75,763.70
b) Purchases of stock-in-trade	3,308.75	3,535.93	3,451.81	15,114.11	15,312.91
c) Changes in inventories of finished and semi-finished goods, stock-in-trade and work-in-progress	2,667.98	1,791.28	2,757.43	(3,358.89)	(7,597.87)
d) Employee benefits expense	5,795.27	5,342.40	6,056.24	22,419.32	23,264.10
e) Finance costs	1,793.60	1,767.92	1,098.51	6,298.70	5,462.20
f) Depreciation and amortisation expense	2,382.21	2,368.38	2,243.39	9,335.20	9,100.87
g) Other expenses	21,291.00	17,670.73	20,607.45	75,394.91	73,726.38
<b>Total expenses [ 4(a) to 4(g) ]</b>	<b>59,918.15</b>	<b>57,172.02</b>	<b>57,635.79</b>	<b>2,26,686.43</b>	<b>1,95,032.29</b>
<b>5 Profit / (Loss) before share of profit/(loss) of joint ventures &amp; associates, exceptional items &amp; tax [ 3 - 4 ]</b>	<b>3,212.93</b>	<b>182.14</b>	<b>11,979.91</b>	<b>17,703.74</b>	<b>49,711.77</b>
<b>6 Share of profit / (loss) of joint ventures &amp; associates</b>	<b>96.25</b>	<b>60.49</b>	<b>159.35</b>	<b>418.12</b>	<b>649.16</b>
<b>7 Profit / (Loss) before exceptional items &amp; tax [ 5 + 6 ]</b>	<b>3,309.18</b>	<b>242.63</b>	<b>12,139.26</b>	<b>18,121.86</b>	<b>50,360.93</b>
<b>8 Exceptional items :</b>					
a) Profit / (loss) on sale of subsidiaries and non-current investments	(20.19)	71.49	4.69	66.86	724.84
b) Profit on sale of non current assets	-	-	30.83	-	30.83
c) Provision for impairment of investments / doubtful advances (net)	-	96.07	(94.71)	83.68	(99.74)
d) Provision for impairment of non-current assets (net)	25.37	-	(211.87)	25.37	(252.68)
e) Employee separation compensation	4.58	(7.22)	(31.09)	(91.94)	(330.81)
f) Restructuring and other provisions	(0.05)	(1.65)	(21.88)	(1.70)	(256.24)
g) Gain/(loss) on non-current investments classified as fair value through profit and loss (net)	1.88	1.65	49.74	30.99	49.74
<b>Total exceptional items [ 8(a) to 8(g) ]</b>	<b>11.59</b>	<b>160.34</b>	<b>(274.29)</b>	<b>113.26</b>	<b>(134.06)</b>
<b>9 Profit / (Loss) before tax [ 7 + 8 ]</b>	<b>3,320.77</b>	<b>402.97</b>	<b>11,864.97</b>	<b>18,235.12</b>	<b>50,226.87</b>
<b>10 Tax Expense</b>					
a) Current tax	1,156.51	754.95	3,005.95	5,361.33	7,049.88
b) Deferred tax	598.02	2,149.97	(976.10)	4,798.44	1,427.67
<b>Total tax expense [ 10(a) + 10(b) ]</b>	<b>1,754.53</b>	<b>2,904.92</b>	<b>2,029.85</b>	<b>10,159.77</b>	<b>8,477.55</b>
<b>11 Net Profit / (Loss) for the period [ 9 - 10 ]</b>	<b>1,566.24</b>	<b>(2,501.95)</b>	<b>9,835.12</b>	<b>8,075.35</b>	<b>41,749.32</b>
<b>12 Profit/ (Loss) for the period attributable to:</b>					
Owners of the Company	1,704.86	(2,223.84)	9,756.20	8,760.40	40,153.93
Non controlling interests	(138.62)	(278.11)	78.92	(685.05)	1,595.39
<b>13 Other comprehensive income</b>					
A (i) Items that will not be reclassified to profit or loss	(805.77)	(7,125.23)	(1,425.76)	(13,529.65)	1,170.95
(ii) Income tax relating to items that will not be reclassified to profit or loss	186.35	1,785.92	368.01	3,353.56	(203.02)
B (i) Items that will be reclassified to profit or loss	320.49	1,208.39	1,904.14	(4,175.40)	531.30
(ii) Income tax on items that will be reclassified to profit or loss	103.67	501.99	(327.77)	502.42	(193.81)
<b>Total other comprehensive income</b>	<b>(195.26)</b>	<b>(3,628.93)</b>	<b>518.62</b>	<b>(13,849.07)</b>	<b>1,305.42</b>
<b>14 Total Comprehensive Income for the period [ 11 + 13 ]</b>	<b>1,370.98</b>	<b>(6,130.88)</b>	<b>10,353.74</b>	<b>(5,773.72)</b>	<b>43,054.74</b>
<b>15 Total comprehensive income for the period attributable to:</b>					
Owners of the Company	1,514.38	(5,917.75)	10,257.72	(5,107.74)	41,468.40
Non controlling interests	(143.40)	(213.13)	96.02	(665.98)	1,586.34
<b>16 Paid-up equity share capital [Face value ₹ 1 per share]</b>	<b>1,221.21</b>	<b>1,221.21</b>	<b>1,221.21</b>	<b>1,221.21</b>	<b>1,221.21</b>
<b>17 Reserves (excluding revaluation reserves) and Non controlling interest</b>				<b>1,03,953.97</b>	<b>1,15,877.25</b>
<b>18 Earnings per equity share:</b>					
Basic earnings per share (not annualised) - in Rupees (after exceptional items)	1.40	(1.82)	7.99	7.17	33.24
Diluted earnings per share (not annualised) - in Rupees (after exceptional items)	1.40	(1.82)	7.99	7.17	33.21



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Consolidated Balance Sheet as at 31st March 2023

Particulars	As at	As at
	31.03.2023	31.03.2022
	Audited	Audited
<b>₹ Crore</b>		
<b>A ASSETS</b>		
(1) Non-current assets		
(a) Property, plant and equipment	1,18,696.74	1,16,166.46
(b) Capital work-in-progress	30,307.90	21,227.62
(c) Right-of-use assets	9,222.52	8,337.70
(d) Goodwill	5,601.65	4,311.20
(e) Other intangible assets	17,100.44	9,972.47
(f) Intangible assets under development	905.12	817.93
(g) Advance against equity		1,710.00
(h) Equity accounted investments	3,233.33	2,961.65
(i) Financial assets		
(i) Investments	1,546.92	1,653.78
(ii) Loans	64.74	72.44
(iii) Derivative assets	403.40	318.15
(iv) Other financial assets	510.88	442.64
(j) Retirement benefit assets	6,990.83	20,397.96
(k) Non-current tax assets	4,369.03	3,785.01
(l) Deferred tax assets	2,625.96	3,023.93
(m) Other assets	3,776.63	3,690.05
<b>Sub-total - Non current assets</b>	<b>2,01,356.20</b>	<b>1,92,888.99</b>
(2) Current assets		
(a) Inventories	54,415.33	48,824.39
(b) Financial assets		
(i) Investments	3,630.06	8,524.42
(ii) Trade receivables	8,247.21	12,246.43
(iii) Cash and cash equivalents	12,129.90	15,604.68
(iv) Other balances with banks	1,227.36	294.25
(v) Loans	1.84	5.84
(vi) Derivative assets	561.46	1,172.74
(vii) Other financial assets	1,435.51	2,011.62
(c) Retirement benefit assets	-	1.25
(d) Current tax assets	117.69	61.63
(e) Other assets	4,829.75	3,508.82
<b>Sub-total - Current assets</b>	<b>86,606.14</b>	<b>92,256.07</b>
(3) Assets held for sale	50.40	290.44
<b>TOTAL - ASSETS</b>	<b>2,88,021.74</b>	<b>2,85,445.60</b>
<b>B EQUITY AND LIABILITIES</b>		
(1) Equity		
(a) Equity share capital	1,221.24	1,221.21
(b) Other equity	1,01,860.86	1,15,221.83
Equity attributable to shareholders of the company	2,03,082.10	1,14,443.04
Non controlling interest	2,093.11	2,655.42
<b>Sub-total - Total Equity</b>	<b>1,05,175.21</b>	<b>1,17,098.46</b>
(2) Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	51,446.33	44,764.07
(ii) Lease liabilities	5,811.08	5,696.46
(iii) Derivative liabilities	-	10.35
(iv) Other financial liabilities	1,871.51	989.57
(b) Provisions	4,775.84	4,825.98
(c) Retirement benefit obligations	2,931.37	3,413.71
(d) Deferred income	132.36	137.16
(e) Deferred tax liabilities	14,115.64	12,325.78
(f) Other liabilities	4,467.47	2,590.00
<b>Sub-total - Non current liabilities</b>	<b>85,551.40</b>	<b>77,759.14</b>
(3) Current liabilities		
(a) Financial liabilities		
(i) Borrowings	26,571.37	24,064.61
(ii) Lease liabilities	1,064.27	1,036.21
(iii) Trade payables		
(a) Total outstanding dues of micro and small enterprises	1,170.33	897.50
(b) Total outstanding dues of creditors other than micro and small enterprises	36,662.21	35,867.37
(iv) Derivative liabilities	1,630.53	196.91
(v) Other financial liabilities	9,590.21	8,381.41
(b) Provisions	3,882.73	2,768.49
(c) Retirement benefit obligations	162.47	158.22
(d) Deferred income	91.93	130.45
(e) Current tax liabilities	1,024.98	1,284.70
(f) Other liabilities	14,545.10	15,513.02
<b>Sub-total - Current liabilities</b>	<b>97,295.13</b>	<b>90,396.89</b>
(4) Liabilities held for sale	-	191.11
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>2,88,021.74</b>	<b>2,85,445.60</b>



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**Consolidated Segment Revenue, Results, Assets and Liabilities**

₹ Crore

Particulars	Quarter ended on 31.03.2023	Quarter ended on 31.12.2022	Quarter ended on 31.03.2022	Financial year ended on 31.03.2023	Financial year ended on 31.03.2022
	Unaudited	Unaudited	Unaudited	Audited	Audited
<b>Segment Revenue:</b>					
Tata Steel India	34,275.25	30,465.29	36,680.93	1,29,006.62	1,29,021.35
Tata Steel Long Products	3,015.81	2,112.54	1,799.40	8,991.78	6,801.63
Other Indian Operations	6,323.83	5,635.63	6,192.41	23,035.00	21,274.90
Tata Steel Europe	22,036.15	20,744.61	26,388.73	90,300.39	90,022.96
Other Trade Related Operations	17,208.11	14,788.82	17,188.51	73,973.53	60,123.91
South East Asian Operations	2,198.52	1,945.63	2,419.93	8,731.44	11,481.81
Rest of the World	26.77	231.61	(19.88)	648.77	739.38
<b>Total</b>	<b>85,084.44</b>	<b>75,924.13</b>	<b>90,650.03</b>	<b>3,34,687.53</b>	<b>3,19,465.94</b>
Less: Inter Segment Revenue	22,122.90	18,840.57	21,326.53	91,334.84	75,506.77
<b>Total Segment Revenue from operations</b>	<b>62,961.54</b>	<b>57,083.56</b>	<b>69,323.50</b>	<b>2,43,352.69</b>	<b>2,43,959.17</b>
<b>Segment Results before exceptional items, interest, tax and depreciation :</b>					
Tata Steel India	8,089.02	5,334.35	12,362.59	28,174.58	51,456.30
Tata Steel Long Products	1.49	(351.85)	176.57	(613.08)	1,288.31
Other Indian Operations	547.87	116.37	(969.64)	1,107.90	546.79
Tata Steel Europe	(1,641.20)	(1,550.98)	4,348.77	4,632.06	12,163.85
Other Trade Related Operations	355.47	876.94	(1,263.62)	168.49	39.40
South East Asian Operations	63.75	(1.69)	189.66	473.64	1,255.26
Rest of the World	(129.99)	(256.15)	(122.20)	(480.91)	(382.98)
<b>Total</b>	<b>7,286.41</b>	<b>4,166.99</b>	<b>14,722.13</b>	<b>33,462.68</b>	<b>66,366.93</b>
Less: Inter Segment Eliminations	61.04	13.32	(451.95)	765.17	2,537.35
<b>Total Segment Results before exceptional items, interest, tax and depreciation</b>	<b>7,225.37</b>	<b>4,153.67</b>	<b>15,174.08</b>	<b>32,697.51</b>	<b>63,829.58</b>
Add: Finance income	163.37	164.77	147.73	640.13	445.26
Less: Finance costs	1,793.60	1,767.07	1,098.51	6,208.70	5,162.20
Less: Depreciation and Amortisation	2,382.21	2,368.38	2,243.39	9,335.20	9,100.87
Add: Share of profit / (loss) of joint ventures and associates	96.25	60.49	159.35	418.12	649.16
<b>Profit / (Loss) before exceptional items &amp; tax</b>	<b>3,309.18</b>	<b>242.63</b>	<b>12,139.26</b>	<b>18,121.86</b>	<b>50,560.93</b>
Add: Exceptional items	11.59	100.34	(274.29)	113.26	(134.06)
<b>Profit / (Loss) before tax</b>	<b>3,320.77</b>	<b>402.97</b>	<b>11,864.97</b>	<b>18,235.12</b>	<b>50,226.87</b>
Less: Tax expense	1,754.53	2,904.92	2,029.85	10,159.77	8,477.55
<b>Net Profit / (Loss) for the period</b>	<b>1,566.24</b>	<b>(2,501.95)</b>	<b>9,835.12</b>	<b>8,075.35</b>	<b>41,749.32</b>
<b>Segment Assets:</b>					
Tata Steel India	2,05,650.43	2,05,424.22	1,93,514.38	2,05,650.43	1,93,514.38
Tata Steel Long Products	22,206.99	21,536.67	19,797.39	22,206.99	19,797.39
Other Indian Operations	18,717.36	17,948.42	16,706.49	18,717.36	16,706.49
Tata Steel Europe	84,399.40	83,168.74	93,089.02	84,399.40	93,089.02
Other Trade Related Operations	30,362.20	26,566.15	28,563.12	30,362.20	28,563.12
South East Asian Operations	4,888.17	4,753.70	4,425.23	4,888.17	4,425.23
Rest of the World	7,082.40	7,381.26	6,893.03	7,082.40	6,893.03
Less: Inter Segment Eliminations	85,344.61	81,587.53	77,843.60	85,344.61	77,843.60
<b>Total Segment Assets</b>	<b>2,87,962.34</b>	<b>2,85,191.63</b>	<b>2,85,145.06</b>	<b>2,87,962.34</b>	<b>2,85,145.06</b>
Assets held for sale	59.40	62.56	300.54	59.40	300.54
<b>Total Assets</b>	<b>2,88,021.74</b>	<b>2,85,254.19</b>	<b>2,85,445.60</b>	<b>2,88,021.74</b>	<b>2,85,445.60</b>
<b>Segment Liabilities:</b>					
Tata Steel India	1,01,980.42	1,07,254.15	99,538.97	1,01,980.42	99,538.97
Tata Steel Long Products	20,833.83	19,930.91	16,608.80	20,833.83	16,608.80
Other Indian Operations	8,693.97	8,344.48	7,675.92	8,693.97	7,675.92
Tata Steel Europe	53,039.52	48,740.63	47,631.73	53,039.52	47,631.73
Other Trade Related Operations	73,889.08	69,044.69	65,277.81	73,889.08	65,277.81
South East Asian Operations	933.31	836.37	906.53	933.31	906.53
Rest of the World	9,560.37	9,596.84	8,164.08	9,560.37	8,164.08
Less: Inter Segment Eliminations	86,083.97	82,296.63	77,647.81	86,083.97	77,647.81
<b>Total Segment Liabilities</b>	<b>1,82,846.53</b>	<b>1,81,451.44</b>	<b>1,68,156.03</b>	<b>1,82,846.53</b>	<b>1,68,156.03</b>
Liabilities held for sale	-	191.11	191.11	-	191.11
<b>Total Liabilities</b>	<b>1,82,846.53</b>	<b>1,81,451.44</b>	<b>1,68,347.14</b>	<b>1,82,846.53</b>	<b>1,68,347.14</b>



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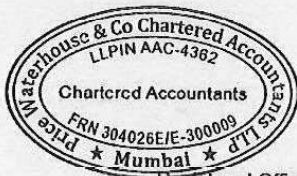


Consolidated Statement of Cash Flows for the year ended on 31st March 2023 <sup>(1/2)</sup>

₹ Crore

Particulars	Financial year ended on 31.03.2023		Financial year ended on 31.03.2022	
	Audited		Audited	
<b>(A) Cash flows from operating activities:</b>				
Profit / (Loss) before tax		18,235.12		50,226.87
Adjustments for:				
Depreciation and amortisation expense	9,335.20		9,100.87	
Dividend income	(39.66)		(35.30)	
(Gain) loss on sale of non-current investments	(0.88)		(0.22)	
(Gain) loss on sale of property, plant and equipment including intangible assets (net of loss on assets scrapped/written off)	43.57		(95.33)	
Exceptional (income) expenses	(113.26)		134.06	
(Gain) loss on cancellation of forwards, swaps and options	0.96		(39.05)	
Interest income and income from current investments	(640.12)		(445.26)	
Finance costs	6,298.70		5,462.20	
Foreign exchange (gain) loss	(1,793.96)		1,379.15	
Share of profit or loss of joint ventures and associates	(418.12)		(649.16)	
Other non-cash items	0.79		661.56	
		12,673.22		15,673.52
<b>Operating profit before changes in non-current/current assets and liabilities</b>		<b>30,908.34</b>		<b>65,900.39</b>
Adjustments for:				
Non-current/current financial and other assets	3,393.94		(6,220.09)	
Inventories	(4,031.37)		(16,916.83)	
Non-current/current financial and other liabilities provisions	(3,069.07)		13,519.22	
		(3,706.50)		(9,617.70)
<b>Cash generated from operations</b>		<b>27,201.84</b>		<b>56,282.69</b>
Income taxes paid (net of refund)		(5,518.76)		(11,901.70)
<b>Net cash from/(used in) operating activities</b>		<b>21,683.08</b>		<b>44,380.99</b>
<b>(B) Cash flows from investing activities:</b>				
Purchase of capital assets	(14,142.49)		(10,522.20)	
Sale of capital assets	327.70		569.48	
Purchase of non-current investments	(326.27)		(48.70)	
Advance against equity paid			(1,210.00)	
Sale of non-current investments	1.71		62.56	
(Purchase)/sale of current investments (net)	5,188.84		(1,104.05)	
Loans given	(20.93)			
Repayment of loans given	102.48		(80.97)	
Principal receipts under sublease	2.95		17.68	
Fixed/restricted deposits with banks (placed) realised (net)	23.63		(18.26)	
Interest received	248.08		137.38	
Dividend received from associates and joint ventures	277.30		126.19	
Dividend received from others	39.68		35.31	
Acquisition of subsidiaries/undertakings <sup>(1)</sup>	(10,568.95)		(53.23)	
Sale of subsidiaries/undertakings <sup>(2)</sup>	166.43		1,207.58	
<b>Net cash from/(used in) investing activities</b>		<b>(18,679.84)</b>		<b>(10,881.23)</b>

Table continued on next page



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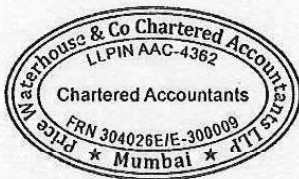


Consolidated Statement of Cash Flows for the year ended on 31st March 2023 <sup>(2D)</sup>

₹ Crore

Particulars	Financial year ended on 31.03.2023	Financial year ended on 31.03.2022
	Audited	Audited
<b>(C) Cash flows from financing activities:</b>		
Proceeds from issue of equity shares (net of issue expenses)	1.37	325.74
Proceeds from long-term borrowings (net of issue expenses)	16,768.65	906.66
Repayment of long-term borrowings	(4,605.68)	(26,359.60)
Proceeds (repayments) of short term borrowings (net)	(5,620.41)	11,532.27
Payment of lease obligations	(1,114.43)	(1,310.07)
Amount received (paid) on utilisation/cancellation of derivatives	2.16	29.90
Repayment of Hybrid Perpetual securities	-	(775.00)
Distribution on Hybrid Perpetual securities	-	(44.20)
Interest paid	(6,119.72)	(4,686.67)
Dividend paid	(6,292.63)	(3,020.12)
<b>Net cash from/(used in) financing activities</b>	<b>(6,980.69)</b>	<b>(23,401.09)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(3,977.45)</b>	<b>10,098.67</b>
<b>Opening cash and cash equivalents <sup>(iii)</sup></b>	<b>15,606.96</b>	<b>5,532.08</b>
Effect of exchange rate on translation of foreign currency cash and cash equivalents	500.39	(23.79)
<b>Closing cash and cash equivalents <sup>(iii)</sup></b>	<b>12,129.90</b>	<b>15,606.96</b>

- (i) Includes ₹12.83 crore (2021-22: ₹54.18 crore) crore paid in respect of deferred consideration on acquisition of subsidiary.
- (ii) Includes ₹50.69 crore (2021-22: Nil) received in respect of deferred consideration on disposal of an undertaking.
- (iii) Opening cash and cash equivalents includes ₹2.28 crore (2021-22: Nil) and closing cash and cash equivalents includes Nil (2021-22: ₹ 2.28 crore) in respect of subsidiaries classified as held for sale.
- (iv) Significant non-cash movements in borrowings during the year include:
- addition on account of subsidiaries acquired during the year ₹4.09 crore (2021-22: ₹0.87 crore)
  - reduction on account of subsidiaries disposed off and liquidated Nil (2021-22: ₹149.60 crore)
  - exchange loss (including translation) ₹2,591.08 crore (2021-22: ₹897.63 crore)
  - amortisation/effective interest rate adjustments of upfront fees ₹168.03 crore (2021-22: ₹1,156.35 crore)
  - adjustment to lease obligations, increase ₹1,148.82 crore (2021-22: ₹385.42 crore)



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Additional information pursuant to Regulation 52(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, for Consolidated financial results as at and for the quarter/twelve months ended on 31st March, 2023 :

Particulars	Quarter ended on 31.03.203	Quarter ended on 31.12.2022	Quarter ended on 31.03.2022	Financial year ended on 31.03.2023	Financial year ended on 31.03.2022
<b>Net debt equity ratio</b> (Net debt / Average equity)					
1 [Net debt: Non-current borrowings + Current borrowings + Non-current and current lease liabilities - Current investments - Cash and cash equivalents - Other balances with banks (including non-current earmarked balances)]	0.61	0.65	0.52	0.61	0.52
[Equity: Equity share capital + Other equity + Hybrid perpetual securities + Non controlling interest]					
<b>Debt service coverage ratio</b> (EBIT / (Net finance charges + Scheduled principal repayments of non-current borrowings and lease obligations (excluding prepayments) during the period))					
2 [EBIT : Profit before taxes +/- Exceptional items + Net finance charges]	2.99	0.93	9.74	2.79	9.18
[Net finance charges: Finance costs (excluding interest on current borrowings) - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]					
<b>Interest service coverage ratio</b> (EBIT / Net finance charges)					
3 [EBIT : Profit before taxes +/- Exceptional items + Net finance charges]	4.07	1.24	17.59	6.01	12.82
[Net finance charges: Finance costs (excluding interest on current borrowings) - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]					
<b>Current ratio</b> (Total current assets / Current liabilities)					
4 [Current liabilities: Total current liabilities - Current maturities of non-current borrowings and lease obligations]	1.01	0.99	1.07	1.01	1.07
<b>Long term debt to working capital ratio</b> (Non-current borrowings + Non-current lease liabilities + Current maturities of non-current borrowings and lease obligations) / (Total current assets - Current liabilities)					
5 [Current liabilities: Total current liabilities - Current maturities of non-current borrowings and lease obligations]	69.78	*	9.42	69.76	9.42
<b>Bad debts to account receivable ratio<sup>a</sup></b> (Bad debts / Average trade receivables)					
6	0.00	0.00	0.01	0.00	0.02
<b>Current liability ratio</b> (Total current liabilities / Total liabilities)					
7	0.53	0.55	0.54	0.53	0.54
<b>Total debts to total assets ratio</b> (Non-current borrowings + Current borrowings + Non-current and current lease liabilities) / Total assets)					
8	0.29	0.31	0.26	0.29	0.26
<b>Debtors turnover ratio (in days)</b> (Average trade receivables / Turnover in days)					
9 [Turnover: Revenue from operations]	12	15	16	15	16
<b>Inventory turnover ratio (in days)</b> (Average inventory / Sale of products in days)					
10	80	93	65	79	62
<b>Operating EBITDA margin (%)</b> (EBITDA / Turnover)					
11 [EBITDA: Profit before taxes +/- Exceptional items + Net finance charges + Depreciation and amortisation - Share of results of equity accounted investments]	11.48	7.28	21.89	13.44	26.16
[Net finance charges: Finance costs - Interest income - Dividend income from current investments - Net gain/ (loss) on sale of current investments]					
[Turnover: Revenue from operations]					
<b>Net profit margin (%)</b> (Net profit after tax / Turnover)					
12 [Turnover: Revenue from operations]	2.49	(4.38)	14.19	3.32	17.11
<b>Debt redemption reserve (in ₹ Crore)</b>					
13	2,046.00	2,046.00	2,046.00	2,046.00	2,046.00
<b>Net worth (in ₹ Crore)</b> (Equity share capital + Other equity - Capital reserve - Capital reserve on consolidation - Amalgamation reserve)					
14	1,00,462.79	98,956.53	1,11,825.00	1,00,462.79	1,11,825.00
15 Outstanding redeemable preference shares (quantity and value)					Not applicable

\* Net working capital is negative  
\* 0.00 represents value less than 0.01



**TATA STEEL LIMITED**

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Corporate Identity Number L27100MH1907PLC000260





**Notes:**

1. The results have been reviewed by the Audit Committee and were approved by the Board of Directors in meetings on May 02, 2023.
2. The Board of Directors of the Company had considered and approved amalgamation of Tata Steel Long Products Limited ("TSLP"), Tata Metaliks Limited ("TML"), The Tinsplate Company of India Limited ("TCIL"), TRF Limited ("TRF"), The Indian Steel & Wire Products Limited ("ISWP"), Tata Steel Mining Limited ("TSML") and S & T Mining Company Limited ("S & T Mining") into and with the Company by way of separate schemes of amalgamation and had recommended a share exchange ratio /cash consideration as below:
  - a) 67 fully paid-up equity shares of ₹1/- each of the Company for every 10 fully paid-up equity shares of ₹10/- each held by the public shareholders of TSLP.
  - b) 79 fully paid-up equity shares of ₹1/- each of the Company for every 10 fully paid-up equity shares of ₹10/- each held by the public shareholders of TML.
  - c) 33 fully paid-up equity shares of ₹1/- each of the Company for every 10 fully paid-up equity shares of ₹10/- each held by the public shareholders of TCIL.
  - d) 17 fully paid-up equity shares of ₹1/- each of the Company for every 10 fully paid-up equity shares of ₹10/- each held by the public shareholders of TRF.
  - e) cash consideration of ₹426/- for every 1 fully paid-up equity share of ₹10/- each held by the minority shareholders of ISWP.

As part of the scheme of amalgamations, equity shares and preference shares, if any, held by the Company in the above entities shall stand cancelled. No shares of the Company shall be issued nor any cash payment shall be made whatsoever by the Company in lieu of cancellation of shares of TSML and S & T Mining (both being wholly owned subsidiary companies).

The proposed amalgamations will enhance management efficiency, drive sharper strategic focus and improve agility across businesses based on the strong parental support from the Company's leadership. The amalgamations will also drive synergies through operational efficiencies, raw material security and better facility utilisation.

As part of defined regulatory process, the following schemes have received approval(s) from stock exchanges and Securities and Exchange Board of India:

- i. TSLP into and with the Company.
- ii. TCIL into and with the Company.
- iii. TML into and with the Company.
- iv. TRF into and with the Company.
- v. ISWP into and with the Company.

Further the schemes as listed in (i) to (iv) above, have been filed and are pending with the Hon'ble National Company Law Tribunal ("NCLT"). The amalgamation scheme of TSML and S & T Mining into and with the



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Company have been filed and are pending with NCLT and are subject to defined regulatory approval process.

3. The Board of Directors of the Company had considered and approved the amalgamation of Angul Energy Limited ("AEL") into and with the Company by way of a scheme of amalgamation and had recommended a cash consideration of ₹1,045/- for every 1 fully paid-up equity share of ₹10/- each held by the shareholders (except the Company) in AEL. Upon the scheme coming into effect, the entire paid-up share capital of AEL shall stand cancelled in its entirety.

The amalgamation will ensure consolidation of all power assets under a single entity, which will increase system agility for power generation and allocation. It will help the Company to improve its plant reliability, ensuring steady source of power supply while optimising cost. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar operation, optimum use of infrastructure, rationalisation of cost in the areas of operations and administrative overheads, thereby maximising shareholder value of the Company post amalgamation.

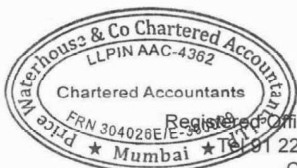
The scheme is subject to defined regulatory approval process, which would require approval by stock exchanges and the Hon'ble National Company Law Tribunal.

4. Tata Steel Europe Limited ("TSE"), a wholly owned indirect subsidiary of the Company, has assessed the potential impact of the economic downturn in Europe caused by external factors including higher inflation, higher interest rates and supply chain disruption caused by the war in Ukraine on its future business outlook for UK and Mainland Europe (MLE) value chains.

The Board has considered reasonably possible scenarios to stress test the financial position of both the UK and MLE businesses, including the impact of lower steel margins against the Annual Plan and the mitigating actions the Group could take to limit any adverse consequences to liquidity in the annual impairment assessments.

Based on the assessment, the MLE business is expected to have adequate liquidity under all the reasonably possible scenarios considered. The outlook for Tata Steel UK Limited ("TSUK"), a wholly owned indirect subsidiary of TSE, however, is expected to be adversely impacted towards meeting its liquidity requirements and accordingly with respect to its ability to continue as a going concern. In response to the challenging market and business conditions, TSUK continues to implement various measures aimed at improving its business performance and conserving cash including but not limited to ensuring adequate liquidity, if required, through available financing options, management of working capital, implementation of cost reduction measures and discussions with the UK Government to seek adequate support for transition to Green Steel as part of its decarbonization strategy. The progress of discussions with the UK government is also being monitored closely given that based on the initial and subsequent discussions it remains uncertain whether adequate support for the decarbonisation strategy would be agreed. Given the risks and challenges associated with the underlying market and business conditions, the uncommitted nature of available financing options and the uncertainty with respect to whether adequate government support would be agreed, there exists a material uncertainty surrounding the impact of such adversities on the financial situation of TSUK.

The financial statements of TSE have been prepared on a going concern basis recognising the material uncertainty in relation to TSUK.



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Whilst the Company's carrying amount of its equity investment in T Steel Holdings Pte. Ltd. after recognising impairment (refer note 5 below), which holds TSE, is considered recoverable in the standalone financial results, the associated uncertainties have been explained above.

The Group has assessed its ability to meet any liquidity requirements at TSE, if required, and concluded that its cashflow and liquidity position remains adequate.

5. Exceptional item 6(a) in the standalone financial results represents profit on sale of investment to a wholly owned subsidiary of the Company as part of the simplification exercise within the Group.

Exceptional item 6(b) in the standalone financial results represents impairment charge (net of reversal) in respect of investments held by the Company in T Steel Holdings Pte. Ltd. on account of Tata Steel UK Limited, and other Group affiliates.

Exceptional item 8(d) in the consolidated financial results primarily represents impairment reversal (net of charge) within the Group's European Operations.

Exceptional item 8(f) in the consolidated financial results represents stamp duty and registration fees paid within the Group's Indian Operations.

6. The Board of Directors at its meeting held on May 03, 2022, recommended the sub-division of the Ordinary (equity) Shares of face value ₹10/- each into Ordinary (equity) Shares of face value of ₹1/- each. The Company had fixed July 29, 2022, as the record date for the purpose of sub-division of Ordinary (equity) Shares.

The basic and diluted EPS for the prior periods of standalone and the consolidated financial results have been restated considering the face value of ₹1/- each in accordance with Ind AS 33 - "Earnings per Share".

7. On July 26, 2022, the Company completed the acquisition of assets of Stork Ferro Alloys and Mineral Industries Private Limited. The acquisition was carried out for a purchase consideration of ₹155 crore. The acquisition had been accounted for in accordance with Ind AS 103 - "Business Combinations".

8. On July 4, 2022, Tata Steel Long Products Limited ("TSLP"), a non-wholly owned subsidiary of the Company, had completed the acquisition of Neelachal Ispat Nigam Limited ("NINL") for a total purchase consideration of ₹12,100 crore as per the terms and conditions of the Share Sale and Purchase Agreement ("SPA").

During the previous quarter, TSLP subscribed to further issue of equity shares by NINL for an amount aggregating to ₹600 crore. The Company also acquired further equity stake in NINL for an amount aggregating to ₹96.69 crore. During the quarter, the Company has subscribed to further issue of equity shares by NINL for an amount aggregating to ₹300 crore resulting in decrease in TSLP's holding in NINL to 92.68% as at March 31, 2023.

The Company directly holds 5.24% stake in NINL raising the Group's effective holding in NINL to 74.67% as on March 31, 2023.

The fair value of assets and liabilities acquired have been determined in accordance with Ind AS 103 "Business Combinations".

9. Pursuant to an order pronounced by the Hon'ble National Company Law Tribunal, Kolkata Bench ('Hon'ble NCLT') on April 7, 2022, Tata Steel Mining Limited ("TSMML"), an unlisted wholly owned subsidiary of the



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Company completed the acquisition of a controlling stake of 90% in Rohit Ferro-Tech Limited ("RFT") on April 11, 2022, under the Corporate Insolvency Resolution Process ("CIRP") of the Insolvency and Bankruptcy Code 2016 ("Code"). Vide the same order, 'Hon'ble NCLT' of Kolkata also approved the amalgamation of RFT with TSML subject to TSML acquiring 100% equity stake in RFT.

On June 14, 2022, TSML acquired the balance equity stake of 10% in RFT, post which RFT became a wholly owned subsidiary of TSML. Subsequently, basis the order of the Hon'ble NCLT and as approved by the TSML Board on July 6, 2022, RFT had been amalgamated with TSML.

The acquisition had been given effect to in the consolidated financial statements in accordance with the provisions of Ind AS 103 – "Business Combinations". The fair value of assets and liabilities acquired had been determined in accordance with Ind AS 103- "Business combinations".

10. During the quarter ended June 30, 2022, in accordance with Ind AS 21 – "The Effects of Changes in Foreign Exchange Rates", T Steel Holdings Pte. Ltd. and T S Global Holdings Pte. Ltd., wholly owned subsidiaries of the Company re-assessed and changed their functional currency from GBP to USD with effect from April 1, 2022. The change was based on a re-assessment of the relative impact of different currencies on the functioning of these entities which among other factors included how cash flows are managed and retained for the investment's portfolio held by these entities, change in their funding structure, currency in which significant costs are incurred and the increasing relevance of USD denominated transactions as compared to GBP both in terms of volume and frequency.
11. Figures for the quarter ended March 31, 2023, represents the difference between audited figures in respect of the full financial year and the published figures of nine months ended December 31, 2022.
12. The Board of Directors has recommended a dividend of ₹3.60 per fully paid-up Ordinary Share of ₹1/- each for the financial year 2022-23.
13. The Annual General Meeting of the Company will be held on July 5, 2023 to adopt the accounts for the financial year 2022-23.

T V Narendran  
Chief Executive Officer &  
Managing Director

Mumbai: May 02, 2023

Koushik Chatterjee  
Executive Director &  
Chief Financial Officer



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## Price Waterhouse & Co Chartered Accountants LLP

### INDEPENDENT AUDITOR'S REPORT

To  
The Board of Directors  
Tata Steel Limited,  
Bombay House,  
24, Homi Modi Street,  
Fort, Mumbai 400001

### Report on the Audit of the Standalone Financial Results

#### Opinion

1. We have audited the accompanying standalone quarterly financial results of Tata Steel Limited (hereinafter referred to as "the Company") for the quarter ended September 30, 2023 and the year to date results for the period from April 1, 2023 to September 30, 2023, attached herewith, the Statement of Assets and Liabilities as on that date and the Statement of Cash Flows for the half-year ended on that date (the "Standalone Financial Results") which are included in the accompanying 'Standalone Statement of Profit and Loss for the quarter/ six months ended on 30th September 2023, Standalone Balance Sheet as at 30th September 2023 and Standalone Statement of Cash Flows for the six months ended on 30th September 2023'(the "Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015").
2. In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Results:
  - (i) are presented in accordance with the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations, 2015 in this regard; and
  - (ii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India, of the net loss and other comprehensive income and other financial information for the quarter ended September 30, 2023 as well as the year to date results for the period from April 1, 2023 to September 30, 2023 and also the Statement of Assets and Liabilities as at September 30, 2023 and the Statement of Cash Flows for the half-year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the "Act"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Results' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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## Emphasis of Matter

4. We draw your attention to Note 5 to the Statement in respect of Schemes of Amalgamation between the Company and its subsidiaries, namely Tata Steel Mining Limited and Tata Steel Long Products Limited with effect from the appointed date of April 1, 2023 and April 1, 2022 respectively ("the Schemes") as approved by National Company Law Tribunal. These Schemes have been accounted for in the Statement in accordance with the accounting treatment specified in the Schemes, that is, Ind AS 103 – Business Combinations, which is the beginning of the preceding period. Accordingly, figures for the quarter and six months ended September 30, 2022, year ended March 2023 and quarter ended June 30, 2023, have been restated to give effect to the aforesaid amalgamations.

Our opinion is not modified in respect of this matter.

## Management's Responsibilities for the Standalone Financial Results

5. These quarterly Standalone Financial Results as well as the year-to-date Standalone Financial Results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these Standalone Financial Results that give a true and fair view of the net loss and other comprehensive income and other financial information, the Statement of Assets and Liabilities and the Statement of Cash Flows in accordance with the recognition and measurement principles laid down in Indian Accounting Standard (Ind AS) 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the Standalone Financial Results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Results

8. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Results.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not



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detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
  - Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration Number:304026E/E-300009



Subramanian Vivek  
Partner  
Membership Number: 100332  
UDIN: 23100332BGYVTU3508  
Mumbai  
November 1, 2023

# Price Waterhouse & Co Chartered Accountants LLP

## Review Report

To  
The Board of Directors  
Tata Steel Limited  
Bombay House,  
24, Homi Modi Street,  
Fort, Mumbai 400001

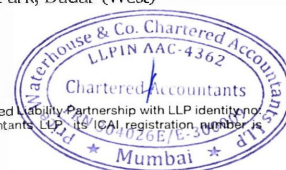
1. We have reviewed the consolidated unaudited financial results of Tata Steel Limited (the "Parent"), its subsidiaries (the parent and its subsidiaries hereinafter referred to as the "Group"), and its share of the net profit after tax and total comprehensive income of its jointly controlled entities and associate companies for the quarter ended September 30, 2023 and the year to date results for the period April 1, 2023 to September 30, 2023, the Consolidated Unaudited Statement of Assets and Liabilities as on that date and the Consolidated Unaudited Statement of Cash Flows for the half-year ended on that date which are included in the accompanying 'Consolidated Statement of Profit and Loss for the quarter/six months ended 30<sup>th</sup> September 2023, Consolidated Balance Sheet as at 30<sup>th</sup> September 2023 and Consolidated Statement of Cash Flows for the six months ended on 30<sup>th</sup> September 2023' (the "Statement"). The Statement is being submitted by the Parent pursuant to the requirement of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been initialled by us for identification purposes.
2. This Statement, which is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.  
  
We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.
4. The Statement includes the results of the entities listed in Annexure A.
5. We refer to Note 8 to the consolidated unaudited financial results. Our conclusion is modified in respect of the following matter that has been communicated to us by the auditors of Tata Steel Europe Limited, a step-down subsidiary of the Holding Company, vide their review report dated October 31, 2023 on the financial information for the period ended September 30, 2023:

"On 15 September 2023, Tata Steel announced a joint agreement with the UK Government on a proposal to invest in an Electric Arc Furnace in Tata Steel UK Limited. The proposal is subject to relevant regulatory approvals, information and consultation processes, and the finalisation of detailed terms and conditions. As at 30 September 2023, Tata Steel Europe Limited has recognised an impairment charge of Rs. 3,363.50 crores [equivalent to £326m] against certain assets that are currently scheduled to be mothballed or closed in 2024 and booked an associated restructuring provision of Rs. 2,424.61 crores [equivalent to £235m] to

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reflect primarily future redundancies as a result of the announcement. Based on information provided to us by management, the recognition criteria had not been achieved regarding the restructuring provision of Rs. 2,424.61 crores [equivalent to £235m] as at 30 September 2023 in accordance with relevant accounting standards. In addition, the impairment charge on the assets that are currently scheduled for closure in 2024 was overstated by Rs. 1,650.80 crores [equivalent to £160m] as Tata Steel Europe Limited will continue to receive economic benefit from certain assets in the short term which therefore should not have been impaired under relevant accounting standards. The net impact to the income statement is an additional charge of Rs. 4,075.41 crores [equivalent to £395m] of loss before tax in the quarter and six months period to 30 September 2023.”

6. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the audit/ review reports of other auditors referred to in paragraph 7 below, except for the effects of the matter set out in paragraph 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. We refer to Note 6 to the consolidated unaudited financial results. Our conclusion is not modified in respect of the following Emphasis of Matter that has been communicated to us by the auditors of Tata Steel Europe Limited, a step-down subsidiary of the Holding Company, vide their review report dated October 31, 2023 on the financial information for the period ended September 30, 2023:

“Without further modifying our conclusion on the interim financial information, we have considered the adequacy of the disclosure concerning the entity’s ability to continue as a going concern. Tata Steel Europe Limited, via its UK business, has entered into a proposal with the UK Government to invest in an Electric Arc Furnace. As part of this agreement the UK company will receive a government grant of up to Rs. 5,089.22 crores [equivalent to £500m] along with a commitment from Tata Steel Limited to inject equity of at least Rs. 10,178.43 crores [equivalent to £1,000m]. Whilst both Tata Steel Limited and the UK Government have signed a term sheet setting out the details, the proposal is currently non-binding until the time that all relevant regulatory approvals, information and consultation processes and the finalisation of detailed terms and conditions have been completed. The UK business has also received a letter of support from T S Global Holdings Pte Ltd to either refinance or repay its Revolving Credit Facility and uncommitted facilities due to expire on or before June 2024. TS Global Procurement Pte Ltd has also provided a letter of support to the UK business for access to Rs. 3,053.53 crores [equivalent to £300m] of additional working capital. These letters state that they represent present policy, are given by way of comfort only and are not to be construed as constituting a promise as to the future conduct of the entities or Tata Steel Limited. Accordingly, there can be no certainty that the funds required by Tata Steel Europe Limited will be made available. These conditions, along with the other matters explained in the interim financial information, indicate the existence of a material uncertainty which may cast significant doubt about the entity’s ability to continue as a going concern. The interim financial information does not include the adjustments that would result if the entity was unable to continue as a going concern.”

8. We did not review the interim financial statements / special purpose financial information of six subsidiaries included in the consolidated unaudited financial results, whose interim financial statements / special purpose financial information reflect total assets of Rs. 80,228.58 crores and net assets of Rs. 17,567.18 crores as at September 30, 2023 and total revenues of Rs. 21,284.79 crores and Rs. 44,957.29 crores, total net (loss) after tax of Rs. (10,084.76) crores and Rs. (12,682.44) crores and total comprehensive income of Rs. (10,530.33) crores and Rs. (16,564.07) crores, for the quarter ended September 30, 2023 and for the period from April 1, 2023 to September 30, 2023, respectively, and cash flows (net) of Rs. (4,113.78) crores for the period from April 1, 2023 to September 30, 2023, as considered in the consolidated unaudited financial results. The interim financial statements / special purpose financial information of these subsidiaries also include their step-down associate companies and jointly controlled entities constituting Rs. 6.68 crores and Rs. 27.03 crores of the Group’s share of total comprehensive income for the quarter ended September 30, 2023 and for the period from April 1, 2023





## Price Waterhouse & Co Chartered Accountants LLP

to September 30, 2023 respectively. The consolidated unaudited financial results also includes the Group's share of total comprehensive income (comprising profit and total comprehensive income) of Rs. 9.26 crores and Rs. 17.42 crores for the quarter ended September 30, 2023 and for the period from April 1, 2023 to September 30, 2023, respectively, as considered in the consolidated unaudited financial results, in respect of one jointly controlled entity, whose interim financial statements / special purpose financial information have not been reviewed by us. These interim financial statements/ special purpose financial information have been reviewed by other auditors and their reports vide which they have issued an unmodified conclusion, have been furnished to us by the other auditors/ Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associate companies, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

9. The consolidated unaudited financial results includes the interim financial statements/ special purpose financial information of twenty two subsidiaries which have not been reviewed/ audited by their auditors, whose interim financial statements/ special purpose financial information reflect total assets of Rs. 10,579.90 crores and net assets of Rs. 5,577.40 crores as at September 30, 2023 and total revenue of Rs. 231.54 crores and Rs. 439.72 crores, total net (loss) after tax of Rs. (9.42) crores and Rs. (15.32) crores and total comprehensive income of Rs. 62.94 crores and Rs. 56.44 crores for the quarter ended September 30, 2023 and for the period from April 1, 2023 to September 30, 2023, respectively, and cash flows (net) of Rs. (36.33) crores for the period from April 1, 2023 to September 30, 2023, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also includes the Group's share of net profit after tax of Rs. 17.94 crores and Rs. 7.92 crores and total comprehensive income of Rs. 40.18 crores and Rs. 24.30 crores for the quarter ended September 30, 2023 and for the period from April 1, 2023 to September 30, 2023, respectively, as considered in the consolidated unaudited financial results, in respect of three associates and four jointly controlled entities, based on their interim financial statements/ special purpose financial information which have not been reviewed/audited by their auditors. According to the information and explanations given to us by the Management, these interim financial statements/ special purpose financial results are not material to the Group.
10. In the case of one subsidiary, three associate companies and one jointly controlled entity, the interim financial statements/ special purpose financial information for the quarter ended September 30, 2023 and for the period from April 1, 2023 to September 30, 2023 is not available. In absence of the aforesaid interim financial statements/ special purpose financial information, the interim financial statements/ special purpose financial information in respect of aforesaid subsidiaries and the Group's share of total comprehensive income of these associate companies and jointly controlled entities for the quarter ended September 30, 2023 and for the period from April 1, 2023 to September 30, 2023 have not been included in the consolidated unaudited financial results. In our opinion and according to the information and explanations given to us by the Management, these interim financial statements/ special purpose financial information are not material to the Group.

Our opinion on the consolidated unaudited financial results is not modified in respect of the matters set out in paragraphs 8, 9 and 10 above.

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration Number: 304026E/ E-300009



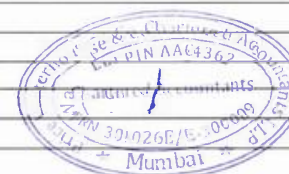
Subramanian Vivek  
Partner  
Membership Number: 100332  
UDIN: 23100332BGYVTV8186  
Mumbai  
November 1, 2023

## Price Waterhouse & Co Chartered Accountants LLP

**List of entities:**

Sl.No	Name of the Company
<b>A.</b>	<b>Subsidiaries (Direct)</b>
1	ABJA Investment Co. Pte. Ltd.
2	Indian Steel & Wire Products Ltd.
3	Tata Steel Utilities and Infrastructure Services Limited
4	Mohar Export Services Pvt. Ltd
5	Rujuvalika Investments Limited
6	Tata Steel Mining Limited @
7	Tata Korf Engineering Services Ltd. *
8	Tata Metaliks Limited
9	Tata Steel Long Products Limited @
10	T Steel Holdings Pte. Ltd.
11	Tata Steel Downstream Products Limited
12	Tayo Rolls Limited
13	The Tinplate Company of India Limited
14	Tata Steel Foundation
15	Jamshedpur Football and Sporting Private Limited
16	Bhubaneshwar Power Private Limited
17	Creative Port Development Private Limited
18	Angul Energy Limited
19	Tata Steel Support Services Limited
20	Bhushan Steel (South) Ltd.
21	Tata Steel Technical Services Limited
22	Bhushan Steel (Australia) PTY Ltd.
23	S & T Mining Company Limited
24	Medica TS Hospital Pvt. Ltd.
25	Tata Steel Advanced Materials Limited

<b>B.</b>	<b>Subsidiaries (Indirect)</b>
1	Haldia Water Management Limited
2	Tata Steel Business Delivery Centre Limited
3	Tata Steel Special Economic Zone Limited
4	Tata Pigments Limited
5	Adityapur Toll Bridge Company Limited
6	Neelachal Ispat Nigam Limited
7	Ceramat Private Limited
8	Tata Steel TABB Limited
9	T S Global Holdings Pte Ltd.
10	Orchid Netherlands (No.1) B.V.
11	The Siam Industrial Wire Company Ltd.
12	TSN Wires Co., Ltd.
13	Tata Steel Europe Limited
14	Apollo Metals Limited
15	British Steel Corporation Limited
16	British Steel Directors (Nominees) Limited
17	British Steel Nederland International B.V.
18	CV Benine
19	CatnicGmbH
20	Catnic Limited
21	Tata Steel Mexico SA de CV
22	Cogent Power Limited



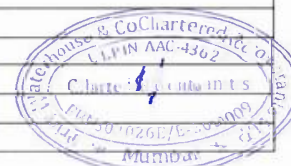
## Price Waterhouse & Co Chartered Accountants LLP

B.	Subsidiaries (Indirect)
23	Corbeil Les Rives SCI
24	Corby (Northants) & District Water Company Limited
25	Corus CNBV Investments
26	Corus Engineering Steels (UK) Limited
27	Corus Engineering Steels Limited
28	Corus Group Limited
29	Corus Holdings Limited
30	Corus Interuational (Overseas Holdings) Limited
31	Corus Interuational Limited
32	Corus International Romania SRL.
33	Corus Investments Limited
34	Corus Ireland Limited
35	Corus Liaison Services (India) Limited
36	Corus Management Limited
37	Corus Property
38	Corus UK Healthcare Trustee Limited
39	Crucible Insurance Company Limited
40	Degels GmbH
41	Demka B.V.
42	00026466 Limited (Formerly known as Firsteel Group Limited)
43	Fischer Profil GmbH
44	Gamble Simms Metals Limited
45	H E Samson Limited
46	Hadfields Holdings Limited
47	Halmstad Steel Service Centre AB
48	Hille & Muller GmbH
49	Hille & Muller USA Inc.
50	Hoogovens USA Inc.
51	Huizenbezit "Breesaap" B.V.
52	Layde Steel S.L.
53	London Works Steel Company Limited
54	Montana Bausysteme AG
55	Naantali Steel Service Centre OY
56	Norsk Stal Tynnplater AS
57	Norsk Stal Tynnplater AB
58	Orb Electrical Steels Limited
59	Oremco Inc.
60	Rafferty-Brown Steel Co Inc Of Conn.
61	S A B Profiel B.V.
62	S A B Profiel GmbH
63	Service Center Gelsenkirchen GmbH
64	Service Centre Maastricht B.V.
65	Societe Europeenne De Galvanisation (Segal) Sa
66	Surahammar Bruks AB
67	Swinden Housing Association Limited
68	Tata Steel Belgium Packaging Steels N.V.
69	Tata Steel Belgium Services N.V.



## Price Waterhouse & Co Chartered Accountants LLP

<b>B.</b>	<b>Subsidiaries (Indirect)</b>
70	Tata Steel France Holdings SAS
71	Tata Steel Germany GmbH
72	Tata Steel IJmuiden BV
73	Tata Steel International (Americas) Holdings Inc
74	Tata Steel International (Americas) Inc
75	Tata Steel International (Czech Republic) S.R.O
76	Tata Steel International (France) SAS
77	Tata Steel International (Germany) GmbH
78	Tata Steel International (South America) Representações LTDA
79	Tata Steel International (Italia) SRL
80	Tata Steel International (Middle East) FZE
81	Tata Steel International (Nigeria) Ltd.
82	Tata Steel International (Poland) sp Zoo
83	Tata Steel International (Sweden) AB
84	Tata Steel International (India) Limited
85	Tata Steel International Iberica SA
86	Tata Steel Istanbul Metal Sanayi ve Ticaret AS
87	Tata Steel Maubeuge SAS
88	Tata Steel Nederland BV
89	Tata Steel Nederland Consulting & Technical Services BV
90	Tata Steel Nederland Services BV
91	Tata Steel Nederland Technology BV
92	Tata Steel Nederland Tubes BV
93	Tata Steel Netherlands Holdings B.V.
94	Tata Steel Norway Byggsystemer A/S
95	Tata Steel UK Consulting Limited
96	Tata Steel UK Holdings Limited
97	Tata Steel UK Limited
98	Tata Steel USA Inc.
99	The Newport And South Wales Tube Company Limited
100	Thomas Processing Company
101	Thomas Steel Strip Corp.
102	TS South Africa Sales Office Proprietary Limited
103	Tulip UK Holdings (No.2) Limited
104	Tulip UK Holdings (No.3) Limited
105	UK Steel Enterprise Limited
106	Unitol SAS
107	Fischer Profil Produktions -und-Vertriebs - GmbH
108	Al Rimal Mining LLC
109	TSMUK Limited
110	Tata Steel Minerals Canada Limited
111	T S Canada Capital Ltd
112	Tata Steel International (Shanghai) Ltd.
113	Tata Steel (Thailand) Public Company Ltd.
114	Tata Steel Manufacturing (Thailand) Public Company Limited
115	The Siam Construction Steel Co. Ltd.
116	The Siam Iron And Steel (2001) Co. Ltd.
117	T S Global Procurement Company Pte. Ltd.
118	Bowen Energy PTY Ltd.
119	Bowen Coal PTY Ltd.
120	Bowen Consolidated PTY Ltd.
121	Subarnarekha Port Private Limited





## Price Waterhouse & Co Chartered Accountants LLP

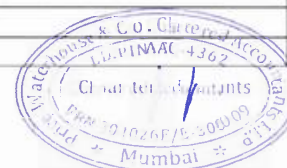
<b>C.</b>	<b>Jointly Controlled Entities (Direct)</b>
1	mjunction services limited
2	Tata NYK Shipping Pte Ltd.
3	TM International Logistics Limited
4	Industrial Energy Limited
5	Andal East Coal Company Pvt. Ltd.

<b>D.</b>	<b>Jointly Controlled Entities (Indirect)</b>
1	Tata BlueScope Steel Private Limited
2	Jamshedpur Continuous Annealing & Processing Company Private Limited
3	Naba Diganta Water Management Limited
4	Jamipol Limited
5	Nicco Jubilee Park Limited *
6	Himalaya Steel Mills Services Private Limited
7	Laura Metaal Holding B.V.
8	Ravenscraig Limited
9	Tata Steel Ticaret AS
10	Texturing Technology Limited
11	Air Products Llanwern Limited
12	Hoogovens Court Roll Service Technologies VOF
13	Minas De Benga (Mauritius) Limited
14	BlueScope Lysaght Lanka (Pvt) Ltd
15	Tata NYK Shipping (India) Pvt. Ltd.
16	International Shipping and Logistics FZE
17	TKM Global China Limited
18	TKM Global GmbH
19	TKM Global Logistics Limited

<b>E.</b>	<b>Associates (Direct)</b>
1	Kalinga Aquatics Ltd *
2	Kumardhubi Fireclay & Silica Works Ltd.
3	Kumardhubi Metal Casting and Engineering Limited
4	Strategic Energy Technology Systems Private Limited
5	Tata Construction & Projects Ltd.
6	TRF Limited
7	Malusha Travels Pvt Ltd.
8	Bhushan Capital & Credit Services Private Limited *
9	Jawahar Credit & Holdings Private Limited*

<b>F.</b>	<b>Associates (Indirect)</b>
1	European Profiles (M) Sdn. Bhd.
2	GietWalsOnderhoudCombinatie B.V.
3	Hoogovens Gan Multimedia S.A. De C.V.
4	Wupperman Staal Nederland B.V.
5	9336-0634 Québec Inc
6	TRF Singapore Pte Limited
7	TRF Holding Pte Limited
8	Dutch Lanka Trailer Manufacturers Limited
9	Dutch Lanka Engineering (Private) Limited
10	Fabsec Limited

@ Merged with the Parent Company. Refer note 5 to the Statement.  
\* Not consolidated as the financial information is not available.





Standalone Statement of Profit and Loss for the quarter/six months ended on 30th September 2023

₹ Crore

Particulars	Quarter ended on 30.09.2023	Quarter ended on 30.06.2023	Quarter ended on 30.09.2022	Six months ended on 30.09.2023	Six months ended on 30.09.2022	Financial year ended on 31.03.2023
	Audited	Audited	Audited	Audited	Audited	Audited
<b>1 Revenue from operations</b>						
a) Gross sales / income from operations	32,793.59	34,328.52	34,302.70	67,122.11	68,302.35	1,37,344.10
b) Other operating revenues	429.58	364.07	340.11	793.65	615.24	1,426.74
<b>Total revenue from operations [ 1(a) + 1(b) ]</b>	<b>33,223.17</b>	<b>34,692.59</b>	<b>34,642.81</b>	<b>67,915.76</b>	<b>68,917.59</b>	<b>1,38,770.84</b>
<b>2 Other income</b>	<b>849.83</b>	<b>1,474.67</b>	<b>814.00</b>	<b>2,324.50</b>	<b>1,346.88</b>	<b>2,530.62</b>
<b>3 Total income [ 1 + 2 ]</b>	<b>34,073.00</b>	<b>36,167.26</b>	<b>35,456.81</b>	<b>70,240.26</b>	<b>70,264.47</b>	<b>1,41,301.46</b>
<b>4 Expenses</b>						
a) Cost of materials consumed	11,530.13	12,808.43	16,495.64	24,338.56	32,301.85	57,835.47
b) Purchases of stock-in-trade	2,532.05	2,648.32	1,341.02	5,180.37	3,285.54	7,467.30
c) Changes in inventories of finished and semi-finished goods, stock-in-trade and work-in-progress	540.08	(477.29)	1,583.13	62.79	(3,126.57)	(1,224.33)
d) Employee benefits expense	1,774.86	1,635.07	1,708.47	3,409.93	3,326.00	6,901.95
e) Finance costs	1,124.49	1,026.75	994.39	2,151.24	1,742.94	3,929.68
f) Depreciation and amortisation expense	1,425.74	1,430.10	1,442.68	2,855.84	2,881.21	5,814.55
g) Other expenses	10,095.26	11,464.01	8,848.81	21,559.27	18,905.35	40,045.70
<b>Total expenses [ 4(a) to 4(g) ]</b>	<b>29,022.61</b>	<b>30,535.39</b>	<b>32,414.14</b>	<b>59,558.00</b>	<b>59,316.32</b>	<b>1,20,770.32</b>
<b>5 Profit / (Loss) before exceptional items &amp; tax [ 3 - 4 ]</b>	<b>5,050.39</b>	<b>5,631.87</b>	<b>3,042.67</b>	<b>10,682.26</b>	<b>10,948.15</b>	<b>20,531.14</b>
<b>6 Exceptional items :</b>						
a) Profit / (loss) on sale of non-current investments	-	-	-	-	-	338.56
b) Provision for impairment of investments / doubtful advances / other financial assets (net)	(12,960.96)	-	-	(12,960.96)	(12.39)	(1,056.39)
c) Employee separation compensation	(36.70)	(18.50)	(13.05)	(55.20)	(89.30)	(91.94)
d) Restructuring and other provisions	-	(0.02)	-	(0.02)	-	(1.69)
e) Gain (loss) on non-current investments classified as fair value through profit and loss (net)	4.89	7.28	(6.38)	12.17	27.46	30.99
<b>Total exceptional items [ 6(a) to 6(e) ]</b>	<b>(12,992.77)</b>	<b>(11.24)</b>	<b>(19.43)</b>	<b>(13,004.01)</b>	<b>(74.23)</b>	<b>(780.47)</b>
<b>7 Profit / (Loss) before tax [ 5 + 6 ]</b>	<b>(7,942.38)</b>	<b>5,620.63</b>	<b>3,023.24</b>	<b>(2,321.75)</b>	<b>10,873.92</b>	<b>19,750.67</b>
<b>8 Tax Expense</b>						
a) Current tax	801.40	1,194.78	680.25	1,996.18	2,498.02	4,861.20
b) Deferred tax	(213.18)	(179.12)	128.45	(392.30)	297.92	421.13
<b>Total tax expense [ 8(a) + 8(b) ]</b>	<b>588.22</b>	<b>1,015.66</b>	<b>808.70</b>	<b>1,603.88</b>	<b>2,795.94</b>	<b>5,282.33</b>
<b>9 Net Profit / (Loss) for the period [ 7 - 8 ]</b>	<b>(8,530.60)</b>	<b>4,604.97</b>	<b>2,214.54</b>	<b>(3,925.63)</b>	<b>8,077.98</b>	<b>14,468.34</b>
<b>10 Other comprehensive income</b>						
A (i) Items that will not be reclassified to profit or loss	199.98	180.49	47.52	380.47	(61.39)	86.71
(ii) Income tax relating to items that will not be reclassified to profit or loss	(13.03)	(17.22)	(1.75)	(30.25)	5.54	(47.86)
B (i) Items that will be reclassified to profit or loss	10.39	(8.48)	40.87	1.91	182.33	79.78
(ii) Income tax relating to items that will be reclassified to profit or loss	(2.61)	2.17	(10.29)	(0.44)	(45.89)	(20.12)
<b>Total other comprehensive income</b>	<b>194.73</b>	<b>156.96</b>	<b>76.35</b>	<b>351.69</b>	<b>80.59</b>	<b>98.51</b>
<b>11 Total Comprehensive Income for the period [ 9 + 10 ]</b>	<b>(8,335.87)</b>	<b>4,761.93</b>	<b>2,290.89</b>	<b>(3,573.94)</b>	<b>8,158.57</b>	<b>14,566.85</b>
<b>12 Paid-up equity share capital [Face value ₹ 1 per share]</b>	<b>1,222.40</b>	<b>1,222.40</b>	<b>1,222.37</b>	<b>1,222.40</b>	<b>1,222.37</b>	<b>1,222.40</b>
<b>13 Paid-up debt capital</b>	<b>10,625.88</b>	<b>10,624.84</b>	<b>12,908.26</b>	<b>10,625.88</b>	<b>12,908.26</b>	<b>15,058.49</b>
<b>14 Reserves excluding revaluation reserves</b>						<b>1,33,446.15</b>
<b>15 Securities premium reserve</b>	<b>31,290.24</b>	<b>31,290.24</b>	<b>31,288.89</b>	<b>31,290.24</b>	<b>31,288.89</b>	<b>31,290.24</b>
<b>16 Earnings per equity share</b>						
Basic earnings per share (not annualised) - in Rupees (after exceptional items)	(6.94)	3.74	1.80	(3.19)	6.57	11.77
Diluted earnings per share (not annualised) - in Rupees (after exceptional items)	(6.94)	3.74	1.80	(3.19)	6.57	11.76

(a) Paid up debt capital represents debentures



**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





Standalone Balance Sheet as at 30th September 2023

₹ Crore

Particulars	As at	As at
	30.09.2023	31.03.2023
	Audited	Audited
<b>A ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) Property, plant and equipment	86,711.94	88,670.72
(b) Capital work-in-progress	26,292.61	21,456.91
(c) Right-of-use assets	5,492.94	5,732.09
(d) Goodwill	12.66	12.66
(e) Other intangible assets	1,181.69	1,228.76
(f) Intangible assets under development	529.38	514.96
(g) Financial assets		
(i) Investments	64,958.52	40,292.47
(ii) Loans	4,924.63	32,574.10
(iii) Derivative assets	263.01	403.40
(iv) Other financial assets	1,435.99	2,299.16
(h) Non-current tax assets (net)	4,363.91	4,252.13
(i) Other assets	3,585.26	3,464.22
<b>Sub-total - Non current assets</b>	<b>1,99,752.54</b>	<b>2,00,901.58</b>
<b>(2) Current assets</b>		
(a) Inventories	23,140.80	24,546.94
(b) Financial assets		
(i) Investments	2,023.30	2,615.55
(ii) Trade receivables	2,274.72	2,538.56
(iii) Cash and cash equivalents	1,983.04	1,044.35
(iv) Other balances with banks	1,063.91	1,159.09
(v) Loans	139.60	1,925.71
(vi) Derivative assets	138.44	84.13
(vii) Other financial assets	859.79	937.43
(c) Other assets	3,582.80	3,629.24
<b>Sub-total - Current assets</b>	<b>35,206.40</b>	<b>38,481.00</b>
<b>(3) Assets held for sale</b>	26.70	65.38
<b>TOTAL - ASSETS</b>	<b>2,34,985.64</b>	<b>2,39,447.96</b>
<b>B EQUITY AND LIABILITIES</b>		
<b>(1) Equity</b>		
(a) Equity share capital	1,222.40	1,222.40
(b) Other equity	1,25,473.47	1,33,446.15
<b>Sub-total - Total Equity</b>	<b>1,26,695.87</b>	<b>1,34,668.55</b>
<b>(2) Non-current liabilities</b>		
(a) Financial liabilities		
(i) Borrowings	34,885.95	31,568.81
(ii) Lease liabilities	3,492.09	3,725.26
(iii) Other financial liabilities	1,882.16	1,757.01
(b) Provisions	2,605.34	2,599.44
(c) Retirement benefit obligations	2,056.70	1,994.18
(d) Deferred income	44.90	0.35
(e) Deferred tax liabilities (net)	8,049.69	8,389.84
(f) Other liabilities	3,295.12	3,878.50
<b>Sub-total - Non current liabilities</b>	<b>56,311.95</b>	<b>53,913.39</b>
<b>(3) Current liabilities</b>		
(a) Financial liabilities		
(i) Borrowings	7,921.59	7,298.12
(ii) Lease liabilities	566.78	551.78
(iii) Trade payables		
(a) Total outstanding dues of micro and small enterprises	753.31	902.94
(b) Total outstanding dues of creditors other than micro and small enterprises	20,450.54	18,837.73
(iv) Derivative liabilities	8.07	68.28
(v) Other financial liabilities	5,758.52	6,063.00
(b) Provisions	1,128.75	1,952.62
(c) Retirement benefit obligations	116.71	124.81
(d) Deferred income	22.46	29.61
(e) Current tax liabilities (net)	1,188.43	1,702.04
(f) Other liabilities	14,062.66	13,335.09
<b>Sub-total - Current liabilities</b>	<b>51,977.82</b>	<b>50,866.02</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>2,34,985.64</b>	<b>2,39,447.96</b>



**TATA STEEL LIMITED**

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Standalone Statement of Cash Flows for the six months ended on 30th September 2023

₹ Crore

Particulars	Six months ended on 30.09.2023		Six months ended on 30.09.2022	
	Audited		Audited	
<b>(A) Cash flows from operating activities:</b>				
Profit / (Loss) before tax		(2,321.75)		10,873.92
Adjustments for:				
Depreciation and amortisation expense	2,855.84		2,881.21	
Dividend income	(170.79)		(115.28)	
(Gain)/loss on sale of property, plant and equipment including intangible assets (net of loss on assets scrapped/written off)	(871.52)		1.35	
Exceptional (income) expenses	13,004.01		74.23	
(Gain) loss on cancellation of forwards, swaps and options	(154.14)		(6.17)	
Interest income and income from current investments	(1,269.23)		(1,015.85)	
Finance costs	2,151.24		1,742.94	
Foreign exchange (gain) loss	(289.77)		(2,234.53)	
Other non-cash items	12.36		(47.55)	
		15,268.00		1,280.35
<b>Operating profit before changes in non-current/current assets and liabilities</b>		<b>12,946.25</b>		<b>12,154.27</b>
Adjustments for:				
Non-current/current financial and other assets	247.18		(1,609.01)	
Inventories	1,433.73		(3,809.19)	
Non-current/current financial and other liabilities/provisions	324.58		(361.68)	
		2,005.49		(5,779.88)
<b>Cash generated from operations</b>		<b>14,951.74</b>		<b>6,374.39</b>
Income taxes paid (net of refund)		(2,577.69)		(2,699.37)
<b>Net cash from/(used in) operating activities</b>		<b>12,374.05</b>		<b>3,675.02</b>
<b>(B) Cash flows from investing activities:</b>				
Purchase of capital assets	(4,851.88)		(3,968.30)	
Sale of capital assets	18.41		11.58	
Purchase of investments in subsidiaries	(142.10)		(11,560.31)	
Purchase of other non-current investments	-		(190.00)	
Purchase of business undertaking	-		(130.00)	
(Purchase)/sale of current investments (net)	695.76		4,478.11	
Loans given	(4,881.22)		(150.00)	
Repayment of loans given	538.00		80.99	
Principal receipts under sublease	0.25		-	
Fixed/restricted deposits with banks (placed) realised (net)	(12.96)		15.03	
Interest received	74.92		76.36	
Dividend received from subsidiaries	85.84		63.26	
Dividend received from associates and joint ventures	51.47		26.83	
Dividend received from others	33.48		23.49	
<b>Net cash from/(used in) investing activities</b>		<b>(8,390.03)</b>		<b>(11,222.96)</b>
<b>(C) Cash flows from financing activities:</b>				
Proceeds from long-term borrowings (net of issue expenses)	7,039.04		7,996.12	
Repayment of long-term borrowings	(6,455.27)		(2,855.34)	
Proceeds/(repayments) of short term borrowings (net)	3,298.86		3,911.76	
Payment of lease obligations	(243.07)		(283.70)	
Amount received (paid) on utilisation/cancellation of derivatives	151.68		(5.86)	
Interest paid	(2,436.82)		(1,559.77)	
Dividend paid	(4,399.75)		(6,247.26)	
<b>Net cash from/(used in) financing activities</b>		<b>(3,045.33)</b>		<b>955.95</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>938.69</b>		<b>(6,591.99)</b>
<b>Opening cash and cash equivalents</b>		<b>1,044.35</b>		<b>7,450.53</b>
<b>Closing cash and cash equivalents</b>		<b>1,983.04</b>		<b>858.54</b>

- (i) Significant non-cash movements in borrowings and advances during the period include:
- (a) amortisation effective interest rate adjustments of upfront fees ₹7.54 crore (six months ended 30.09.2022: ₹17.23 crore).
  - (b) exchange loss ₹23.28 crore (six months ended 30.09.2022: ₹241.34 crore).
  - (c) adjustments to lease obligations, increase ₹24.89 crore (six months ended 30.09.2022: ₹76.42 crore).
  - (d) conversion of loan given to a subsidiary into equity investment ₹34,168.90 crore (six months ended 30.09.2022: Nil).
- (ii) (Gain)/loss on sale of property, plant and equipment includes a non-cash gain of ₹903.40 crore (six months ended 30.09.2022: Nil) on de-recognition of assets pursuant to long-term arrangement.



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Additional information pursuant to Regulation 52(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, for Standalone financial results as at and for the quarter/six months ended on 30th September 2023 :

Particulars	Quarter ended on 30.09.2023	Quarter ended on 30.06.2023	Quarter ended on 30.09.2022	Six months ended on 30.09.2023	Six months ended on 30.09.2022	Financial year ended on 31.03.2023
<b>Net debt equity ratio</b> (Net debt / Average equity)						
1 [Net debt: Non-current borrowings + Current borrowings + Non-current and current lease liabilities - Current investments - Cash and cash equivalents - Other balances with banks (including non-current earmarked balances)]	0.32	0.29	0.32	0.32	0.32	0.29
[Equity: Equity share capital + Other equity]						
<b>Debt service coverage ratio</b> (EBIT / (Net finance charges + Interest income from group companies + Scheduled principal repayments of non-current borrowings and lease obligations (excluding prepayments) during the period))						
2 [EBIT: Profit before taxes +/- Exceptional items + Net finance charges]	2.49	1.11	5.33	1.50	2.82	3.88
[Net finance charges: Finance costs (excluding interest on current borrowings) - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]						
<b>Interest service coverage ratio</b> (EBIT / (Net finance charges + Interest income from group companies))						
3 [EBIT: Profit before taxes +/- Exceptional items + Net finance charges]	7.90	10.13	6.72	8.94	14.55	10.54
[Net finance charges: Finance costs (excluding interest on current borrowings) - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]						
<b>Current ratio</b> (Total current assets / Current liabilities)						
4 [Current liabilities: Total current liabilities - Current maturities of non-current borrowings and lease obligations]	0.74	0.91	0.73	0.74	0.73	0.87
<b>Long term debt to working capital ratio</b> (Non-current borrowings + Non-current lease liabilities + Current maturities of non-current borrowings and lease obligations) / (Total current assets - Current liabilities)						
5 [Current liabilities: Total current liabilities - Current maturities of non-current borrowings and lease obligations]	*	*	*	*	*	*
<b>Bad debts to account receivable ratio</b> (Bad debts / Average trade receivables)						
6	0.20	-	-	0.19	-	-
<b>Current liability ratio</b> (Total current liabilities / Total liabilities)						
7	0.48	0.47	0.58	0.48	0.58	0.49
<b>Total debts to total assets ratio</b> (Non-current borrowings + Current borrowings + Non-current and current lease liabilities) / Total assets						
8	0.20	0.19	0.19	0.20	0.19	0.18
<b>Debtors turnover ratio (in days)</b> (Average trade receivables / Turnover in days)						
9 [Turnover: Revenue from operations]	6	6	8	6	8	7
<b>Inventory turnover ratio (in days)</b> (Average inventory / Sale of products in days)						
10	70	68	79	66	67	64
<b>Operating EBIDTA margin (%)</b> (EBIDTA / Turnover)						
11 [EBIDTA: Profit before taxes +/- Exceptional items + Net finance charges - Depreciation and amortisation]	20.82	21.63	14.30	21.23	21.14	20.37
[Net finance charges: Finance costs - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]						
[Turnover: Revenue from operations]						
<b>Net profit margin (%)</b> (Net profit after tax / Turnover)						
12 [Turnover: Revenue from operations]	(25.68)	13.27	6.39	(5.78)	11.72	10.43
<b>Debtore redemption reserve (in ₹ Crore)</b>						
13	1,328.75	1,328.75	2,046.00	1,328.75	2,046.00	2,046.00
<b>Net worth (in ₹ Crore)</b> (Equity share capital + Other equity - Capital reserve - Amalgamation reserve)						
14	1,24,573.20	1,37,307.82	1,26,136.19	1,24,573.20	1,26,136.19	1,32,545.89
<b>Outstanding redeemable preference shares (quantity and value)</b>						
15						Not applicable

\* Net working capital is negative



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Consolidated Statement of Profit and Loss for the quarter/six months ended on 30th September 2023

₹ Crore

Particulars	Quarter ended on 30.09.2023	Quarter ended on 30.06.2023	Quarter ended on 30.09.2022	Six months ended on 30.09.2023	Six months ended on 30.09.2022	Financial year ended on 31.03.2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>1 Revenue from operations</b>						
a) Gross sales / income from operations	55,107.21	59,015.80	59,512.54	1,14,123.01	1,22,640.86	2,41,636.25
b) Other operating revenues	574.72	473.86	364.98	1,048.58	666.73	1,716.44
Total revenue from operations [ 1(a) + 1(b) ]	55,681.93	59,489.66	59,877.52	1,15,171.59	1,23,307.59	2,43,352.69
<b>2 Other income</b>	228.23	1,176.82	329.26	1,405.05	597.34	1,037.48
<b>3 Total income [ 1 + 2 ]</b>	<b>55,910.16</b>	<b>60,666.48</b>	<b>60,206.78</b>	<b>1,16,576.64</b>	<b>1,23,904.93</b>	<b>2,44,390.17</b>
<b>4 Expenses</b>						
a) Cost of materials consumed	20,473.43	22,267.94	27,788.50	42,741.37	54,108.36	1,01,483.08
b) Purchases of stock-in-trade	4,673.56	3,692.61	3,269.93	8,366.17	8,269.43	15,114.11
c) Changes in inventories of finished and semi-finished goods, stock-in-trade and work-in-progress	756.14	1,514.62	280.59	2,270.76	(7,818.15)	(3,358.89)
d) Employee benefits expense	5,916.53	5,925.38	5,318.25	11,841.91	11,281.65	22,419.32
e) Finance costs	1,959.39	1,825.15	1,519.07	3,784.54	2,737.18	6,298.70
f) Depreciation and amortisation expense	2,479.85	2,412.32	2,347.82	4,892.17	4,584.61	9,335.20
g) Other expenses	19,594.45	20,915.23	17,159.93	40,509.68	36,433.18	75,394.91
Total expenses [ 4(a) to 4(g) ]	55,853.35	58,553.25	57,684.09	1,14,406.60	1,09,596.26	2,26,686.43
<b>5 Profit / (Loss) before share of profit (loss) of joint ventures &amp; associates, exceptional items &amp; tax [ 3 - 4 ]</b>	56.81	2,113.23	2,522.69	2,170.04	14,308.67	17,703.74
<b>6 Share of profit / (loss) of joint ventures &amp; associates</b>	102.90	(271.28)	101.86	(168.38)	261.38	418.12
<b>7 Profit / (Loss) before exceptional items &amp; tax [ 5 + 6 ]</b>	<b>159.71</b>	<b>1,841.95</b>	<b>2,624.55</b>	<b>2,001.66</b>	<b>14,570.05</b>	<b>18,121.86</b>
<b>8 Exceptional items :</b>						
a) Profit / (loss) on sale of subsidiaries and non-current investments	-	4.68	-	4.68	15.56	66.86
b) Provision for impairment of investments / doubtful advances / other financial assets (net)	-	19.98	-	19.98	(12.39)	83.68
c) Provision for impairment of non-current assets (net)	(3,255.11)	-	-	(3,255.11)	-	25.37
d) Employee separation compensation	(36.70)	(18.50)	(13.05)	(55.20)	(89.30)	(91.94)
e) Restructuring and other provisions	(3,611.98)	(0.02)	-	(3,612.00)	-	(1.70)
f) Gain (loss) on non-current investments classified as fair value through profit and loss (net)	4.89	7.28	(6.38)	12.17	27.46	30.99
Total exceptional items [ 8(a) to 8(f) ]	(6,898.90)	13.42	(19.43)	(6,885.48)	(58.67)	113.26
<b>9 Profit / (Loss) before tax [ 7 + 8 ]</b>	<b>(6,739.19)</b>	<b>1,855.37</b>	<b>2,605.12</b>	<b>(4,883.82)</b>	<b>14,511.38</b>	<b>18,235.12</b>
<b>10 Tax Expense</b>						
a) Current tax	1,114.33	1,142.74	1,024.33	2,257.07	3,422.52	5,324.96
b) Current tax in relation to earlier years	(9.82)	(115.76)	20.47	(125.58)	27.35	36.37
c) Deferred tax	(1,332.54)	303.54	263.26	(1,029.00)	2,050.45	4,798.44
Total tax expense [ 10(a) to 10(c) ]	(228.03)	1,330.52	1,308.06	1,102.49	5,500.32	10,159.77
<b>11 Net Profit / (Loss) for the period [ 9 - 10 ]</b>	<b>(6,511.16)</b>	<b>524.85</b>	<b>1,297.06</b>	<b>(5,986.31)</b>	<b>9,011.06</b>	<b>8,075.35</b>
<b>12 Profit/ (Loss) for the period attributable to:</b>						
Owners of the Company	(6,196.24)	633.95	1,514.42	(5,562.29)	9,279.38	8,760.40
Non controlling interests	(314.92)	(109.10)	(217.36)	(424.02)	(268.32)	(685.05)
<b>13 Other comprehensive income</b>						
A (i) Items that will not be reclassified to profit or loss	(922.70)	(4,690.20)	(766.51)	(5,612.90)	(5,598.65)	(13,529.65)
(ii) Income tax relating to items that will not be reclassified to profit or loss	270.01	1,199.23	194.31	1,469.24	1,381.29	3,353.56
B (i) Items that will be reclassified to profit or loss	61.80	430.68	(2,738.82)	492.48	(5,704.28)	(4,175.40)
(ii) Income tax on items that will be reclassified to profit or loss	(183.30)	(112.42)	(102.95)	(295.72)	(103.24)	502.42
Total other comprehensive income	(774.19)	(3,172.71)	(3,413.97)	(3,946.90)	(10,024.88)	(13,849.07)
<b>14 Total Comprehensive Income for the period [ 11 + 13 ]</b>	<b>(7,285.35)</b>	<b>(2,647.86)</b>	<b>(2,116.91)</b>	<b>(9,933.21)</b>	<b>(1,013.82)</b>	<b>(5,773.72)</b>
<b>15 Total comprehensive income for the period attributable to:</b>						
Owners of the Company	(6,958.10)	(2,510.55)	(1,870.06)	(9,468.65)	(704.37)	(5,107.74)
Non controlling interests	(327.25)	(137.31)	(246.85)	(464.56)	(309.45)	(665.98)
<b>16 Paid-up equity share capital [Face value ₹ 1 per share]</b>	1,221.24	1,221.24	1,221.21	1,221.24	1,221.21	1,221.24
<b>17 Reserves (excluding revaluation reserves) and Non controlling interest</b>						1,03,953.97
<b>18 Earnings per equity share:</b>						
Basic earnings per share (not annualised) - in Rupees (after exceptional items)	(5.07)	0.52	1.24	(4.56)	7.60	7.17
Diluted earnings per share (not annualised) - in Rupees (after exceptional items)	(5.07)	0.52	1.24	(4.56)	7.60	7.17



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Consolidated Balance Sheet as at 30th September 2023

Particulars	As at	As at
	30.09.2023	31.03.2023
	Unaudited	Audited
<b>A ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) Property, plant and equipment	1,15,541.00	1,18,696.74
(b) Capital work-in-progress	35,761.11	30,307.90
(c) Right-of-use assets	7,476.68	9,222.52
(d) Goodwill	5,605.88	5,601.65
(e) Other intangible assets	12,356.38	13,100.55
(f) Intangible assets under development	948.68	905.12
(g) Equity accounted investments	2,964.35	3,233.33
(h) Financial assets		
(i) Investments	2,070.27	1,546.92
(ii) Loans	71.02	64.74
(iii) Derivative assets	263.01	403.40
(iv) Other financial assets	1,566.93	510.88
(j) Retirement benefit assets	24.65	6,990.83
(k) Non-current tax assets	4,512.36	4,369.03
(l) Deferred tax assets	3,848.41	2,625.96
(m) Other assets	3,865.47	3,776.63
<b>Sub-total - Non current assets</b>	<b>1,96,876.20</b>	<b>2,01,356.20</b>
<b>(2) Current assets</b>		
(a) Inventories	49,170.83	54,415.33
(b) Financial assets		
(i) Investments	2,657.95	3,630.06
(ii) Trade receivables	6,779.68	8,257.24
(iii) Cash and cash equivalents	8,796.67	12,129.90
(iv) Other balances with banks	1,135.52	1,227.36
(v) Loans	2.29	1.84
(vi) Derivative assets	445.61	561.46
(vii) Other financial assets	1,178.03	1,435.51
(c) Current tax assets	45.95	117.69
(d) Other assets	4,681.74	4,829.75
<b>Sub-total - Current assets</b>	<b>74,894.27</b>	<b>86,606.14</b>
(3) Assets held for sale	43.53	59.40
<b>TOTAL - ASSETS</b>	<b>2,71,814.00</b>	<b>2,88,021.74</b>
<b>B EQUITY AND LIABILITIES</b>		
<b>(1) Equity</b>		
(a) Equity share capital	1,221.24	1,221.24
(b) Other equity	87,975.95	1,01,860.86
<b>Equity attributable to shareholders of the company</b>	<b>89,197.19</b>	<b>1,03,082.10</b>
Non controlling interest	1,605.06	2,093.11
<b>Sub-total - Total Equity</b>	<b>90,802.25</b>	<b>1,05,175.21</b>
<b>(2) Non-current liabilities</b>		
(a) Financial liabilities		
(i) Borrowings	47,195.60	51,446.33
(ii) Lease Liabilities	4,462.34	5,811.08
(iii) Other financial liabilities	2,000.76	1,871.51
(b) Provisions	4,712.41	4,775.84
(c) Retirement benefit obligations	2,903.18	2,931.37
(d) Deferred income	178.33	152.36
(e) Deferred tax liabilities	13,177.87	14,115.64
(f) Other liabilities	3,808.18	4,467.27
<b>Sub-total - Non current liabilities</b>	<b>78,438.67</b>	<b>85,551.40</b>
<b>(3) Current liabilities</b>		
(a) Financial liabilities		
(i) Borrowings	36,792.36	26,571.37
(ii) Lease Liabilities	1,272.65	1,064.27
(iii) Trade payables		
(a) Total outstanding dues of micro and small enterprises	1,032.77	1,170.33
(b) Total outstanding dues of creditors other than micro and small enterprises	32,223.94	36,662.21
(iv) Derivative liabilities	701.04	1,630.53
(v) Other financial liabilities	9,284.43	9,590.21
(b) Provisions	4,349.48	3,882.73
(c) Retirement benefit obligations	151.02	162.47
(d) Deferred income	103.83	91.93
(e) Current tax liabilities	1,327.14	1,923.98
(f) Other liabilities	15,334.42	14,545.10
<b>Sub-total - Current liabilities</b>	<b>1,02,573.08</b>	<b>97,295.13</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>2,71,814.00</b>	<b>2,88,021.74</b>



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Consolidated Segment Revenue, Results, Assets and Liabilities

₹ Crore

Particulars	Quarter ended on 30.09.2023	Quarter ended on 30.06.2023	Quarter ended on 30.09.2022	Six months ended on 30.09.2023	Six months ended on 30.09.2022	Financial year ended on 31.03.2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>Segment Revenue:</b>						
Tata Steel India	33,223.17	34,692.59	34,642.81	67,915.76	68,917.59	1,38,770.84
Neelachal Ispat Nigam Limited	1,283.99	1,668.28	20.12	2,952.27	20.12	1,645.55
Other Indian Operations	4,620.03	4,294.30	4,553.52	8,914.33	8,895.78	18,155.04
Tata Steel Europe	18,846.71	21,334.82	21,558.75	40,181.53	47,519.63	90,300.39
Other Trade Related Operations	12,376.72	15,299.32	16,829.30	27,676.04	41,976.59	73,973.53
South East Asian Operations	1,798.23	1,879.61	2,074.93	3,677.84	4,587.30	8,731.44
Rest of the World	527.96	271.32	215.92	799.28	390.40	648.77
<b>Total</b>	<b>72,676.81</b>	<b>79,440.24</b>	<b>79,895.35</b>	<b>1,52,117.05</b>	<b>1,72,307.41</b>	<b>3,32,225.56</b>
Less: Inter Segment Revenue	16,994.88	19,950.58	20,017.83	36,945.46	48,999.82	88,872.87
<b>Total Segment Revenue from operations</b>	<b>55,681.93</b>	<b>59,489.66</b>	<b>59,877.52</b>	<b>1,15,171.59</b>	<b>1,23,307.59</b>	<b>2,43,352.69</b>
<b>Segment Results before exceptional items, interest, tax and depreciation :</b>						
Tata Steel India	6,917.02	7,503.10	4,954.44	14,420.12	14,567.15	28,264.90
Neelachal Ispat Nigam Limited	(76.44)	13.39	(178.14)	(63.05)	(178.14)	(773.23)
Other Indian Operations	329.97	216.81	267.88	546.78	568.32	1,205.73
Tata Steel Europe	(2,512.42)	(1,569.15)	1,787.62	(4,081.57)	7,824.23	4,632.06
Other Trade Related Operations	749.63	(12.86)	(477.11)	736.77	(1,063.92)	168.49
South East Asian Operations	10.67	54.08	108.69	64.75	411.58	473.64
Rest of the World	56.29	27.10	(59.17)	83.39	(94.77)	(480.91)
<b>Total</b>	<b>5,474.72</b>	<b>6,232.47</b>	<b>6,404.21</b>	<b>11,707.19</b>	<b>22,034.45</b>	<b>33,490.68</b>
Less: Inter Segment Eliminations	1,159.99	110.49	133.21	1,270.48	715.98	793.17
<b>Total Segment Results before exceptional items, interest, tax and depreciation</b>	<b>4,314.73</b>	<b>6,121.98</b>	<b>6,271.00</b>	<b>10,436.71</b>	<b>21,318.47</b>	<b>32,697.51</b>
Add: Finance income	181.32	228.72	118.58	410.04	311.99	640.13
Less: Finance costs	1,959.39	1,825.15	1,519.07	3,784.54	2,737.18	6,298.70
Less: Depreciation and Amortisation	2,479.85	2,412.32	2,347.82	4,892.17	4,584.61	9,335.20
Add: Share of profit / (loss) of joint ventures and associates	102.90	(271.28)	101.86	(168.38)	261.38	418.12
<b>Profit / (Loss) before exceptional items &amp; tax</b>	<b>159.71</b>	<b>1,841.95</b>	<b>2,624.55</b>	<b>2,001.66</b>	<b>14,570.05</b>	<b>18,121.86</b>
Add: Exceptional items	(6,898.90)	13.42	(19.43)	(6,885.48)	(58.67)	113.26
<b>Profit / (Loss) before tax</b>	<b>(6,739.19)</b>	<b>1,855.37</b>	<b>2,605.12</b>	<b>(4,883.82)</b>	<b>14,511.38</b>	<b>18,235.12</b>
Less: Tax expense	(228.03)	1,330.52	1,308.06	1,102.49	5,500.32	10,159.77
<b>Net Profit / (Loss) for the period</b>	<b>(6,511.16)</b>	<b>524.85</b>	<b>1,297.06</b>	<b>(5,986.31)</b>	<b>9,011.06</b>	<b>8,075.35</b>
<b>Segment Assets:</b>						
Tata Steel India	1,77,855.80	2,15,470.65	2,06,692.14	1,77,855.80	2,06,692.14	2,06,364.01
Neelachal Ispat Nigam Limited	13,237.79	13,228.86	13,272.43	13,237.79	13,272.43	13,449.21
Other Indian Operations	14,589.83	14,233.11	13,425.66	14,589.83	13,425.66	13,664.82
Tata Steel Europe	67,577.64	76,611.38	85,859.53	67,577.64	85,859.53	84,399.40
Other Trade Related Operations	28,080.99	28,522.72	24,303.51	28,080.99	24,303.51	30,362.20
South East Asian Operations	3,597.79	4,630.38	4,419.35	3,597.79	4,419.35	4,888.17
Rest of the World	8,031.17	7,172.17	7,363.92	8,031.17	7,363.92	7,082.40
Less: Inter Segment Eliminations	41,200.54	72,775.08	66,185.91	41,200.54	66,185.91	72,247.87
<b>Total Segment Assets</b>	<b>2,71,770.47</b>	<b>2,87,094.19</b>	<b>2,89,150.63</b>	<b>2,71,770.47</b>	<b>2,89,150.63</b>	<b>2,87,962.34</b>
Assets held for sale	43.53	52.61	56.47	43.53	56.47	59.40
<b>Total Assets</b>	<b>2,71,814.00</b>	<b>2,87,146.80</b>	<b>2,89,207.10</b>	<b>2,71,814.00</b>	<b>2,89,207.10</b>	<b>2,88,021.74</b>
<b>Segment Liabilities:</b>						
Tata Steel India	1,11,380.82	1,13,054.54	1,15,330.93	1,11,380.82	1,15,330.93	1,08,328.17
Neelachal Ispat Nigam Limited	7,509.56	7,177.34	7,038.09	7,509.56	7,038.09	7,176.98
Other Indian Operations	3,947.80	3,831.47	4,257.75	3,947.80	4,257.75	4,112.11
Tata Steel Europe	53,129.07	51,795.70	43,779.19	53,129.07	43,779.19	53,039.52
Other Trade Related Operations	37,150.69	73,595.07	66,466.83	37,150.69	66,466.83	73,889.08
South East Asian Operations	767.77	790.05	850.52	767.77	850.52	933.31
Rest of the World	10,797.56	9,774.52	9,115.26	10,797.56	9,115.26	9,560.37
Less: Inter Segment Eliminations	43,671.52	75,399.38	67,661.38	43,671.52	67,661.38	74,193.01
<b>Total Segment Liabilities</b>	<b>1,81,011.75</b>	<b>1,84,619.31</b>	<b>1,79,177.19</b>	<b>1,81,011.75</b>	<b>1,79,177.19</b>	<b>1,82,846.53</b>
<b>Total Liabilities</b>	<b>1,81,011.75</b>	<b>1,84,619.31</b>	<b>1,79,177.19</b>	<b>1,81,011.75</b>	<b>1,79,177.19</b>	<b>1,82,846.53</b>



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Consolidated Statement of Cash Flows for the six months ended on 30th September 2023 <sup>(1/2)</sup>

₹ Crore

Particulars	Six months ended on 30.09.2023		Six months ended on 30.09.2022	
	Unaudited		Unaudited	
<b>(A) Cash flows from operating activities:</b>				
Profit / (Loss) before tax		(4,883.82)		14,511.38
Adjustments for:				
Depreciation and amortisation expense	4,892.17		4,584.61	
Dividend income	(38.13)		(26.42)	
(Gain) loss on sale of property, plant and equipment including intangible assets (net of loss on assets scrapped/written off)	(916.21)		(17.93)	
Exceptional (income) expenses	6,885.48		58.67	
(Gain) loss on cancellation of forwards, swaps and options	(151.68)		(10.63)	
Interest income and income from current investments	(410.04)		(311.99)	
Finance costs	3,784.54		2,737.18	
Foreign exchange (gain) loss	427.08		(333.00)	
Share of profit or loss of joint ventures and associates	168.38		(261.38)	
Other non-cash items	39.76		(44.65)	
		14,681.35		6,374.46
<b>Operating profit before changes in non-current/current assets and liabilities</b>		<b>9,797.53</b>		<b>20,885.84</b>
Adjustments for:				
Non-current/current financial and other assets	1,275.59		2,132.02	
Inventories	4,988.97		(9,996.41)	
Non-current/current financial and other liabilities/provisions	(6,767.32)		(4,969.21)	
		(502.76)		(12,833.60)
<b>Cash generated from operations</b>		<b>9,294.77</b>		<b>8,052.24</b>
Income taxes paid (net of refund)		(2,757.87)		(3,041.87)
<b>Net cash from/(used in) operating activities</b>		<b>6,536.90</b>		<b>5,010.37</b>
<b>(B) Cash flows from investing activities:</b>				
Purchase of capital assets	(8,642.14)		(6,114.21)	
Sale of capital assets	175.33		112.96	
Purchase of non-current investments	(1.32)		(200.57)	
Sale of non-current investments	4.73		2.55	
(Purchase) sale of current investments (net)	1,102.50		4,235.96	
Loans given	(6.73)		(6.72)	
Repayment of loans given	-		28.86	
Principal receipts under sublease	0.77		6.35	
Fixed restricted deposits with banks (placed) realised (net)	(20.79)		53.16	
Interest received	210.67		117.01	
Dividend received from associates and joint ventures	110.34		199.25	
Dividend received from others	38.76		26.87	
Acquisition of subsidiaries/undertakings	-		(10,483.02)	
Sale of subsidiaries/undertakings <sup>(i)</sup>	49.87		40.20	
<b>Net cash from/(used in) investing activities</b>		<b>(6,978.01)</b>		<b>(11,981.35)</b>

table continued on next page



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**Consolidated Statement of Cash Flows for the six months ended on 30th September 2023 <sup>(2/2)</sup>**

₹ Crore

Particulars	Six months ended on 30.09.2023	Six months ended on 30.09.2022
	Unaudited	Unaudited
<b>(C) Cash flows from financing activities:</b>		
Proceeds from long-term borrowings (net of issue expenses)	7,554.91	7,996.12
Repayment of long-term borrowings	(10,776.51)	(2,865.79)
Proceeds/(repayments) of short term borrowings (net)	8,863.07	5,931.03
Payment of lease obligations	(517.43)	(585.64)
Acquisition of additional stake in subsidiary	(12.08)	-
Amount received/(paid) on utilisation/cancellation of derivatives	406.36	(5.86)
Interest paid	(3,861.76)	(2,415.79)
Dividend paid	(4,428.87)	(6,291.79)
<b>Net cash from/(used in) financing activities</b>	<b>(2,772.31)</b>	<b>1,762.28</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(3,213.42)</b>	<b>(5,208.70)</b>
<b>Opening cash and cash equivalents <sup>(ii)</sup></b>	<b>12,129.90</b>	<b>15,606.96</b>
Effect of exchange rate on translation of foreign currency cash and cash equivalents	(119.81)	(378.47)
<b>Closing cash and cash equivalents</b>	<b>8,796.67</b>	<b>10,019.79</b>

- (i) ₹49.87 crore (six months ended 30.09.2022: Nil) received in respect of deferred consideration on disposal of an undertaking.
- (ii) Opening cash and cash equivalents includes Nil (six months ended 30.09.2022: ₹2.28 crore) in respect of subsidiaries classified as held for sale.
- (iii) Significant non-cash movements in borrowings during the period include:
- (a) addition on account of subsidiaries acquired during the year Nil (six months ended 30.09.2022: ₹4.09 crore)
  - (b) exchange loss (including translation) ₹227.01 crore (six months ended 30.09.2022: ₹1,088.66 crore)
  - (c) amortisation/effective interest rate adjustments of upfront fees ₹107.92 crore (six months ended 30.09.2022: ₹200.30 crore)
  - (d) adjustment to lease obligations, decrease ₹622.49 crore (six months ended 30.09.2022: increase ₹186.84 crore)
- (iv) (Gain) loss on sale of property, plant and equipment includes a non-cash gain of ₹903.40 crore (six months ended 30.09.2022: Nil) on de-recognition of assets pursuant to long-term arrangement.



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**Additional information pursuant to Regulation 52(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, for Consolidated financial results as at and for the quarter/six months ended on 30th September 2023 :**

Particulars	Quarter ended on 30.09.2023	Quarter ended on 30.06.2023	Quarter ended on 30.09.2022	Six months ended on 30.09.2023	Six months ended on 30.09.2022	Financial year ended on 31.03.2023
<b>Net debt equity ratio</b> (Net debt / Average equity)						
1 [Net debt: Non-current borrowings + Current borrowings + Non-current and current lease liabilities - Current investments - Cash and cash equivalents - Other balances with banks (including non-current earmarked balances)]  [Equity: Equity share capital + Other equity + Non controlling interest]	0.79	0.69	0.63	0.79	0.63	0.61
<b>Debt service coverage ratio</b> (EBIT / (Net finance charges + Scheduled principal repayments of non-current borrowings and lease obligations (excluding prepayments) during the periods))						
2 [EBIT: Profit before taxes +/- Exceptional items + Net finance charges]  [Net finance charges: Finance costs (excluding interest on current borrowings) - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]	0.21	0.47	3.14	0.32	3.23	2.79
<b>Interest service coverage ratio</b> (EBIT / Net finance charges)						
3 [EBIT: Profit before taxes +/- Exceptional items + Net finance charges]  [Net finance charges: Finance costs (excluding interest on current borrowings) - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]	1.12	3.55	4.11	1.97	10.48	6.01
<b>Current ratio</b> (Total current assets / Current liabilities)						
4 [Current liabilities: Total current liabilities - Current maturities of non-current borrowings and lease obligations]	0.84	0.98	1.01	0.84	1.01	1.01
<b>Long term debt to working capital ratio</b> (Non-current borrowings + Non-current lease liabilities + Current maturities of non-current borrowings and lease obligations) / (Total current assets - Current liabilities)						
5 [Current liabilities: Total current liabilities - Current maturities of non-current borrowings and lease obligations]	*	*	52.28	*	52.28	69.78
<b>Bad debts to account receivable ratio<sup>a</sup></b> (Bad debts / Average trade receivables)	0.06	0.00	0.00	0.06	0.00	0.00
<b>Current liability ratio</b> (Total current liabilities / Total liabilities)	0.57	0.52	0.56	0.57	0.56	0.53
<b>Total debts to total assets ratio</b> (Non-current borrowings + Current borrowings + Non-current and current lease liabilities) / Total assets)	0.33	0.31	0.30	0.33	0.30	0.29
<b>Debtors turnover ratio (in days)</b> (Average trade receivables / Turnover in days)						
9 [Turnover: Revenue from operations]	12	12	15	12	16	15
<b>Inventory turnover ratio (in days)</b> (Average inventory / Sale of products in days)	86	84	94	84	80	79
<b>Operating EBITDA margin (%)</b> (EBITDA / Turnover)						
11 [EBITDA: Profit before taxes +/- Exceptional items + Net finance charges + Depreciation and amortisation - Share of results of equity accounted investments]  [Net finance charges: Finance costs - Interest income - Dividend income from current investments - Net gain/(loss) on sale of current investments]  [Turnover: Revenue from operations]	7.75	10.29	10.47	9.06	17.29	13.44
<b>Net profit margin (%)</b> (Net profit after tax / Turnover)	(11.69)	0.88	2.17	(5.20)	7.31	3.32
12 [Turnover: Revenue from operations]						
<b>Debenture redemption reserve (in ₹ Crore)</b>	1,328.75	1,328.75	2,046.00	1,328.75	2,046.00	2,046.00
13						
<b>Net worth (in ₹ Crore)</b> (Equity share capital + Other equity - Capital reserve - Capital reserve on consolidation - Amalgamation reserve)	86,577.53	97,935.69	1,04,880.94	86,577.53	1,04,880.94	1,00,462.79
14						
<b>Outstanding redeemable preference shares (quantity and value)</b>						Not applicable
15						

\* Net working capital is negative  
<sup>a</sup> 0.00 represents value less than 0.01



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**Notes:**

1. The results have been reviewed by the Audit Committee and were approved by the Board of Directors in meetings on November 1, 2023.
2. The Board of Directors of the Company at its meeting held on September 22, 2022, considered and approved the amalgamation of Tata Steel Long Products Limited ("TSLP"), Tata Metaliks Limited ("TML"), The Tinplate Company of India Limited ("TCIL"), TRF Limited ("TRF"), The Indian Steel & Wire Products Limited ("ISWP"), Tata Steel Mining Limited ("TSML") and S&T Mining Company Limited ("S&T Mining") into and with the Company by way of separate schemes of amalgamation and had recommended a share exchange ratio/cash consideration as below:
  - a) 67 fully paid-up equity shares of ₹1/- each of the Company for every 10 fully paid-up equity shares of ₹10/- each held by the public shareholders of TSLP.
  - b) 79 fully paid-up equity shares of ₹1/- each of the Company for every 10 fully paid-up equity shares of ₹10/- each held by the public shareholders of TML.
  - c) 33 fully paid-up equity shares of ₹1/- each of the Company for every 10 fully paid-up equity shares of ₹10/- each held by the public shareholders of TCIL.
  - d) 17 fully paid-up equity shares of ₹1/- each of the Company for every 10 fully paid-up equity shares of ₹10/- each held by the public shareholders of TRF.
  - e) cash consideration of ₹426/- for every 1 fully paid-up equity share of ₹10/- each held by the minority shareholders of ISWP.

As part of the scheme of amalgamations, equity shares and preference shares, if any, held by the Company in the above entities shall stand cancelled. No shares of the Company shall be issued nor any cash payment shall be made whatsoever by the Company in lieu of cancellation of shares of TSML and S&T Mining (both being wholly owned subsidiaries).

The proposed amalgamations will enhance management efficiency, drive sharper strategic focus and improve agility across businesses based on the strong parental support from the Company's leadership. The amalgamations will also drive synergies through operational efficiencies, raw material security and better facility utilisation.

As part of defined regulatory process, each of the above schemes have received approval(s) from stock exchanges and Securities and Exchange Board of India (SEBI). S&T Mining and TSML being wholly owned subsidiaries of the Company, approval from stock exchanges and SEBI was not required.

Each of the above schemes have been filed at the relevant benches of the Hon'ble National Company Law Tribunal ('NCLT'). Status of each of these schemes is as below-

- a) Scheme of amalgamation of TSML with the Company - received the sanction of the NCLT. (Also refer Note 5)
- b) Scheme of amalgamation of TSLP with the Company - received the sanction of the NCLT, Mumbai and Cuttack. (Also refer Note 5)
- c) Scheme of amalgamation of TCIL with the Company- received the sanction of NCLT, Mumbai. The scheme has also been filed at NCLT, Kolkata, and the sanction of the NCLT, Kolkata is awaited.
- d) Scheme of amalgamation of S&T with the Company- sanction of the NCLT awaited.



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- e) Scheme of amalgamation of TML with the Company- sanction of NCLT awaited.
  - f) Scheme of amalgamation of ISWP with the Company- sanction of NCLT awaited.
  - g) Scheme of amalgamation of TRF with the Company- sanction of NCLT awaited.
3. The Board of Directors of the Company at its meeting held on February 6, 2023, considered and approved the amalgamation of Angul Energy Limited (“AEL”) into and with the Company by way of a scheme of amalgamation and had recommended a cash consideration of ₹1,045/- for every 1 fully paid-up equity share of ₹10/- each held by the shareholders (except the Company) in AEL. Upon the scheme coming into effect, the entire paid-up share capital of AEL shall stand cancelled in its entirety.
- The amalgamation will ensure consolidation of all power assets under a single entity, which will increase system agility for power generation and allocation. It will help the Company to improve its plant reliability, ensuring steady source of power supply while optimising cost. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar operation, optimum use of infrastructure, rationalisation of cost in the areas of operations and administrative overheads, thereby maximising shareholder value of the Company post amalgamation.
- As part of the defined regulatory approval process, this scheme has received approval(s) from stock exchanges and SEBI. Thereafter, the scheme has been filed at the relevant benches of the NCLT and the sanctions of the NCLTs are awaited.
4. The Board of Directors of the Company at its meeting held on November 1, 2023, considered and approved the amalgamation of Bhubaneswar Power Private Limited (“BPPL”) into and with the Company, by way of scheme of amalgamation.
- As part of the scheme, equity shares and preference shares, if any, held by the Company in the BPPL shall stand cancelled. No shares of the Company shall be issued nor any cash payment shall be made whatsoever by the Company in lieu of cancellation of shares of BPPL (being wholly owned subsidiary).
5. The Hon’ble National Company Law Tribunal, Cuttack Bench has vide Order dated August 8, 2023, had approved the Scheme of Amalgamation of TSML with the Company. (Also refer Note 2)
- The Hon’ble National Company Law Tribunal, Mumbai Bench vide its Order dated October 20, 2023, had approved the Scheme of Amalgamation of TSLP with the Company. (Also refer Note 2)
- Accordingly, the Company has accounted for the above mergers using the pooling of interest method retrospectively for all periods presented in the standalone results as prescribed in Ind AS 103 – “Business Combinations”. The non-controlling interest in TSLP is presented under other equity pending allotment of shares in the Company to the non-controlling shareholders of TSLP and the same is considered in both basic and diluted EPS of standalone results. The previous periods’ figures in the standalone results have been accordingly restated from April 1, 2022.
- The figures in the consolidated financial results for the quarter ended September 30, 2023 include the impact of the accounting adjustments in accordance with the applicable Ind AS.
- Consequent to the merger, TSML and TSLP are now reported as part of Tata Steel India segment and Neelachal Ispat Nigam Limited, a non-wholly owned subsidiary of TSLP, is now presented as a separate segment with previous periods restated accordingly.
6. Tata Steel Europe Limited (“TSE”), a wholly owned indirect subsidiary of the Company, has assessed the potential impact of the economic downturn in Europe caused by external factors including higher inflation, higher interest rates and supply chain disruption caused by the war in Ukraine on its future business outlook for UK and Mainland Europe (MLE) value chains.



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The Board has considered reasonably possible scenarios to stress test the financial position of both the UK and MLE businesses, including the impact of lower steel margins against the Annual Plan and the mitigating actions the Group could take to limit any adverse consequences to liquidity in the annual impairment assessments.

Based on the assessment, the MLE business is expected to have adequate liquidity under all the reasonably possible scenarios considered. In relation to the likely investments required for the decarbonisation of the MLE operations driven by regulatory changes in Europe and Netherlands, inter alia, the scenarios consider that the Dutch government will provide financial support to execute the decarbonisation strategy.

On 15 September 2023, Tata Steel UK Limited ("TSUK") which forms the main part of the UK Business, announced a joint agreement with the UK Government on a proposal to invest in state-of-the-art electric arc furnace ("EAF") steelmaking at the Port Talbot site with a capital cost of £1.25 billion inclusive of a grant from the UK Government of up to £500 million, subject to relevant regulatory approvals, information and consultation processes, and the finalisation of detailed terms and conditions. Whilst both the Company and the UK Government have signed a term sheet setting out the details and confirming the commitments they intend to enter if the proposal was to proceed, the proposal is currently non-binding until the time that all relevant regulatory approvals, information and consultation processes, and the finalisation of detailed terms and conditions have been completed.

In response to the challenging market and business conditions, TSUK continues to implement various measures aimed at improving its business performance and conserving cash including but not limited to ensuring adequate liquidity, if required, through available financing options, management of working capital and implementation of cost reduction measures.

Given the risks and challenges associated with the underlying market and business conditions, the uncommitted nature of available financing options and the non-binding nature of the proposed EAF investment, there exists a material uncertainty surrounding the impact of such adversities on the financial situation of TSUK.

The financial statements of TSE have been prepared on a going concern basis recognising the material uncertainty in relation to TSUK. The Group has assessed its ability to meet any liquidity requirements at TSE, if required, and concluded that its cashflow and liquidity position remains adequate.

7. The Company had infused funds in the form of loans to T Steel Holdings Pte. Ltd amounting to US\$ 4,115 million. During the quarter, the outstanding amount of such loans have been converted into equity based on the fair value of shares of T Steel Holdings Pte. Ltd. Accordingly, the carrying value of such loans amounting to ₹34,168.90 crore as on September 29, 2023 has been recorded as investment in equity shares.
8. During the quarter, the Company and its step-down subsidiary, TSUK, has executed a non-binding term sheet with the UK Government on a proposed plan, under which it would close its blast furnaces and coke ovens (referred to as the 'Heavy End' assets) and would invest in a state-of-the-art electric arc furnace ("EAF") at the Port Talbot site (and also upgrade associated assets) with a capital cost of £1.25 billion inclusive of a grant from the UK Government of up to £500 million.

The board of directors of TSUK has evaluated that basis the Company's decarbonisation strategy and the prevailing condition of its Heavy End assets, continuing the same on an "as-is" configuration is not sustainable, and accordingly, identified the restructuring plan as being necessary to ensure an economically viable outcome.



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In view of the Company's proposed plan to change the business model and process route for steel making, the Heavy End assets will be used only for a defined period, during which the value in use of such assets is expected to be negative and shall not exceed their fair value less cost of disposal. Further, considering the current condition of the Heavy End assets, the fair value less cost of disposal is expected to be negligible.

Hence, the Company carried out an impairment assessment separately for these Heavy End assets and accordingly on a prudent basis impaired the assets that are expected to be used only for a defined period resulting in an impairment charge of ₹2,631 crore during the current quarter which is included within exceptional item 8(c) in the consolidated statement of profit and loss.

The Company has made an announcement of the proposed restructuring plan and executed a term sheet with the UK Government containing details with respect to the restructuring of the Heavy End assets in Port Talbot, the construction and commissioning of the EAF assets and the likely time frame for implementation. The Company initiated informal discussions with trade union representatives in September 2023 explaining the impact of the restructuring proposal including the business operations/sites affected, the proposed timelines and the financial consequences. The Company believes it has created a valid expectation to those affected and a constructive obligation exists as on the reporting date.

Accordingly, the Company on a prudent basis has recorded a provision of ₹2,425 crore during the quarter towards restructuring costs (including potential asset closures and redundancy costs) which is included within exceptional item 8(e) in the consolidated statement of profit and loss.

Considering the above, the carrying value of investments and other financial assets held by the Company in T Steel Holdings Pte. Ltd. (a wholly owned subsidiary) has been tested for impairment and a charge of ₹12,560 crore has been recognized which is included within exceptional item 6(b) in the standalone statement of profit and loss.

9. Exceptional item 8(e) in the consolidated financial results includes a provision of ₹1,187 crore in respect of past service costs on account of additional benefits granted to the members of the British Steel Pension Scheme.
10. The consolidated financial results have been subjected to limited review and the standalone financial results have been audited by the statutory auditors.

T V Narendran  
Chief Executive Officer &  
Managing Director

Mumbai: November 1, 2023

Koushik Chatterjee  
Executive Director &  
Chief Financial Officer



**TATA STEEL LIMITED**

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Corporate Identity Number L27100MH1907PLC000260





## Price Waterhouse & Co Chartered Accountants LLP

### Independent Auditor's Report

#### To the Members of The Indian Steel & Wire Products Limited

#### Report on the Audit of the Financial Statements

#### Opinion

1. We have audited the accompanying financial statements of The Indian Steel & Wire Products Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other Information

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report and annexures thereto, but does not include the financial statements and our auditor's report thereon.  
Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.  
In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.  
We have nothing to report in this regard.

#### Responsibilities of management and those charged with governance for the financial statements

5. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds

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Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)



# Price Waterhouse & Co Chartered Accountants LLP

## INDEPENDENT AUDITOR'S REPORT

To the Members of The Indian Steel & Wire Products Limited  
Report on Audit of the Financial Statements  
Page 2 of 4

and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

6. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's responsibilities for the audit of the financial statements

7. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
8. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



## Price Waterhouse & Co Chartered Accountants LLP

### INDEPENDENT AUDITOR'S REPORT

To the Members of The Indian Steel & Wire Products Limited  
Report on Audit of the Financial Statements  
Page 3 of 4

9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### Report on other legal and regulatory requirements

11. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33.01 to the financial statements;
    - ii. The Company has long-term contracts as at March 31, 2023 for which there were no material foreseeable losses. The Company did not have any derivative contracts as at March 31, 2023.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.





## Price Waterhouse & Co Chartered Accountants LLP

### INDEPENDENT AUDITOR'S REPORT

To the Members of The Indian Steel & Wire Products Limited  
Report on Audit of the Financial Statements  
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- iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 39(i) to the financial statements);
- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 39(ii) to the financial statements); and
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement
- v. The Company has not declared or paid dividend during the year.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
13. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration Number: 304026E/E300009



Piyush Sonthalia  
Partner  
Membership Number 062447  
UDIN: 23062447BGXTAR2757

Kolkata  
September 30, 2023



# Price Waterhouse & Co Chartered Accountants LLP

## Annexure A to Independent Auditor's Report

Referred to in paragraph 12(f) of the Independent Auditor's Report of even date to the members of The Indian Steel & Wire Products Limited on the financial statements for the year ended March 31, 2023.  
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### Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of The Indian Steel & Wire Products Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

#### Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with



# Price Waterhouse & Co Chartered Accountants LLP

## Annexure A to Independent Auditor's Report

Referred to in paragraph 12(f) of the Independent Auditor's Report of even date to the members of The Indian Steel & Wire Products Limited on the financial statements for the year ended March 31, 2023.  
Page 2 of 2

authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration Number: 304026E/E300009



Piyush Sonthalia  
Partner  
Membership Number 062447  
UDIN : 23062447BGXTAR2757  
Kolkata  
September 30, 2023





## Price Waterhouse & Co Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of The Indian Steel & Wire Products Limited on the financial statements as of and for the year ended March 31, 2023.  
Page 1 of 5

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of all the immovable properties, as disclosed in Note 4 on Property, Plant and Equipment and Note 5 on Investment properties to the financial statements, are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies of 10% or more as compared to book records in aggregate for each class of inventory, amounting to Rs. 145.59 lakhs were noticed on physical verification of inventory by Management and have been appropriately dealt with in the books of account.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are not in agreement with the unaudited books of account as set out below. Also refer Note 36 to the financial statements.

Name of the Bank/ Financial Institution	Aggregate working capital limits sanctioned	Nature of Current Asset offered as Security	Quarter ended	Amount disclosed as per quarterly return/ statement (Rs. in lakhs)	Amount as per books of account (Rs. in lakhs)	Difference # (Rs. in lakhs)
HDFC	37 Crores	Inventory (excluding scrap)	Mar 2023	4,198.03	4,194.74	(3.29)
		Sundry Creditors	Mar 2023	2,539.71	2,691.85	(152.14)
		Inventory (excluding scrap)	Sept 2022	4,857.92	4,918.72	(60.80)
		Sundry Debtors (excluding unbilled)	Sept 2022	4,814.27	4,749.04	65.23
		Sundry Creditors	Sept, 2022	2,432.39	2,434.49	(2.10)

# The bank returns were prepared and filed before the completion of period end book closure activities, which lead to these differences.



## Price Waterhouse & Co Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of The Indian Steel & Wire Products Limited on the financial statements as of and for the year ended March 31, 2023

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- iii. The Company has not made any investments, granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Income tax and Professional Tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and services tax and other material statutory dues, as applicable, with the appropriate authorities. Also, refer note 38 to the financial statements regarding management's assessment on certain matters relating to provident fund.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues in respect of provident fund, professional tax, service tax, duty of customs, cess, goods and service tax which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2023 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Sales Tax Act, 1956	Sale Tax	13.72	2007-08	ACCT, Jamshedpur
		119.45	2011-12 and 2012-13	CCT (Appeal), Ranchi
		18.04	2011-12	CCT (Tribunal), Ranchi
		209.45	2008-09, 2012-13 to 2017-18	JCCT (Appeal), Jamshedpur
		4.73	2012-13	DCCT (Appeal), Surat
		4.14	2013-14	DCCT (Appeal), Indore
		0.08	2014-15	ACCT, Faridabad
Electricity Duty Act	Electricity Duty	16.82	1996-97 to 2000-2001	ACCT, Jamshedpur
		100.60	2003-04 to 2010-11	DCCT, Jamshedpur



## Price Waterhouse & Co Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of The Indian Steel & Wire Products Limited on the financial statements as of and for the year ended March 31, 2023

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Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Jharkhand Value Added Tax Act, 2005	Value Added Tax	31.00	2007-08 and 2016-17	ACCT, Jamshedpur
		21.32	2004-05 and 2011-12	CCT (Appeal), Ranchi
		152.39	2011-12 and 2012-13	CCT (Tribunal), Ranchi
		1,215.68	2003-04, 2006-07, 2008-09 to 2010-11, 2012-13 to 2017-18	JCCT (Appeal), Jamshedpur
		36.39	2014-15	DCCT
Income Tax Act	Income Tax	458.85	2010-11 and 2017-18	CIT (Appeals)
Employee State Insurance Act	Employee State Insurance	322.13	1995-96 to 2009-10	High Court, Jharkhand

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, the Company has not raised funds on short term basis.
- (e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.





## Price Waterhouse & Co Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of The Indian Steel & Wire Products Limited on the financial statements as of and for the year ended March 31, 2023

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- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xii. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting under this clause.
- xiii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- xv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xvi. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvii. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) has seven CICs as part of the Group as detailed in note 48 to the financial statements. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.
- xviii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.



## Price Waterhouse & Co Chartered Accountants LLP

### Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of The Indian Steel & Wire Products Limited on the financial statements as of and for the year ended March 31, 2023

Page 5 of 5

- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 35 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration Number: 304026E/E300009



Piyush Sonthalia  
Partner

Membership Number 062447  
UDIN : 23062447BGXTAR2757  
Kolkata  
September 30, 2023



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)

Balance Sheet as at March 31, 2023

		Rs in Lakhs	
	Note	As at March 31, 2023	As at March 31, 2022
<b>(I) ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	04	9,207.12	5,482.75
(b) Capital work-in-progress	04	422.34	757.50
(c) Investment properties	05	147.45	150.83
(d) Intangible assets	04	97.88	71.45
		9,874.79	6,462.53
<b>(e) Financial assets</b>			
(i) Investments	06	-	-
(ii) Other financial assets	11(B)	93.98	80.51
(f) Other non-current assets	07	221.86	573.27
(g) Deferred tax assets (net)	19	105.92	182.69
(h) Non-current tax asset (net)		1,163.30	877.86
<b>TOTAL NON-CURRENT ASSETS</b>		11,569.94	8,176.86
<b>(2) Current assets</b>			
(a) Inventories	08	4,349.45	3,548.56
<b>(b) Financial assets</b>			
(i) Trade receivables	09	4,465.12	4,084.95
(ii) Cash and cash equivalents	10(A)	1,174.72	4,903.16
(iii) Bank balances other than (ii) above	10(B)	20.99	52.13
(iv) Other financial assets	11(A)	16.48	15.67
(c) Other current assets	07	532.13	421.91
<b>TOTAL CURRENT ASSETS</b>		10,558.89	13,026.38
(3) Assets classified as held for sale	34	-	3.24
<b>TOTAL ASSETS</b>		22,128.83	21,206.48
<b>(II) EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	12	599.19	599.19
(b) Other equity	13	13,659.60	13,606.22
		14,258.79	14,205.41
<b>(2) Non-current liabilities</b>			
<b>(a) Financial liabilities</b>			
(i) Other financial liabilities	14	1,400.00	1,400.00
(b) Provisions	15	851.72	938.29
(c) Employee benefit obligations	16	556.28	648.74
<b>TOTAL NON-CURRENT LIABILITIES</b>		2,808.00	2,987.03
<b>(3) Current liabilities</b>			
<b>(a) Financial liabilities</b>			
<b>(i) Trade payables</b>			
a) Total outstanding dues of Micro and Small enterprises	17	184.96	25.87
b) Total outstanding dues other than (i)(a)	17	2,506.89	1,662.50
(ii) Other financial liabilities	14	914.59	318.12
(b) Provisions	15	121.97	102.30
(c) Employee benefit obligations	16	32.38	28.03
(d) Other current liabilities	18	1,301.25	1,877.22
<b>TOTAL CURRENT LIABILITIES</b>		5,062.04	4,014.04
<b>TOTAL EQUITY AND LIABILITIES</b>		22,128.83	21,206.48

The above Balance Sheet should be read in conjunction with the accompanying notes.

In terms of our report of even date

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration No- 304026E/E300009

  
Piyush Sonthalia  
Partner

Membership Number: 062447  
Kolkata, September 30, 2023

For and on behalf of the Board of Directors

  
Abhijit Avinash  
Chairman  
DIN- 08384201

  
U. Mishra  
Managing Director  
DIN-10040908

Chief Financial Officer  
Jamshedpur, September 30, 2023





THE INDIAN STEEL & WIRE PRODUCTS LIMITED  
(A Subsidiary of Tata Steel Limited)

Statement of Profit and Loss for the year ended March 31, 2023

	Notes	For the year ended March 31, 2023	Rs in Lakhs For the year ended March 31, 2022
(1) Revenue from operations	20	34,199.38	35,415.16
(2) Other Income	21	250.70	794.07
(3) Total Income (1 + 2)		34,450.08	36,209.23
(4) EXPENSES			
(a) Cost of materials consumed	22 (A)	6,875.20	6,415.88
(b) Changes in inventories of WIP and finished goods	22 (B)	(450.93)	76.30
(c) Employee benefits expense	23	4,727.98	4,895.40
(d) Depreciation and amortisation expense	24	645.88	613.91
(e) Finance costs	25	9.92	7.81
(f) Other expenses	26	22,581.02	21,594.52
<b>Total Expenses</b>		<b>34,389.07</b>	<b>33,603.82</b>
(5) Profit before tax from continuing operations (3 - 4)		61.01	2,605.41
(6) Tax Expense			
(1) Current tax	27(i)	10.44	611.09
(2) Deferred tax	27(ii)	76.77	13.17
<b>Total tax expense</b>		<b>87.21</b>	<b>624.26</b>
(7) Profit/(Loss) after tax from continuing operations (5-6)		(26.20)	1,981.15
Discontinued operations			
(1) Profit/(Loss) before tax from discontinuing operations		(2.78)	5.33
(2) Current tax		-	(1.34)
(8) Profit/(Loss) after tax from discontinuing operations		(2.78)	3.99
(9) Profit/(Loss) for the year (7+8)		(28.98)	1,985.14
(10) Other comprehensive income			
(a) Items that will not be reclassified to statement of profit or loss			
(i) Remeasurement of the employees defined benefit plans	27(ii)	82.36	(182.79)
(ii) Income tax there on		-	46.01
<b>Total Other comprehensive income</b>		<b>82.36</b>	<b>(136.78)</b>
(11) Total comprehensive income for the year (9+10)		53.38	1,848.36
(12) Earnings per equity share (Continuing operation):			
(1) Basic	29	(0.44)	33.06
(2) Diluted		(0.44)	33.06
(13) Earnings per equity share (Discontinuing operation):			
(1) Basic	29	(0.05)	0.07
(2) Diluted		(0.05)	0.07
(14) Earnings per equity share (Continuing and discontinuing operation):			
(1) Basic	29	(0.48)	33.13
(2) Diluted		(0.48)	33.13

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes.

In terms of our report of even date

For and on behalf of the Board of Directors

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration No- 304026E/E300009

*[Signature]*

Piyush Sonthalia  
Partner  
Membership Number: 062447  
Kolkata, September 30, 2023

*[Signature]*  
Ashish Arupam  
Chairman  
DIN- 08384201

*[Signature]*  
Abhijit Avinash Nanoti  
Managing Director  
DIN-10040908

*[Signature]*  
U. Mishra  
Chief Financial Officer  
Jamshedpur, September 30, 2023



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)

Statement of Cash Flow for the year ended March 31, 2023

Rs in Lakhs

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. Cash Flow from Operating activities:</b>		
Profit before taxes	58.23	2,610.74
From continuing operations	61.01	2,605.41
From discontinued operations	(2.78)	5.33
Adjustments for:		
Depreciation and amortisation expense	645.88	613.91
Provision for bad & doubtful debts & Advances	75.31	78.11
Provision for doubtful debts and advances written back	-	(290.45)
Bad debts/advance written off	-	290.45
Provision for warranty claims	9.12	-
Interest Income	(51.39)	(84.25)
Finance Costs	9.92	7.81
Net loss/(gain) on sale of capital assets	(56.21)	(6.62)
Liability no longer required written back	(40.25)	(90.20)
Employee separation compensation (amortised, net of payments)	0.06	0.07
Operating profit before working capital changes	650.67	3,129.57
Adjustments for (increase)/decrease in operating assets		
Movements in inventories	(800.90)	591.53
Movements in trade receivables	(417.69)	(893.15)
Movements in other financial assets	19.69	281.88
Movements in other non financial assets	(77.99)	409.13
Movements in trade and other payables	492.19	143.67
Movements in retirement benefit assets/obligations	(5.75)	(141.87)
Cash generated from operations	(139.78)	3,520.76
Income taxes paid (net)	(295.88)	(553.65)
Net cash from/(used in) operating activities	(435.66)	2,967.11
<b>B. Cash Flow from Investing activities:</b>		
Purchase of property, plant and equipment	(3,442.76)	(1,103.36)
Sale of property, plant and equipment	111.43	14.33
Fixed Deposits (made)/matured (net)	0.95	18.14
Interest received	47.52	84.25
Net cash used in investing activities	(3,282.86)	(986.64)
<b>C. Cash Flow from Financing activities:</b>		
Finance Costs	(9.92)	(5.38)
Net cash used in financing activities	(9.92)	(5.38)
Net Increase / (decrease) in cash and cash equivalents	(3,728.44)	1,975.09
Cash and cash equivalents as at beginning of the year	4,903.16	2,928.07
Cash and cash equivalents as at end of the year	1,174.72	4,903.16

The above Statement of Cash Flows has been prepared under the Indirect Method as set out in Ind A5 7 on Statement of Cash Flows and should be read in conjunction with the accompanying notes.

In terms of our report of even date

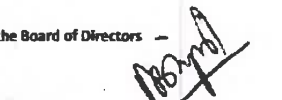
For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration No- 304026E/E300009




Piyush Sonthalia  
Partner  
Membership Number: 062447  
Kolkata, September 30, 2023

For and on behalf of the Board of Directors -

  
Ashish Anupam  
Chairman  
DIN- 08384201

  
Abhijit Avinash Nanoti  
Managing Director  
DIN-10040908

  
U. Mishra  
Chief Financial Officer  
Jamshedpur, September 30, 2023



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)

**Statement of Changes in Equity**

**A. Equity Share Capital**

Particulars	Rs in Lakhs
	Amount
Balance as at April 1, 2021	599.19
Changes in equity share capital	-
Balance as at March 31, 2022	599.19
Changes in equity share capital	-
Balance at March 31, 2023	599.19

**B. Other Equity**

Statement of changes in Equity	Other reserves				Retained earnings	Total Equity
	Amalgamation Reserve	Investment Allowance Reserve	Special Reserve	Capital Reserve		
Balance as at April 1, 2021	276.60	267.30	0.73	0.08	11,213.15	11,757.86
Profit for the year	-	-	-	-	1,985.14	1,985.14
Other Comprehensive Income	-	-	-	-	(136.78)	(136.78)
Balance at March 31, 2022	276.60	267.30	0.73	0.08	13,061.51	13,606.22
Profit/(Loss) for the year	-	-	-	-	(28.98)	(28.98)
Other Comprehensive Income	-	-	-	-	82.36	82.36
Balance at March 31, 2023	276.60	267.30	0.73	0.08	13,114.89	13,659.60

The above Statement of Change in Equity should be read in conjunction with the accompanying notes.

In terms of our report of even date

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration No- 304026E/E300009



Piyush Sonthalia  
Partner  
Membership Number: 062447  
Kolkata, September 30, 2023

For and on behalf of the Board of Directors

  
Ashish Anugam  
Chairman  
DIN- 08384201

  
Abhijit Avinash Nanoti  
Managing Director  
DIN-10040908

  
U. Mishra

Chief Financial Officer  
Jamshedpur, September 30, 2023





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the Financial Statements**

**01 - Accounting Policies**

**(1) GENERAL CORPORATE INFORMATION**

The Indian Steel & Wire Products Limited ("The Company") is a subsidiary of Tata Steel Limited ("Tata Steel"). The Company has set up its manufacturing facilities at Jamshedpur and has its Registered Office in Kolkata, West Bengal, India.

The Company is one of the first wire drawing plants established in India in the year 1920. The Wire Unit comprises of Wire Rod Mill and Wire Mill. The product portfolio of the Company includes various products like Welding electrodes, GI Wires, Mig Wire, Nails, Barbed Wire, Wire Rod and TMT. The Wire division of the company being an External Processing Agent receives conversion charges from Tata Steel.

Apart from Wire Unit it has another unit for Steel Roll Manufacturing named Jamshedpur Engineering & Machine Manufacturing Company (JEMCO), pioneer in Industrial Roll and Engineering Casting manufacturing. The Unit produces Iron & Steel Rolls for Integrated Steel Plants and Engineering Castings for Steel Plants, Automobile Industry and Power Plants etc.

The financial statements are presented in Indian Rupee (INR) which is also the functional currency of the Company.

**(2) Statement of compliance**

The financial statements comply in all material aspect with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') (Companies (Indian Accounting Standards) Rules, 2015) and other relevant provisions of the Act.

**(3) Summary of significant accounting policies**

**3.01 Basis of preparation and presentation**

These financial statements have been prepared on a historical cost basis except for the following:

- (a) certain financial assets and liabilities are measured at fair value.
- (b) assets held for sale are measured at fair value less cost to sell.

**3.02 Use of Estimates**

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
Notes forming part of the Financial Statements

- Useful lives of Property, plant and equipment and intangible assets (Refer Note 3.08 and 3.09)
- Provisions and Contingencies (Refer Note 33.1)
- Valuation and measurement of deferred taxes (Refer Note 27 (i) and 27 (ii))
- Employee benefits (Refer Note 30)
- Loss allowance for expected credit Loss (Refer Note 9)
- Net Realisation Value of Inventory ( Refer Note 8(ii))
- Impairment ( Refer Note 3.10)

**3.03 REVENUE RECOGNITION**

- (i) **Sale of Goods-** Revenue from sale of goods are recognised when control of the products has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of obsolescence and loss have been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied.

No element of financing is deemed present as the sales are made with a credit term which is consistent with market practice.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

The Company does not have any contracts where the year between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

- (ii) **Sale of services**

The wire division acts as an external processing agent of Tata Steel Limited for conversion of wire rod and billet into TMT and wire. Conversion income is recognized in the accounting period in which the conversion service is rendered.

- (iii) **Dividend and Interest Income**

Dividend income is recognised when the Company's right to receive dividend is established. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate applicable.



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the Financial Statements**

(iv) **Rental income**

Rental income from investment properties is recognised on a straight line basis over the term of the relevant leases.

**3.04 Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**3.05 Recent Accounting Pronouncement**

- The Ministry of Corporate Affairs had vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amended certain accounting standards, and are effective 1 April 2022. These amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.
- **New amendments issued but not effective**  
The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain accounting standards, and are effective 1 April 2023. These amendments are not expected to have a material impact on the Company in the current or future reporting years and on foreseeable future transactions.

**3.06 Employee Benefits**

i). **Short-term benefits**

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the period in which the related service is rendered.

ii). **Defined contribution plans**

Defined contribution plans are recognised as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans are those plans where the Company pays fixed contributions to funds/schemes. Contributions are paid in return for services rendered by the employees during the year. The company has no legal or constructive obligation to pay further contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits.

iii). **Defined benefit plans**

The cost of defined benefit plans are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employees and pension to retired whole-time directors. The post retirement medical benefit is provided to employees and retired whole-time directors. Gratuity liabilities are funded and managed through a separate trust. The liabilities towards pension to retired whole-time directors are not funded.





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the Financial Statements**

Remeasurements, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognised in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in the comprehensive income are not reclassified to the statement of profit and loss. Past service costs are recognised in the statement of profit and loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the year, taking into account of any changes in the net defined benefit liability (asset) during the year as a result of contribution and benefit payments.

**Defined benefit costs which are recognised in the statement of profit and loss are categorised as follows**

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements); and
- net interest expense or income.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under Section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis-a-vis interest rate declared by the Employees' Provident Fund Organisation.

**iv). Other Long-term benefits**

The Company provides annual leave which are accumulating and vesting to its employees. The annual leave benefit is not funded. The cost of providing annual leave benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. All actuarial gains or losses are recognised in the statement of profit and loss in the period in which they occur.



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
Notes forming part of the Financial Statements

**3.07 Taxation**

**i). Current tax**

Current tax is payable based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

**ii). Deferred tax**

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**3.08 Property, Plant and equipment**

- a) Buildings and Roads, Plant and Equipment, Furniture and Fixtures and Vehicles held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes purchase cost of materials, including import duties and non-refundable taxes, any directly attributable costs of bringing an asset to the location and condition of its intended use and borrowing costs capitalised in accordance with the Company's accounting policy.

Properties in the course of construction for production or supply of goods or services or for administrative purposes are carried at cost, less any recognised impairment losses.



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the Financial Statements**

Depreciation is recognised so as to write off the cost of assets (other than properties under construction) less their residual values over the useful lives, using the straight-line method. Depreciation of assets commences when the assets are ready for their intended use. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes is accounted as change in estimate on a prospective basis.

Estimated useful lives of the assets are as follows:

Buildings and Roads	: 5 to 60 Years
Plant and Equipment	: 3 to 35 Years
Furniture and Fixtures	: 3 to 15 years
Office Equipments	: 3 to 20 Years
Motor Vehicles	: 5 to 10 Years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is recognised in the statement of profit and loss.

**b) Capital work-in-progress**

Capital Work-in-Progress includes, material, labour and other directly attributable costs incurred on assets, which are yet to be commissioned. Capital Inventory is included in Capital work-in-progress and comprises stock of capital items and construction materials at stores and with contractors.

**3.09 Intangible assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment (if any) losses. Amortisation is recognised at straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Estimated useful lives of the intangible assets are as follows:

Software	: 3 to 6 Years
----------	----------------

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of intangible assets is recognised in the statement of profit and loss.

**3.10 Impairment of assets**

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
Notes forming part of the Financial Statements

**3.11 Inventories**

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price, non refundable taxes and duties and other directly attributable costs incurred in bringing the goods to the point of sale. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, taxes. Net realisable value is the price at which the inventories can be realised in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Scrap are valued at net realisable value.

Stores and spares are valued at cost comprising of purchase price, non refundable taxes and duties and other directly attributable costs after providing for obsolescence and other losses, where considered necessary.

Value of inventories are ascertained on the "weighted average" basis.

**3.12 Provisions, Contingent liabilities and Contingent assets**

**3.12.01 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

**3.12.02 Warranties**

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the management's best estimate of the expenditure required to settle the Company's warranty obligation.



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**3.13.03 Contingent liabilities and assets**

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or is a present obligation that arises from past events but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognised. In the normal course of business, contingent liabilities may arise from litigation and other claims against the company. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

**3.13 Foreign exchange gain and losses**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

**3.14 Financial instruments**

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

**3.15 Financial assets**

**Initial recognition and measurement**

All Financials assets (excluding trade receivables that do not contains a significant financing component are measured at transactions value) are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.



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For the purposes of subsequent measurement, Financial Assets of the Company are measured either at amortised cost or at fair value depending on the classification of the financial assets.

(I) Debt instruments that meet the following condition are subsequently measured at amortised cost:

- (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (ii) Contractual terms of the asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding .

(II) Debt instruments that meet the following condition are subsequently measured at Fair Value through Other Comprehensive Income (FVOCI):

- (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and selling financial assets, and
- (II) Contractual terms of the asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding .

All Debt instruments, not meeting the criteria for categorisation at amortised cost or fair value through other comprehensive income is carried at fair value through profit and loss (FVTPL). Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit and Loss account.

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income. The Company recognises lifetime expected credit losses for all trade receivables that do not constitute a financing transaction.

**Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, Cash and cash equivalents includes cash on hand , cheques/ drafts on hand and short term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**3.16 Trade receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects company unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

**3.17 Financial liabilities and equity instruments**

**3.17.01 Financial liabilities**

Initial recognition and measurement

Financial Liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss.



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All financial liabilities are recognised initially at fair value and in case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments.

**3.17.02 Trade and other payables**

These amounts represent liabilities for goods and services received by the Company prior to the end of reporting period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost.

**3.18 Segment Reporting**

The board of directors assesses performance of the Company as Chief Operating Decision Maker (CODM).

The Company has disclosed Business Segment as the primary segment. The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The Company's operations predominantly relate to manufacture of Wire products, Direct business and Rolls.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

**3.19 Leases**

Leases are recognized as a Right-of-Use Assets and corresponding liability at the date at which the leased assets are available for use by the Company. Assets and liabilities arising from lease are initially measured on a present value basis. Lease liability include the net present value of the following lease payments;

- Fixed payments (including in-substance fixed payments), less lease incentives receivable, if any.
- Variable lease payments, if any.
- Amount expected to be payable by the Company under residual value guarantees, if any.

The lease payments are discounted using the interest rate implicit in the lease. If the rate cannot be readily determined, the lessee's incremental borrowing rate is used.

Lease payments are allocated between principle and finance cost. The finance cost is charged to profit or loss over the lease period, so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.





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Right-of-use assets are measured at cost comprising the following:

- The amount of initial measurement of lease liability
- Any lease payment made at or before the commencement date less any lease incentive
- Any initial direct cost and
- Restoration cost if any

Right-of-use assets are depreciated over the lease term on a straight-line basis.

**3.20 Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are expensed in the period in which they are incurred.

**3.21 Assets held for sale and discontinued operations**

Non-current assets classified as held for sale are measured at the lower of their carrying value and fair value less costs to sell.

Assets are classified as held for sale if their carrying value will be recovered through a sale transaction rather than through continuing use. This condition is only met when the sale is highly probable and the asset is available for immediate sale in its present condition and is marketed for sale at a price that is reasonable.

**3.22 Investment properties**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment properties are depreciated using the straight-line method over their estimated useful lives. Investment properties generally have a useful life of 60 years. The useful life has been determined based on technical evaluation performed by the management's expert.

**3.23 Earnings per share**

Basic earnings per share is computed by dividing the profit after tax before other comprehensive income by the weighted average number of equity shares outstanding during the financial year. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti dilutive.



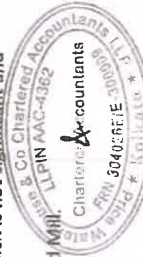
**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**04 - Property, plant and equipment**

	Rs in Lakhs									
	Buildings	Plant and Equipments	Furniture and fixtures	Office Equipments	Vehicles	Total Tangible Assets	Intangible assets (Computer Software)	Capital work in progress		
Balance as at March 31, 2021	1,877.75	6,826.76	169.23	321.47	141.25	9,385.27	252.99	11.29		
Additions	47.82	149.17	14.13	4.95	12.57	228.64	4.62	979.47		
Disposals		(58.73)		(1.02)		(59.75)	(39.45)	(233.26)		
Balance as at March 31, 2022	1,925.57	6,917.20	183.36	325.40	153.82	9,554.16	218.16	757.50		
Additions	386.38	3,969.64	21.57	19.49	8.88	4,405.96	42.56	4,113.36		
Disposals	(2.16)	(186.97)		(2.64)	(39.00)	(230.77)	(13.32)	(4,448.52)		
Balance as at March 31, 2023	2,309.79	10,699.87	204.93	342.25	123.70	13,729.35	247.40	422.34		
Accumulated depreciation / amortisation										
Balance as at March 31, 2021	483.07	2,681.60	86.37	188.24	44.52	3,532.61	163.98	-		
Depreciation/amortisation expense	76.95	440.67	14.44	43.04	15.74	590.84	19.69	-		
Disposals		(51.18)		(0.86)		(52.04)	(36.96)	-		
Balance as at March 31, 2022	560.02	3,071.09	100.81	230.42	60.26	4,071.41	146.71	-		
Depreciation / amortisation expense	69.41	489.21	16.72	37.74	13.95	627.03	15.47	-		
Disposals	(0.48)	(157.77)		(2.16)	(15.80)	(176.21)	(12.66)	-		
Balance as at March 31, 2023	628.95	3,402.53	117.53	266.00	58.41	4,522.23	149.52	-		
Net Carrying amount										
Balance as at March 31, 2022	1,365.55	3,846.11	82.55	94.98	93.56	5,482.75	71.45	757.50		
Balance as at March 31, 2023	1,680.84	7,297.34	87.40	76.25	65.29	9,207.12	97.88	422.34		

Notes:

- i) The Company has not revalued its property, plant and equipment during the year ended March 31, 2023
- ii) Buildings are constructed by the Company on the leased land provided by Tata Steel Limited, the amount of which is not significant and charged off as rent expenses.
- iii) Capital work in progress as at year end mainly represents cost incurred for enhancement of facilities at the Rod Mill.



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iv) Capital work-in-progress ageing as at March 31, 2023

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects in progress	422.34	-	-	422.34
Projects temporarily suspended	-	-	-	-

v) Capital work-in-progress ageing as at March 31, 2022

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects in progress	757.50	-	-	757.50
Projects temporarily suspended	-	-	-	-

vi) There are no capital work-in-progress whose completion is overdue or which have exceeded its cost compared to its original plan for the year ended March 31, 2023 and March 31, 2022.



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**05 - Investment properties**

		Rs in Lakhs
		<b>Freehold Building</b>
<b>Gross Carrying amount</b>		
Opening Gross carrying amount		174.48
Additions		-
Disposals		-
Balance at March 31, 2022		174.48
Additions		-
Disposals		-
<b>Balance at March 31, 2023</b>		<b>174.48</b>
<b>Accumulated depreciation</b>		
Opening accumulated depreciation		20.27
Depreciation expense		3.38
Disposals		-
Balance at March 31, 2022		23.65
Depreciation expense		3.38
Disposals		-
<b>Balance at March 31, 2023</b>		<b>27.03</b>
<b>Net Carrying amount</b>		
Balance at March 31, 2022		150.83
<b>Balance at March 31, 2023</b>		<b>147.45</b>

**(i) Amount recognized in Statement of Profit & Loss Account**

		Rs in Lakhs	
		<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Rental income (refer note 14)		59.69	59.69
Direct operating expenses		(3.66)	(3.66)
Profit arising from investment properties before depreciation		56.03	56.03
Depreciation		(3.38)	(3.38)
<b>Profit arising from investment properties</b>		<b>52.65</b>	<b>52.65</b>

The Company obtains independent valuations for its Investment Properties annually. The fair value of investment properties have been determined by independent valuer. The investment properties are leased to Tata Steel Limited under operating lease with a rental payable monthly (refer note 14).

**Description of valuation techniques used and key inputs to valuation on investment properties:**

Particulars	Valuation technique	Significant Observable Inputs
Building	Market Approach Comparison Method	Location & Locational advantages/Disadvantages
		Nature of holding i.e. Freehold/ Leasehold
		Area of land
		Year of acquisition
		Terms and conditions
		Developments made
		Present and future possible use
		Present demand in the market
		SWOT analysis

**Information about the fair value hierarchy are as follows:**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Investment property in India- at Kolkata city	<b>Level 3 6,825</b>	<b>Level 3 6,542</b>





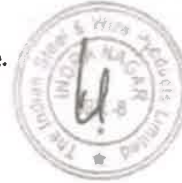
**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**06 - Non Current Investments**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>Unquoted, at fair value</b>		
(a) In fully paid Equity Shares		
1,40,280 shares (March 31, 2022: 1,40,280 shares) of Rs. 10 each of INCAB Industries Ltd. (*)	0.00	0.00
250 shares (March 31, 2022: 250 shares) of Rs. 100 each in Bihar State Financial Corporation (*)	0.00	0.00
<b>Total Investments</b>		

\* Amount below rounding off norm adopted by the company.

Note- The above mentioned Share certificates are not physically available.



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Notes forming part of the financial Statements

**07- Other current and non current assets**

Particulars	As at March 31, 2023			As at March 31, 2022		
	Non current	Current	Total	Non current	Current	Total
	Rs in Lakhs					
(a) Capital advances	5.61	-	5.61	180.27	-	180.27
(b) Advance with public bodies						
i) Sales tax/Value added tax/Others	130.29	-	130.29	130.29	-	130.29
ii) GST	-	129.61	129.61	-	107.56	107.56
	130.29	129.61	259.90	130.29	107.56	237.85
(c) Advances to related parties	30.75	22.68	53.43	43.65	29.69	73.34
(d) Other advances						
i) Prepayments	212.41	73.27	285.68	219.06	81.66	300.72
ii) Advance to suppliers	254.25	157.91	412.16	287.67	165.41	453.08
iii) Others *	-	148.66	148.66	-	37.59	37.59
	466.66	379.84	846.50	506.73	284.66	791.39
<b>Gross</b>	<b>633.31</b>	<b>532.13</b>	<b>1,165.44</b>	<b>860.94</b>	<b>421.91</b>	<b>1,282.85</b>
<b>Less: Provision for bad &amp; doubtful assets</b>						
(a) Capital advances	1.01	-	1.01	1.01	-	1.01
(b) Advance with public bodies	15.35	-	15.35	15.35	-	15.35
(c) Other advances	285.00	-	285.00	271.31	-	271.31
<b>Total provision for bad &amp; doubtful assets</b>	<b>301.36</b>	<b>-</b>	<b>301.36</b>	<b>287.67</b>	<b>-</b>	<b>287.67</b>
<b>Total (net of provisions)</b>	<b>331.95</b>	<b>532.13</b>	<b>864.08</b>	<b>573.27</b>	<b>421.91</b>	<b>995.18</b>
<b>Classification of advances</b>						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	331.95	532.13	864.08	573.27	421.91	995.18
Doubtful	301.36	-	301.36	287.67	-	287.67

\* Others mainly represent receivables from Employees' Gratuity Trust Rs 96.88 lakhs (March 31, 2022 Nil) and Provident Fund Rs 24.39 lakhs (March 31, 2022 Nil).



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**08 - Inventories (Refer Note 3.11)**

Particulars	As at March 31, 2023	Rs in Lakhs
		As at March 31, 2022
(a) Raw materials	635.96	600.60
(b) Work-in-progress	651.72	762.82
(c) Finished goods	803.93	332.76
(d) Scraps and Defectives	154.71	63.85
(e) Stores and spares	2,103.13	1,788.53
<b>Total Inventories</b>	<b>4,349.45</b>	<b>3,548.56</b>

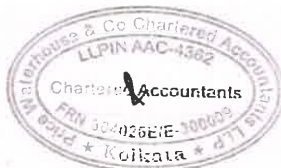
**WIP comprises :**

Particulars	As at March 31, 2023	Rs in Lakhs
		As at March 31, 2022
Rolls and casting	616.25	725.05
Welding product	10.67	11.31
Nail	24.80	26.46
<b>Total</b>	<b>651.72</b>	<b>762.82</b>

**FG comprises :**

Particulars	As at March 31, 2023	Rs in Lakhs
		As at March 31, 2022
Rolls and casting	47.80	72.82
Welding product	321.72	18.22
Nail	434.41	241.72
<b>Total</b>	<b>803.93</b>	<b>332.76</b>

- The cost of inventories recognised as an expense during the year was Rs 6,955.95 lakhs (March 31, 2022: Rs 6,415.88 lakhs).
- The cost of inventories recognised as an expense during the year in respect of written down of inventory to its net realisable value was Rs 463.44 lakhs (March 31, 2022: Rs 285.57 lakhs).
- The method of valuation of inventories has been stated in note 3.11.
- Inventories are pledged on pari passu first charge against working capital loans from HDFC.



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**09 - Trade receivables**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>Trade receivables (unsecured)</b>		
(1) Trade Receivables - billed	524.73	707.77
(2) Trade Receivables - unbilled (Refer Note (e))	428.92	349.04
(3) Receivables from Related Parties (Refer Note- 32)	3,695.22	3,174.37
<b>Total Trade Receivables</b>	<b>4,648.87</b>	<b>4,231.18</b>
Less: Loss allowances	183.75	146.23
<b>Net total Receivables</b>	<b>4,465.12</b>	<b>4,084.95</b>

Break-up of Security details	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
(a) Trade receivable considered good - Secured	-	-
(b) Trade receivable considered good - Unsecured	4,465.12	4,084.95
(c) Trade receivable which have significant increase in credit risk	-	-
(d) Trade receivables - credit impaired	183.75	146.23
	<b>4,648.87</b>	<b>4,231.18</b>
Less : Loss allowance	183.75	146.23
	<b>4,465.12</b>	<b>4,084.95</b>

- (a) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (b) The concentration of credit risk is limited due to the fact that the major customer is Tata Steel Limited which is the Parent Company.
- (c) Of the trade receivable balance as at March 31, 2023 Rs. 3,887.42 lakhs (as at March 31, 2022 of Rs. 3,090.55 lakhs) is due from Company's two major customer i. e. having more than 5% of total outstanding trade receivables.
- (d) Trade receivable are pledged on pari passu first charge against working capital loans from HDFC.
- (e) Trade Receivables - unbilled represents the revenue earned based on conversion service provided but not yet billed to customers.





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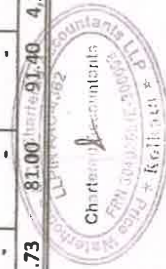
(f) Ageing of receivables:

Trade receivables ageing schedule as at March 31, 2023

Particulars	Rs in Lakhs							
	Unbilled Due	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed trade receivables - considered good	428.92	3,004.40	1,008.25	23.54	-	-	0.01	4,465.12
ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
iii) Undisputed trade receivables - credit impaired	-	-	-	3.15	3.27	5.27	172.06	183.75
iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-	-
v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>428.92</b>	<b>3,004.40</b>	<b>1,008.25</b>	<b>26.69</b>	<b>3.27</b>	<b>5.27</b>	<b>172.07</b>	<b>4,648.87</b>

Trade receivables ageing schedule as at March 31, 2022

Particulars	Rs in Lakhs							
	Unbilled Due	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed trade receivables - considered good	349.04	3,133.22	547.02	13.77	14.55	27.35	-	4,084.95
ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
iii) Undisputed trade receivables - credit impaired	-	-	-	-	1.18	53.65	91.40	146.23
iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-	-
v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>349.04</b>	<b>3,133.22</b>	<b>547.02</b>	<b>13.77</b>	<b>15.73</b>	<b>81.00</b>	<b>91.40</b>	<b>4,231.18</b>



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**10(A) - Cash and cash equivalents**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
(a) Cheques, drafts on hand	50.44	20.00
(b) Unrestricted Balance with scheduled banks		
(i) In Current Account	12.22	15.46
(ii) In Deposit Account	1,000.00	4,759.47
(iii) In Cash Credit Account	112.06	108.23
(c) Cash on hand		
<b>Total cash and cash equivalents</b>	<b>1,174.72</b>	<b>4,903.16</b>

**10(B) - Bank balances other than above**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
(c) Earmarked Balance with banks		
(i) In Deposit Account * #	20.99	52.13
<b>Total</b>	<b>20.99</b>	<b>52.13</b>

**Notes:**

\* Earmarked balances with banks in deposit accounts includes fixed deposits held as margin money against Letter of Credit.

# Includes interest receivable Rs 5.44 lakhs (March 31, 2022 Rs 6.42 lakhs)

**11(A) - Other financial assets**  
(Secured and considered good)

**Current**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
(a) Other financial assets	21.17	20.27
Less: Loss allowances	4.69	4.60
<b>Other financial assets</b>	<b>16.48</b>	<b>15.67</b>

**11(B) - Other financial assets**

**Non-Current**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
(a) Security deposits	71.89	68.49
Less: Loss allowances	23.99	-
	47.90	68.49
(b) Earmarked Balance with banks		
(i) In Deposit Account * #	46.08	12.02
<b>Total</b>	<b>93.98</b>	<b>80.51</b>

**Notes:**

\* Earmarked balances with banks in deposit accounts includes fixed deposits held as margin money against Letter of Credit.

# Includes interest receivable Rs 7.86 lakhs (March 31, 2022 Rs 3.01 lakhs)



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**12 - Equity Share Capital**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>Authorised:</b>		
70,00,000 (March 31,2022: 70,00,000) equity Shares of Rs.10 each	700.00	700.00
<b>Total Share Capital Authorised</b>	<b>700.00</b>	<b>700.00</b>
<b>Issued:</b>		
59,91,896 (March 31,2022: 59,91,896) equity Shares of Rs.10 each	599.19	599.19
<b>Total Share Capital Issued</b>	<b>599.19</b>	<b>599.19</b>
<b>Subscribed and Paid up:</b>		
59,91,896 (March 31,2022: 59,91,896) equity Shares of Rs.10 each	599.19	599.19
<b>Total Share Capital Subscribed and Paid up</b>	<b>599.19</b>	<b>599.19</b>

Reconciliation of number of shares and amount outstanding at the beginning & ending of reporting period.

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount (Rs in lakhs)	No. of shares	Amount (Rs in lakhs)
<b>Equity shares:</b>				
Issued, subscribed & fully paid up: At beginning and end of the year	59,91,896	599.19	59,91,896	599.19

**Terms / rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each equity shareholder is eligible for one vote per share held.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Details of shares held by shareholders holding more than 5 % of the aggregate shares in the company.**

Shareholders holding more than 5% share capital:	As at March 31, 2023		
	No. of shares	%	% change
Tata Steel Limited (Holding company)	56,92,651	95.01%	-

Shareholders holding more than 5% share capital:	As at March 31, 2022		
	No. of shares	%	% change
Tata Steel Limited (Holding company)	56,92,651	95.01%	-



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**13 - Other equity**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>1 Retained Earnings</b>		
a) Reconciliation of retained earnings:		
Opening balance		13,061.51
Profit/(Loss) for the year	13,114.89	11,213.15
Other comprehensive income arising from remeasurement of defined benefit obligation, net of income tax	(28.98)	1,985.14
<b>82.36</b>		<b>(136.78)</b>
<b>Balance at the end of the year</b>	<b>13,114.89</b>	<b>13,061.51</b>
<b>2 Other components of equity</b>		
a) Capital reserve		
Opening and closing balance	0.08	0.08
b) Amalgamation reserve		
Opening and closing balance	276.60	276.60
c) Investment Allowance Reserve		
Opening and closing balance	267.30	267.30
d) Special Reserve (Machinery Replacement Reserve)		
Opening and closing balance	0.73	0.73
<b>Total Other components of equity</b>	<b>544.71</b>	<b>544.71</b>
<b>Total Other equity (1 + 2)</b>	<b>13,659.60</b>	<b>13,606.22</b>

- a) There has been no movement in other components of equity for the aforesaid periods.
- b) The excess of fair value of net assets acquired over consideration paid in a common contract transaction is recognised as capital reserve.
- c) The amalgamation reserve is the amount of cash left over at the time of acquisition of the Company.
- d) An investment allowance reserve is a reserve account that companies can set up to hold funds for future investments.
- e) The machinery replacement fund liabilities represent the amount that the company owes for the replacement of machinery in the future.





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**14 - Other financial liabilities**

Particulars	As at March 31, 2023			As at March 31, 2022		
	Non Current	Current	Total	Non Current	Current	Total
	Creditors for other liabilities					
(i) Creditors for capital supplies/services	-	630.16	630.16	-	134.21	134.21
(ii) Other credit balances *	1,400.00	284.43	1,684.43	1,400.00	183.91	1,583.91
<b>Total Other financial liabilities</b>	<b>1,400.00</b>	<b>914.59</b>	<b>2,314.59</b>	<b>1,400.00</b>	<b>318.12</b>	<b>1,718.12</b>

\* Other credit balances include deposits of Rs. 1,400 lakhs received from Tata Steel Limited (As at March 31, 2022 Rs.1,400 lakhs) towards security deposit against Alipore flats given on lease as per the terms of the agreement which is renewable on its expiry. The economic value amounting to Rs. 126 lakhs (As at March 31, 2022 Rs. 126 lakhs) is adjusted while arriving at the rental income Rs. 59.69 lakhs (As at March 31, 2022 Rs. 59.69 lakhs) in respect of such properties (refer Note 5 & note 21).



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**15 - Provisions**

Particulars	As at March 31, 2023			As at March 31, 2022		
	Non Current	Current	Total	Non Current	Current	Total
	(a) Provision for employee benefits					
(i) Compensated Absences	848.37	103.86	952.23	929.87	86.30	1,016.17
(ii) Provision for employee separation compensation	3.35	4.01	7.36	8.42	4.12	12.54
(b) Provision For Warranty Claims	-	14.10	14.10	-	11.88	11.88
<b>Total Provisions</b>	<b>851.72</b>	<b>121.97</b>	<b>973.69</b>	<b>938.29</b>	<b>102.30</b>	<b>1,040.59</b>

Notes

(a) The Company extends warranty on Rolls & castings manufactured and sold by it. The Company provides for any anticipated warranty costs at the time of recognising the sale based on technical evaluation and estimated costs. The details of the movement of provision for warranty are given below :

Particulars	As at March 31, 2023	As at March 31, 2022	
Balance at the beginning of the year	11.88		18.68
Provision made during the year	2.22		-
Claims accepted	-		-
Provision no longer required written back #	-		(6.80)
<b>Balance at the end of the year</b>	<b>14.10</b>		<b>11.88</b>

# Claim period of products under warranty has expired

**16 - Employee benefit obligations**

Particulars	As at March 31, 2023			As at March 31, 2022		
	Non current	Current	Total	Non current	Current	Total
	Employee benefits liabilities					
(i) Pension Obligations	80.10	7.30	87.40	87.87	7.33	95.20
(ii) Retiring Gratuity (net)	-	-	-	169.08	-	169.08
(iii) Post retirement medical benefits	476.18	25.08	501.26	391.79	20.70	412.49
<b>Total Employee benefit liabilities</b>	<b>556.28</b>	<b>32.38</b>	<b>588.66</b>	<b>648.74</b>	<b>28.03</b>	<b>676.77</b>

**17 - Trade payables**

Particulars	As at March 31, 2023	As at March 31, 2022	
Trade payables			
Total outstanding dues of creditors			
(i) Trade payables: Micro and Small enterprises	184.96		25.87
(ii) Trade payables: Others			
(a) Creditors for supplies and services	2,506.89		1,662.50
<b>Total Trade Payables</b>	<b>2,691.85</b>		<b>1,688.37</b>



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**Trade payables ageing schedule as at March 31, 2023**

Rs in Lakhs

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled #	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	158.53	23.46	2.90	-	0.07	184.96
(ii) Others	1,059.09	815.76	530.63	32.94	16.51	51.96	2,506.89
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>1,059.09</b>	<b>974.29</b>	<b>554.09</b>	<b>35.84</b>	<b>16.51</b>	<b>52.03</b>	<b>2,691.85</b>

**Trade payables ageing schedule as at March 31, 2022**

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled #	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	17.68	8.19	-	-	-	25.87
(ii) Others	501.93	493.25	570.51	18.86	0.58	77.37	1,662.50
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>501.93</b>	<b>510.93</b>	<b>578.70</b>	<b>18.86</b>	<b>0.58</b>	<b>77.37</b>	<b>1,688.37</b>

# Unbilled represents the expenses incurred but not yet billed by the service providers.

Working capital demand loans from bank is secured by exclusive first charge by way of hypothecation of Company's entire current assets including stock of raw materials, semi- finished and finished goods, consumable stores and spares and such other movables, book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the bank.



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**18 - Other current liabilities**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>Other current liabilities</b>		
(a) Advances received from customers	367.46	356.02
(b) Accrued wages and salaries	770.85	1,202.07
(c) Creditors for other liabilities		
(i) Statutory Dues	162.94	319.13
<b>Total Other Current Liabilities</b>	<b>1,301.25</b>	<b>1,877.22</b>

**19- Deferred Tax (Liability) / Assets**

Composition of Deferred Tax Assets and Liabilities is as follows:

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
(a) Deferred Tax Assets		
(i) ESS Compensation	5.00	6.53
(ii) Provision for Doubtful Debts & Advances	132.68	112.58
(iii) Provision for Compensated Absences	239.68	255.77
(iv) Provision for Warranty	3.55	2.99
(v) Provision for obsolete stores	37.46	22.62
(b) Deferred Tax Liabilities		
Difference between book and tax depreciation	(312.45)	(217.80)
<b>Deferred Tax Assets (Net)</b>	<b>105.92</b>	<b>182.69</b>





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**20 - Revenue from operations**

Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Sale of products	9,356.96	9,471.88
(b) Sale of Services	20,672.79	21,524.87
(c) Other operating revenues (Scrap sale)	4,169.63	4,418.41
<b>Revenue from Operations</b>	<b>34,199.38</b>	<b>35,415.16</b>

**Notes-**

Revenue from major products and services

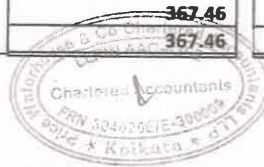
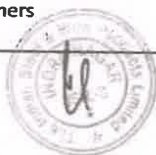
Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
MIG, Electrodes & Nails	6,548.98	7,484.36
Rolls and casting	2,807.98	1,987.52
Gross Sale of Products	9,356.96	9,471.88
Conversion Income	20,672.79	21,524.87
Scrap Sales	4,169.63	4,418.41
<b>Revenue from Operations</b>	<b>34,199.38</b>	<b>35,415.16</b>

**20 (a) Disaggregation of revenue from contracts with customers.**

Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Segment Revenue	36,435.31	36,431.00
Inter Segment revenue	2,235.93	1,015.84
Revenue from external customer	34,199.38	35,415.16
Timing of Revenue Recognition		
At a point in time	34,199.38	35,415.16
Over time	-	-
	34,199.38	35,415.16

**20 (b) Assets and liabilities related to contracts with customers**

Particulars	Note No	Rs in Lakhs	
		For the year ended March 31, 2023	As at March 31, 2022
Trade receivables	09	4,465.12	4,084.95
Work in progress	08	651.72	762.82
Finished goods Inventory	08	803.93	332.76
Total Contract assets		5,920.77	5,180.53
Advance received from customers	18	367.46	356.02
Total Contract Liabilities		367.46	356.02



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**21 - Other Income**

Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest Income		
Interest received on deposits	51.39	84.25
Interest from income tax	10.93	104.43
(b) Net Gain on sale of Property, plant and equipment	56.21	6.62
(c) Provision for doubtful debts and advances written back	-	290.45
(d) Rental income (refer Note 14)	59.69	59.69
(e) Liability no longer required written back	40.25	90.20
(f) Miscellaneous income	32.23	158.43
<b>Total Other Income</b>	<b>250.70</b>	<b>794.07</b>

**22 (A) - Cost of material consumed**

Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Raw material consumed		
(a) Opening stock	600.60	987.90
(b) Add: Purchases	6,910.56	6,028.58
(c) Less: Closing stock	635.96	600.60
<b>Total raw material consumed</b>	<b>6,875.20</b>	<b>6,415.88</b>

**22 (B) - Changes in inventories of finished products and work in progress**

Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories at the beginning of the year		
(a) Finished products & Scraps	396.61	599.09
(b) Work-in-progress	762.82	636.64
	<b>1,159.43</b>	<b>1,235.73</b>
Inventories at the end of the year		
(a) Finished products & Scraps	958.64	396.61
(b) Work-in-progress	651.72	762.82
	<b>1,610.36</b>	<b>1,159.43</b>
<b>Net (increase)/decrease</b>	<b>(450.93)</b>	<b>76.30</b>



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**23 - Employee benefit expense**

Particular	For the year ended March 31, 2023	Rs in Lakhs
		For the year ended March 31, 2022
(a) Salaries, wages and bonus		
- Salaries and wages including bonus	3,916.01	4,194.56
- Employee separation compensation	0.06	0.07
(b) Company's Contribution to provident and other funds	487.03	390.56
(c) Workmen and Staff welfare expenses	324.88	310.21
<b>Total Employee benefit expense</b>	<b>4,727.98</b>	<b>4,895.40</b>

**24 - Depreciation and amortisation expense**

Particular	For the year ended March 31, 2023	Rs in Lakhs
		For the year ended March 31, 2022
(a) Depreciation of property, plant and Equipment	627.03	590.84
(b) Depreciation of investment properties	3.38	3.38
(c) Amortisation of intangible assets	15.47	19.69
<b>Total Depreciation and amortisation</b>	<b>645.88</b>	<b>613.91</b>

**25 - Finance costs**

Particular	For the year ended March 31, 2023	Rs in Lakhs
		For the year ended March 31, 2022
(a) Interest expense on Others	9.92	7.81
<b>Total Finance costs</b>	<b>9.92</b>	<b>7.81</b>



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**26 - Other expenses**

Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Consumption of stores, spare parts and loose tools	6,460.14	6,188.93
(b) Consumption of packing material	598.17	595.55
(c) Repairs to buildings	869.07	895.81
(d) Repairs to plant and machinery	959.37	872.97
(e) Repairs to others	46.06	34.84
(f) Power and fuel	8,413.75	7,934.07
(g) Water	215.75	223.21
(h) Rent	26.78	24.32
(i) Rates and taxes	302.08	299.63
(j) Insurance charges	117.19	116.26
(k) Freight and handling charges	376.57	400.52
(l) Travelling, conveyance and car running expenses	66.74	30.97
(m) Legal and other professional costs	20.82	14.66
(n) Conversion charges	2,035.82	1,974.41
(o) Sales commission & discount	-	52.74
(p) Business promotion	34.98	29.95
(q) Provision for doubtful debts and advances	75.31	78.11
(r) Bad debts and advances written off	-	290.45
(s) Provision for warranty expenses	9.12	-
(t) Expenses towards corporate social responsibility	57.99	53.85
(u) Other expenses	1,895.31	1,483.27
(v) (1) Director's fee	2.55	5.10
(v) (2) Telephone expenses	19.07	21.49
(v) (3) Payment to Auditors	23.47	12.47
(v) (i) As Auditors - statutory audit	8.85	10.35
(v) (ii) As Auditors - Tax audit	2.00	2.00
(v) (iii) As Auditors - for other services	12.00	-
(v) (iv) Auditors out-of-pocket expenses	0.62	0.12
(4) Cost auditor's remuneration	2.25	2.25
(5) Other General Expenses	1,847.97	1,441.96
<b>Total Other Expenses</b>	<b>22,581.02</b>	<b>21,594.52</b>





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**27 (i) Income tax recognised in profit and loss**

Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Tax		
- In respect of current year	-	608.81
- In respect of prior year	10.44	2.28
- Deferred Tax in respect of current year	76.77	13.17
<b>Total income tax recognised in the current year</b>	<b>87.21</b>	<b>624.76</b>

The income tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax from continuing operations	61.01	2,605.41
Income tax expense calculated at 25.17% (March 31, 2022 25.17%)	15.36	655.78
Effect of expenses allowed / (not allowed) in income tax	71.85	(31.52)
<b>Income tax expenses recognised in profit or loss account</b>	<b>87.21</b>	<b>624.26</b>

The tax rate used for reconciliation above is the corporate tax rate of 25.17% (March 31, 2022: 25.17%) payable by corporate entities in India on taxable profits under the Indian tax laws.

**27 (ii) Income tax recognised in other comprehensive income-**

Arising on income and expenses recognised in other comprehensive income:

Particulars	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Remeasurement of defined benefit obligations	82.36	(182.79)
<b>Total income tax recognised in other comprehensive income</b>	<b>-</b>	<b>46.01</b>



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**

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**Notes forming part of the financial Statements**

**28- Segment Disclosures**

For management purposes, the entity is organised into business units based on its products and services and has three reportable segments under IND AS 108, as follows:

- a) Wires Segment which includes rod and wire mill
- b) Rolls Segment which includes JEMCO division (rolls and castings)
- c) Direct business Segment which includes MIG products

The executive committee monitors the operating results of its business units separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statement. Also, the Company's financing and income taxes are managed on a Company level and are not allocated to operating segment.

Transfer price between operating segment are on arm's length basis in a manner similar to transaction with third parties.

**Information about Reportable segments:**

Rs in Lakhs

Particulars	Business Segments				Total
	Wire	Rolls	Direct Business	Unallocable	
<b>Revenue:</b>					
External Sales	22,335.34	2,909.95	6,791.11	2,413.68	34,450.08
	25,688.63	1,987.52	7,970.36	562.72	36,209.23
Add : Inter Segment Sales	2,120.91	99.75	15.27	-	2,235.93
	679.34	336.50	-	(1,015.84)	-
<b>Total Segment Revenue</b>	<b>24,456.25</b>	<b>3,009.70</b>	<b>6,806.38</b>	<b>2,413.68</b>	<b>36,686.01</b>
	26,367.97	2,324.02	7,970.36	(453.12)	36,209.23
<b>Segment result before Interest, exceptional /extraordinary items, prior period items and tax</b>	<b>897.03</b>	<b>(34.43)</b>	<b>(446.71)</b>	<b>-</b>	<b>415.89</b>
	2,888.21	(327.27)	61.94	-	2,622.88
Less/Add: Unallocable expenditure/income (net)					(344.96)
					(9.66)
Less : Interest					(9.92)
					(7.81)
<b>Profit/(Loss) Before Taxes</b>					<b>61.01</b>
					2,605.41
Current Tax					10.44
					611.09
Deferred Tax					76.77
					13.17
<b>Profit/(loss) after tax from continuing operations</b>					<b>(26.20)</b>
					1,981.15



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Profit/(Loss) before tax from discontinuing operations	(2.78)
Current Tax	5.33
	(1.34)
Profit/(loss) after tax from discontinuing operations	(2.78)
	3.99
<b>Profit/(Loss) for the year</b>	<b>(28.98)</b>
Note:	1,985.14

Note:  
Figures not in bold pertain to the previous year ended March 31, 2022.

Particulars	Business Segments				Rs in Lakhs
	Wire	Rolls	Direct Business	Unallocable	Total
Segment Assets	<b>16,810.76</b>	<b>2,063.70</b>	<b>1,764.51</b>	<b>1,489.85</b>	<b>22,128.83</b>
	15,805.85	2,556.94	1,595.29	1,248.40	21,206.48
Segment Liabilities	<b>5,061.07</b>	<b>756.67</b>	<b>268.36</b>	<b>1,783.94</b>	<b>7,870.04</b>
	4,553.77	519.93	370.57	1,556.80	7,001.07
Total Cost Incurred during the year to acquire segment assets	<b>4,072.17</b>	<b>41.19</b>	-	-	<b>4,113.36</b>
	916.41	63.06	-	-	979.47
Segment Depreciation	<b>523.06</b>	<b>111.02</b>	<b>4.31</b>	<b>7.49</b>	<b>645.88</b>
	466.18	137.08	3.15	7.50	613.91
Non-Cash Expenses other than depreciation	<b>21.40</b>	<b>61.49</b>	<b>1.50</b>	<b>0.10</b>	<b>84.49</b>
	309.07	51.02	8.47	-	368.56

Notes:

- (i) Segment Revenue, Segment Results, Segment Capital employed includes the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis. The expenses, which are not directly relatable to the business segment, are shown as unallocated corporate cost. Assets and liabilities that can not be allocated between the segments are shown as unallocated corporate assets and liabilities respectively.
- (ii) There is no significant difference in the business conditions prevailing in various states of India, where the company has its operations. Revenue from sales to external customers outside India is less than 10% of the company's total revenue. Hence, geographical segment disclosures are not considered necessary.
- (iii) Transactions between segments are primarily for materials which are transferred at market determined prices and common costs are apportioned on a reasonable basis.
- (iv) Figures not in bold pertain to the previous year ended March 31, 2022.



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**29 Earnings Per Share (EPS)**

Description	Rs in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:		
Profit/(Loss) for the year attributable to owners of the Company from continuing operations	(26.20)	1,981.15
Profit/(Loss) for the year attributable to owners of the Company from discontinuing operations	(2.78)	3.99
Total Profit/(Loss) for the year attributable to owners of the Company from continuing and discontinuing operations	(28.98)	1,985.14

Description	No of Shares	
	No of Shares	No of Shares
Weighted average number of equity shares of Rs.10 each for basic and diluted EPS	59,91,896	59,91,896
Basic/diluted Earnings per equity Share. (Rs./ Share) from continuing operations	(0.44)	33.06
Basic/diluted Earnings per equity Share. (Rs./ Share) from discontinuing operations	(0.05)	0.07
Basic/diluted Earnings per equity Share. (Rs./ Share) from continuing and discontinuing operations	(0.48)	33.13

The Company is not having any potential ordinary shares which are dilutive in nature. Hence diluted earnings per share is not calculated separately.





**30 - Disclosure relating to Indian Accounting Standard - 19**

**30.01 Defined contribution plans**

The Company has a superannuation plan for the benefit of certain employees. This benefit is defined contribution scheme as the Company does not carry any further obligations apart from the contributions made which are recognised as expense under 'Contribution to Provident and Other Funds' in Note 23.

The Company has recognised, in the profit and loss account for the current year, an amount of Rs. 96.95 lakhs (2021-22: Rs 91.32 lakhs) as expenses under the following defined contribution plans.

**30.02 Defined benefit plans**

The Company operates post retirement defined benefit plans as follows:

- a. Funded  
Post Retirement Gratuity
- b. Unfunded:  
Post Retirement Medical benefits  
Post Retirement pension for retired whole-time directors

The Company provides Gratuity benefit to all employees. The Company provides post retirement pension for retired whole-time directors. The company has decided to adopt the group gratuity scheme offered by M/s Life Insurance Corporation of India (LIC) from January 1, 2012. The board of trustees of the gratuity fund composed of an equal number of representatives from both employees and employers. The board of the Fund is required by law and by the trust deed to act in the interest of the Fund and of all relevant stakeholders in the scheme. The board of trustee of the fund and management of life insurance company is responsible for the investment policy with regard to the assets of the Fund. Post retirement pension plan is not funded.

Under the gratuity plan, the employees with minimum five years of continuous service are entitled to lumpsum payment at the time of separation calculated based on the last drawn salary and number of years of service rendered with the company. Under the post retirement pension, the Company pays monthly pension to retired whole-time directors as decided by the board of directors.

The major portions of the assets are invested in PSU bonds, Private Sector unit Bond and State / Central Govt. guaranteed securities. Based on the asset allocation and prevailing yield rates on these asset classes, the long term estimate of the expected rate of return on the fund assets have been arrived at. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching Government bonds.

The estimates of future salary increases take into account inflation, seniority, promotion and other relevant factor.

These plans expose the Company to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk

Investment Risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Currently, for the plan in India, it has relatively balanced mix of investments in government securities and other debt instruments.
Interest risk	A decrease in the bond interest rate will increase the plan liability.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.



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The most recent actuarial valuation of the plan assets and the present value of defined benefit obligation were carried out as at March 31, 2023 by independent actuary, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

During the year ended March 31, 2023 and March 31, 2022 there was no amendment, curtailments and settlements in the gratuity plan and post retirement pension plans.

**30.03 (a) Details of the Post Retirement Gratuity plan are as follows:**

Description	Rs in Lakhs	
	For the period ended March 31, 2023	For the year ended March 31, 2022
<b>1. Reconciliation of opening and closing balances of obligation</b>		
a. Obligation as at the beginning of the year		2,348.30
b. Current Service Cost	2,513.30	137.60
c. Interest Cost	145.50	149.76
d. Actuarial (gain)/loss	161.17	(33.71)
e. Benefits paid	(81.08)	(88.65)
f. Obligation as at the end of the year	(215.58)	2,513.30
	2,523.31	
<b>2. Change in Plan Assets (Reconciliation of opening &amp; closing balances)</b>		
a. Fair Value of plan assets as at the beginning of the year		2,127.04
b. Interest income on plan assets	2,344.22	142.56
c. Return on plan assets (greater)/less than discount rate	155.50	(57.99)
d. Contributions	166.97	221.26
e. Benefits paid	169.08	(88.65)
f. Fair Value of plan assets as at the end of the year	(215.58)	2,344.22
	2,620.19	

Description	Rs in Lakhs	
	For the period ended March 31, 2023	For the year ended March 31, 2022
<b>3. Reconciliation of fair value of assets and obligations</b>		
a. Fair value of plan assets as at the end of the year	2,620.19	2,344.22
b. Present value of obligation as at the end of the year	2,523.31	2,513.30
c. Amount recognized in the balance sheet	(96.88)	169.08
<b>4. Components of defined benefit costs recognised in profit and loss</b>		
a. Current service cost	145.50	137.60
b. Net Interest cost	5.67	7.20
Defined benefit costs recorded in profit and loss	151.17	144.80
<b>5. Components of defined benefit costs recognised in other comprehensive income</b>		
a. The return on plan assets (excluding amounts included in net interest expense)	(166.97)	57.99
b. Actuarial (gains)/loss arising from experience adjustments	(81.08)	(33.71)
Defined benefit costs recorded in Other comprehensive income	(248.05)	24.28
<b>6. Total defined benefit cost recognised</b>	(96.88)	169.08



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**7. Investment Details**

Description	%age invested	
	For the period ended March 31, 2023	For the year ended March 31, 2022
a. GOI Securities	11.59%	10.99%
b. High quality corporate bonds	3.55%	1.69%
c. Equity shares of listed companies	0.80%	1.30%
d. Cash (including Special Deposits)	3.65%	3.70%
e. Schemes of insurance - conventional products	80.41%	82.33%
	100%	100%

**8. Principal assumption used for the purpose of the actuarial valuation**

Description	For the period ended March 31, 2023	For the year ended March 31, 2022
a. Discount rate (per annum)	7.30%	6.70%
b. Rate of escalation in salary (per annum)	7% to 10%	7% to 10%

The fair value of the above equity and securities issued by government are determined based on quoted market prices in active markets. The fair value of other debt instruments are also determined based on quoted price in active market. The fair value of balance in special deposit scheme is determined based on its carrying value. The fair value of balance with Life Insurance Corporation is determined based on the funds statement received from the company.

**9. Maturity profile of defined benefit obligation**

Particulars	For the period ended March 31, 2023	For the year ended March 31, 2022
Within 1 year	319.44	269.51
Within 1 - 2 years	241.48	292.56
Within 2 - 3 years	316.25	234.79
Within 3 - 4 years	290.27	307.64
Within 4 - 5 years	373.63	280.80
Over 5 years	1,582.37	1,585.57

Description	For the period ended March 31, 2023	For the year ended March 31, 2022
Weighted average duration of the defined benefit obligation	No of years 7	No of years 8

**10. Expected contribution by the company in the next financial year**

169.08



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**11. Sensitivity analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis given below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by Rs. 151.80 lakhs (increase by Rs. 173.36 lakhs) [as at March 31, 2022: decrease by Rs 159.75 lakhs (increase by Rs 183.00 lakhs)].

ii) If the expected salary increase growth increase /(decreases) by 1%, the defined benefit obligation would increase by Rs 170.53 lakhs (decrease by Rs 152.30 lakhs) [as at March 31, 2022: increase by Rs 178.65 lakhs (decrease by Rs 159.17 lakhs)].

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is likely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is same as applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the method and assumptions used in preparing the sensitivity analysis from prior years.





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**30 - Disclosure relating to Indian Accounting Standard - 19 (Contd.)**

**30.03 (a)** Details of unfunded post retirement defined benefit obligations are as follows:

Description	Rs in Lakhs			
	For the period ended March 31, 2023		For the year ended March 31, 2022	
	Medical	Ex-Director's Pension	Medical	Ex-Director's Pension
<b>1. Reconciliation of opening and closing balances of obligation</b>				
a. Obligation as at the beginning of the year	412.49	95.21	325.84	88.75
b. Current/Employer Service Cost	5.70	-	4.52	-
c. Interest Cost	25.19	6.12	19.70	5.52
d. Actuarial (gain)/loss	171.91	(6.22)	149.85	8.65
e. Benefits paid	(114.03)	(7.71)	(87.42)	(7.71)
f. Obligation as at the end of the year	501.26	87.40	412.49	95.21
<b>2. Expense recognized in the year</b>				
a. Current /Employer service cost	5.70	-	4.52	-
b. Interest cost	25.19	6.12	19.70	5.52
c. Actuarial (gain)/loss	171.91	(6.22)	149.85	8.65
d. Expense recognized in the year	202.80	(0.10)	174.07	14.17
e. Defined benefit costs recorded in profit and loss	30.89	6.12	24.22	5.52
f. Defined benefit costs recorded in other comprehensive income	171.91	(6.22)	149.85	8.65

**3. Assumptions**

a. Discount rate (per annum) as at the beginning of the year	7.10%	6.70%	7.00%	6.50%
b. Discount rate (per annum) as at the end of the year	7.30%	7.30%	7.10%	6.70%
c. Medical costs inflation rate	6.00%	-	6.00%	-
d. Average medical cost (Rs/person)	4,600	-	3,600	-

**30.03 (b)** Provident fund benefits provided under plans wherein contributions are made to an irrevocable trust set up by the Company to manage the investments and distribute the amounts entitled to employees are treated as a defined benefit plan as the Company is obligated to provide the members a rate of return which should, at the minimum, meet the interest rate declared by Government administered provident fund. The contributions made by the Company and the shortfall of interest, if any, are recognised as an expense in profit and loss under employee benefits expense. In accordance with an actuarial valuation of provident fund liabilities based on guidance issued by Actuarial Society of India and based on the assumptions as mentioned below, there is no deficiency in the interest cost as the present value of the expected future earnings of the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of Interest of Government administered provident fund.

The Company has recognized, in the profit and loss account for the current year, an amount of Rs. 174.52 lakhs (March 31, 2022 : Rs 154.43 lakhs) as expenses under the following defined contribution plans.



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Details of Provident fund benefit plans are as follow:  
Summary of the key results for the year

Particulars	Rs in Lakhs	
	For the period ended March 31, 2023	For the year ended March 31, 2022
<b>Projected benefit obligation:</b>		
a) EPFO Interest Guarantee	164.02	160.98
b) Total PF obligation	6,457.05	6,109.39
c) Total Market Value of Investment	6,699.62	6,365.87
Net Liability	-	-

Key assumptions used for actuarial valuation are as below:

Particulars	Rs in Lakhs	
	For the period ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.30%	6.70%
Guaranteed rate of return	8.15%	8.10%
Expected rate of return on investment	8.15%	8.10%

**30.04. Sensitivity analysis**

**a) Employees PRMB Sensitivity analysis**

i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by Rs 57.31 lakhs (increase by Rs 71.17 lakhs) [as at March 31, 2022: decrease by Rs 48.17 lakhs (increase by Rs 60.08 lakhs)].

ii) If the Medical cost inflation rate increases/(decreases) by 1%, the defined benefit obligation would increase by Rs 69.16 lakhs (decrease by Rs 57.00 lakhs) [as at March 31, 2022: increase by Rs 58.30 lakhs (decrease by Rs 47.61 lakhs)].

**b) Ex- MD PRMB Sensitivity analysis**

i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by Rs 0.72 lakh (increase by Rs 0.81 lakh) [as at March 31, 2022: decrease by Rs 0.82 lakh (increase by Rs 0.76 lakh)].

**c) Pension Sensitivity analysis**

i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by Rs 6.13 lakhs (increase by Rs 6.95 lakhs) [as at March 31, 2022: decrease by Rs 7.12 lakhs (increase by Rs 8.14 lakhs)].

ii) If the inflation rate increases/(decreases) by 1%, the defined benefit obligation would increase by Rs 7.12 lakhs (decrease by Rs 6.37 lakhs) [as at March 31, 2022: increase by Rs 8.28 lakhs (decrease by Rs 7.36 lakhs)].

**30.05. Maturity profile**

Particulars	Rs in Lakhs			
	For the period ended March 31, 2023		For the year ended March 31, 2022	
	Medical	Others	Medical	Others
Within 1 year	25.98	7.56	21.42	7.58
Within 1 - 2 years	25.15	7.70	19.77	7.73
Within 2 - 3 years	26.99	7.81	20.93	7.86
Within 3 - 4 years	28.49	7.91	22.43	7.98
Within 4 - 5 years	30.34	7.99	23.65	8.09
Over 5 years	180.18	40.04	141.35	41.01



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**31 Financial Instruments and Cash Management**

**31.01 Capital Management**

The Company manages its capital to ensure that entity will be able to continue as going concerns while maximizing the return through the optimization of the debts and equity balance.

Borrowing of the Company as at March 31, 2023 in nil (March 31, 2022 : nil), hence the capital structure of the Company comprise of share capital and other equity.

**31.02 Financial risk management objectives**

The entity monitors and manages the financial risks relating to the operations of the entity through internal MIS reports which analyse the exposure by degree and magnitude of risks. These risks includes market risk (Interest rate risk, currency risk and other price risk), credit risk and liquidity risk.

**31.03 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Interest rate sensitivity analysis:

The sensitivity analysis have been determined based on the exposure to interest rates for financial assets and liabilities at the end of the reporting period. The company does not have variable rate instruments as at the balance sheet date. This mitigates the Company's market risk.

Foreign currency risk

The sensitivity analysis have been determined based on the exposure to interest rates for financial assets and liabilities at the end of the reporting period.

The carrying amounts of the Company's foreign currency denominated monetary assets at the end of the reporting period is nil (March 31, 2022 : nil)

Commodity price risk

The company doesn't have any derivative assets and liabilities. This mitigates the company from commodity price risk.

**31.04 Credit risk management**

Trade receivables consist of a large number of customers. Ongoing credit evaluation is performed on the financial condition of account receivables and where appropriate, provision has been considered in the books.

The concentration of credit risk is limited due to the fact that the major customer is Tata Steel Limited which is the parent company. The remaining customer base are widely spread hence Company's credit risk is considered to be low.



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**31.05 Liquidity risk management**

The Company monitors its risk of a shortage of funds using a liquidity planning tool. The entity's objective is to maintain a balance between continuity of funding and flexibility through the use of bank cash credit. The entity manages the short term and medium term funds and liquidity requirements by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows.

The following table details the entities remaining contractual maturity for its non derivative financial liability with agreed repayment periods. The table has been drawn based on the undiscounted cash flows of financial liabilities based on the earliest date on which the entity can be required to pay. The table includes both interest and principal cash flows. The contractual maturity is based on the earliest date on which the entity may be required to pay.

Particulars	Rs in Lakhs			
	Carrying amount	less than 1 year	between 1 - 5 years	More than - 5 years
<b>Non-derivative financial liabilities</b>				
<b>As at March 31, 2023</b>				
Trade payables	2,691.85	2,691.85	-	-
Other financial liabilities	2,314.59	914.59	-	1,400.00
	<b>5,006.44</b>	<b>3,606.44</b>	<b>-</b>	<b>1,400.00</b>

Particulars	Rs in Lakhs			
	Carrying amount	less than 1 year	between 1 - 5 years	More than - 5 years
<b>As at March 31, 2022</b>				
Trade payables	1,688.37	1,688.37	-	-
Other financial liabilities	1,718.12	318.12	-	1,400.00
	<b>3,406.49</b>	<b>2,006.49</b>	<b>-</b>	<b>1,400.00</b>

**31.06 Financial assets and liabilities**

**As at March 31, 2023**

Particulars	Rs in Lakhs				
	Amortised Cost	Total Carrying Value	Fair Value through other comprehensive income	Fair Value through P&L	Total Fair Value
<b>Financial Assets:</b>					
<b>Non-current Investments #</b>	-	-	-	-	-
Trade Receivables	4,465.12	4,465.12	-	-	4,465.12
Cash and bank balances	1,195.71	1,195.71	-	-	1,195.71
Other financial assets	110.46	110.46	-	-	110.46
<b>Total</b>	<b>5,771.29</b>	<b>5,771.29</b>	<b>-</b>	<b>-</b>	<b>5,771.29</b>
<b>Trade payable</b>	<b>2,691.85</b>	<b>2,691.85</b>	<b>-</b>	<b>-</b>	<b>2,691.85</b>
<b>Other financial liabilities</b>	<b>2,314.59</b>	<b>2,314.59</b>	<b>-</b>	<b>-</b>	<b>2,314.59</b>
<b>Total</b>	<b>5,006.44</b>	<b>5,006.44</b>	<b>-</b>	<b>-</b>	<b>5,006.44</b>





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As at March 31, 2022

Particulars	Rs in Lakhs				
	Amortised Cost	Total Carrying Value	Fair Value through other comprehensive income	Fair Value through P&L	Total Fair Value
<b>Financial Assets:</b>					
<b>Non-current Investments #</b>					
Trade Receivables	4,084.95	4,084.95	-	-	4,084.95
Cash and bank balances	4,955.29	4,955.29	-	-	4,955.29
Other financial assets	96.18	96.18	-	-	96.18
<b>Total</b>	<b>9,136.42</b>	<b>9,136.42</b>	<b>-</b>	<b>-</b>	<b>9,136.42</b>
<b>Financial Liabilities:</b>					
Trade payable	1,688.37	1,688.37	-	-	1,688.37
Other financial liabilities	1,718.12	1,718.12	-	-	1,718.12
<b>Total</b>	<b>3,406.49</b>	<b>3,406.49</b>	<b>-</b>	<b>-</b>	<b>3,406.49</b>

**Quoted price is an active market (Level 1):**

This level of hierarchy includes financial assets that are measured by reference to quoted price in active markets for identical assets and liabilities.

**Valuation techniques with observable inputs (Level 2):**

This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within level 1 that are observable for the assets and liability, either directly or indirectly.

**Valuation techniques with significant unobservable inputs (Level 3)**

This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data. Fair values are determined in whole or in part, using a valuation model based on the assumption that are neither supported by prices and observable current market transactions in the same instrument nor are they based on available market data.

# The Non-current investments has been fair valued using level 3 at Re. 1/-.

The entity has access to financial facilities of Rs. 3,000 lakhs, the entire amount out of which was unused at the end of the reporting period (as at March 31, 2022 : Rs. 3,000 lakhs was unused). The entity expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets. Details of financial facilities is tabled below:

**Financing facilities:**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Secured working capital demand loan facility,		
- Amount used	-	-
- Amount unused	3,000.00	3,000.00
	<b>3,000.00</b>	<b>3,000.00</b>

Working capital demand loans from bank is secured by hypothecation of company's entire current assets including stocks of raw materials, semi- finished and finished goods, consumable stores and spares and such other movables, book debts, bills whether documentary or clean, outstanding monies, receivables, both present & future, in a form and manner satisfactory to the bank.





Sl. No.	Transaction	Holding Company	Fellow subsidiaries and subsidiaries of Group	Associates of the Group	Joint Ventures of the Group	Tata Sons Private Limited, its subsidiaries and joint ventures
(viii)	TRF Limited	-	-	35.76	-	-
(ix)	Tata Steel BSL Limited	-	-	13.44	-	-
(x)	Tata International Vehicle Applications Limited	-	108.90	-	-	-
	Total	991.16	448.81	35.76	1.93	2.90
3	Purchase of Fixed Assets	574.76	641.99	13.44	28.13	2.90
(i)	Tata Steel Limited	39.81	-	-	-	-
(ii)	Tata BlueScope Steel Private Limited	105.18	-	-	4.73	-
(iii)	M Junction Services Limited	-	-	-	4.07	-
	Total	39.81	-	-	18.46	-
4	Lease rent for flats at Allipore	105.18	-	-	23.19	-
	Tata Steel Limited	59.69	-	-	4.07	-
	Total	59.69	-	-	-	-
5	Rendering of services:					
(i)	Tata Steel Limited	19,721.51	-	-	-	-
(ii)	Tata Steel Utilities and Infrastructure Services Limited	23,502.35	-	-	-	-
(iii)	Tata Steel Long Products Limited	-	0.06	-	-	-
	Total	19,721.51	1.39	-	-	-
6	Receiving of services:					
(i)	Tata Steel Limited	5,060.98	-	-	-	-
(ii)	TM International Logistics Limited	4,802.42	-	-	73.70	-
(iii)	Tata Steel Utilities and Infrastructure Services Limited	-	130.51	-	59.04	-
(iv)	M Junction Services Limited	-	171.42	-	-	-
(v)	Tata Capital Financial Services Limited	-	-	-	54.81	-
	Total	5,060.98	130.51	-	52.55	60.78
7	Grant Paid	4,802.42	171.42	-	128.51	38.27
	Tata Steel Foundation	-	1.00	-	-	-
8	Management Contracts including deputation of employees					
(i)	Tata Steel Limited	36.72	-	-	-	-
(ii)	Tata Sons Private Limited	-	-	-	-	0.25
	Total	36.72	-	-	-	0.25



Sl. No.	Transaction	Holding Company	Fellow subsidiaries and subsidiaries of Group	Associates of the Group	Joint Ventures of the Group	Tata Sons Private Limited, Its subsidiaries and joint ventures
9	Outstanding receivables as on 31.03.2023:					
(i)	Tata Steel Limited	3,682.08	-	-	-	-
(ii)	Tata Steel Long Products Limited	3,090.55	1.47	-	-	-
(iii)	TRF Limited	-	75.03	-	-	-
	Total	3,682.08	1.47	11.67	8.79	-
10	Advance paid	3,090.55	75.03	8.79	-	-
(i)	Tata Steel Limited	27.92	-	-	-	-
(ii)	Tayo Rolls Limited	45.64	24.95	-	-	-
(iii)	TM International Logistics Limited	-	24.35	-	-	-
(iv)	The Triplate Company of India Limited	-	0.98	-	2.28	-
(v)	Tata BlueScope Steel Private Limited	-	0.98	-	-	0.18
	Total	27.92	25.33	-	0.09	0.18
11	Payables outstanding as on 31.03.2023:	45.64	25.33	-	2.37	-
a.	Materials & Services					
(i)	Tata Steel Limited	133.46	-	-	-	-
(ii)	Tata Steel Utilities and Infrastructure Services Limited	159.79	12.14	-	-	-
(iii)	TKM Global Logistics Limited	-	13.54	-	-	0.01
(iv)	M Junction Services Limited	-	-	-	-	0.01
(v)	TM International Logistics Limited	-	-	-	-	10.58
	Total	133.46	12.14	-	5.73	0.56
b.	Against Advance from Customer	159.79	13.54	-	10.59	6.30
	Tata Steel Utilities and Infrastructure Services Limited	-	1.72	-	-	-
c.	Against lease (flat)	-	1.72	-	-	-
	Tata Steel Limited	1,400.00	-	-	-	-
		1,400.00	-	-	-	-

Note : Figures not in bold pertain to the previous year.





- 12 During the year, the Company recognised an amount of Rs 122.62 lakhs (March 31, 2022: 180.07 lakhs) as remuneration to key managerial personnel. The details of such remuneration is as below:

Sl.No.	Particulars	Rs in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	Short term employee benefits	107.86	165.38
(b)	Post employment benefits	6.02	6.21
(c)	Other long term employee benefits	8.74	8.48
		<b>122.62</b>	<b>180.07</b>

(ii) Outstanding Payables		Rs in Lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Outstanding Payables to key managerial personnel			79.32

13 (i) Transactions with the post employment benefit plans		Rs in Lakhs	
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	
The provident fund of the Indian Steel and Wire Products Limited	405.95	362.22	
Trustees of Jemco Employees Provident Fund	40.04	37.97	
The Indian Steel and Wire Products Limited Employees Gratuity Fund	157.43	199.13	
Jamshedpur Engineering and Machine Manufacturing Company Employees Gratuity Fund	11.65	22.13	

(ii) Outstanding Payables/(Receivables)		Rs in Lakhs	
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	
The Indian Steel and Wire Products Limited Employees Gratuity Fund	(87.19)	157.43	
Jamshedpur Engineering and Machine Manufacturing Company Employees Gratuity Fund	(9.69)	11.65	
Trustees of Jemco Employees Provident Fund	(24.39)		



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
 (A Subsidiary of Tata Steel Limited)  
 Notes forming part of the financial Statements

**33 Contingent liabilities and commitments**

**33.01 Claims against the Company not acknowledged as debt**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Show Cause Notices/Demand raised by Central Excise Authorities (Under Appeal)	29.62	29.62
Employee State Insurance demand (Under Appeal-prior to take over)	149.07	149.07
Sales tax matters in dispute relating to issues of applicability	1,907.23	1,911.16
Show Cause Notices/Demand raised by Central Excise Authorities (Under Appeal)	20.52	20.52
Employee State Insurance demand (Under Appeal)	173.06	173.06
Labour court cases	28.15	34.00
Direct Taxes	458.98	458.98

**33.02 Commitments**

Estimated amounts of contracts to be executed on capital account and not provided for (net of capital advances) as on March 31, 2023: Rs 356.50 lakhs (March 31, 2022: Rs 2,223.70 lakhs).



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**

(A Subsidiary of Tata Steel Limited)

Notes forming part of the financial Statements

**34- Assets and liabilities classified as held for sale**

The Company had commenced operations in a new business vertical of Fasteners in 2014-15 through re-vamping the old machinery lying unused for 16 years at a very nominal cost. However, the business could not yield the expected results and its performance remained unsatisfactory over a considerable period of time due to high cost of operations resulting from obsolete technology and process and adverse market conditions.

In view of the above facts, it was decided to discontinue the Fasteners business in 2017-18

	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>(I) ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) Fixed assets		
(i) Tangible assets	-	3.24
<b>(2) Current assets</b>		
(a) Financial assets		
(i) Trade receivables	-	-
Trade receivables	15.48	15.48
Less: Loss allowances	15.48	15.48
(b) Other non-financial assets		
Other loans and advances	13.36	13.36
Less: Provision for bad & doubtful loans & advances	13.36	13.36
<b>Total Current assets</b>	-	-
<b>TOTAL ASSETS</b>	-	3.24
<b>(II) EQUITY AND LIABILITIES</b>	-	-
<b>TOTAL EQUITY AND LIABILITIES</b>	-	-

The net cash flows attributable to the Fasteners Division are as follows:

	As at March 31, 2023	As at March 31, 2022
Cash generated from Operating activities	(2.78)	5.33
Cash generated from Investing activities	-	-
Cash generated from Financing activities	-	-
<b>Net cash inflows/(outflows)</b>	<b>(2.78)</b>	<b>5.33</b>



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
Notes forming part of the financial Statements

35 Financial ratios :

Particulars	As at March 31, 2023 (Ratio)	As at March 31, 2022 (Ratio)	% change from 31.03.2022 to 31.03.2023
1. Current Ratio	2.09	3.25	-35.72%
2. Debt-Equity Ratio	NA	NA	NA
3. Debt Service Coverage Ratio	NA	NA	NA
4. Return on Equity (ROE)	0.00	0.15	-101.36%
5. Inventory Turnover Ratio	8.66	9.21	-5.99%
6. Trade Receivables turnover ratio	8.00	10.18	-21.43%
7. Trade payables turnover ratio	3.16	2.98	5.98%
8. Net capital turnover ratio	6.22	3.93	58.33%
9. Net profit ratio	0.00	0.06	-101.51%
10. Return on Capital employed (ROCE)	0.01	0.18	-97.29%
11. Return on investment	0.00	0.12	-97.40%

1. Reasons for variance of more than 25% in above ratios

Particulars	% change from 31.03.2022 to 31.03.2023
Current Ratio	Current Assets decreased by ~ Rs 2,467 lakhs and Current Liabilities increased* by Rs 1,048 lakhs
Return on Equity (ROE)	PAT decreased by ~ Rs 2,014 lakhs and average equity increased* by Rs 951 lakhs
Net capital turnover ratio	Revenue from operations decreased by ~ Rs 1,216 lakhs and Average Working Capital decreased* by Rs 3,515 lakhs
Net profit ratio	PAT decreased by ~ Rs 2,014 lakhs and revenue from operation decreased by ~ Rs 1,216 lakhs
Return on Capital employed (ROCE)	Profit before interest and tax decreased by Rs 2,542 lakhs and Capital Employed increased by ~ Rs 27 lakhs
Return on investment	Profit before interest and tax Decreased by Rs 2,542 lakhs and total assets increased by ~ Rs 922 lakhs

2. Description of Ratio

Ratios	Numerator	Denominator
Current ratio	Current Assets	Current Liabilities
Debt- Equity Ratio	Debt (Borrowing)	Total Equity
Debt Service Coverage ratio	Earning for debt service = Profit for the period/year + Finance cost + Depreciation	Debt (Borrowing) + Lease Liabilities + Interest Accrued on Borrowings
Return on Equity ratio	Profit for the period/year	Average Total Equity
Inventory Turnover ratio	Revenue from operations	Average Inventory
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivable
Trade Payable Turnover Ratio	Total purchases	Average Trade Payable
Net Capital Turnover Ratio	Revenue from operations	Average Working Capital – Current Assets - Current Liabilities
Net Profit ratio	Profit for the period/year	Revenue from operations
Return on Capital Employed	Profit Before Tax + Finance cost	Total Equity less intangible assets
Return on Investment	Profit Before Tax + Finance cost	Total assets





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
Notes forming part of the financial Statements

**36 Reconciliation of quarterly bank return for working capital - Lending bank HDFC**

Quarter	Particulars	As at March 31, 2023			Rs in Lakhs As at March 31, 2022		
		Amount as per		Amount of difference #	Amount as per		Amount of difference #
		Financial statements	Quarterly return		Financial statements	Quarterly return	
Quarter 4	Inventory (excluding scrap)	4,195	4,198	(3)	3,485	3,485	-
	Sundry Debtors (excluding unbilled)	4,220	4,220	-	3,882	3,882	-
	Sundry Creditors	2,692	2,540	152	1,688	1,688	-
Quarter 3	Inventory (excluding scrap)	4,389	4,389	-	5,305	5,305	-
	Sundry Debtors (excluding unbilled)	3,562	3,562	-	2,943	2,943	-
	Sundry Creditors	1,838	1,838	-	2,095	2,095	-
Quarter 2	Inventory (excluding scrap)	4,858	4,919	(61)	4,893	4,893	-
	Sundry Debtors (excluding unbilled)	4,814	4,749	65	3,903	3,903	-
	Sundry Creditors	2,432	2,434	(2)	2,450	2,450	-
Quarter 1	Inventory (excluding scrap)	5,024	5,024	-	4,647	4,647	-
	Sundry Debtors	3,382	3,382	-	3,216	3,216	-
	Sundry Creditors	2,400	2,400	-	2,304	2,304	-

# The bank returns were prepared and filled before the completion of period end book closure activities, which lead to these differences.



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**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
Notes forming part of the financial Statements

**37 Additional Information to the Financial Statements pursuant to Companies Act, 2013 requirements :**

**37.01 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
a) Principal amount remaining unpaid to the suppliers as at the end of the accounting year	184.96	25.87
b) Interest due thereon remaining unpaid to suppliers as at the end of the accounting year	0.25	0.63
c) interest paid in terms of Section 16 along with the amount of payments made to suppliers beyond the appointment day during the year	-	-
d) Interest due and payable for the period of delays in making payment (which have been paid beyond the appointment date during the year but without adding interest	2.23	1.79
e) The amount of interest accrued during the year and remaining unpaid at the end of the accounting year	2.48	2.42

The information above has been compiled to the best of knowledge and as per the information available with the management to the extent to which parties would be identified as Micro, Small and Medium Enterprises.

37.02 There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions in Companies Act 2013, and accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 made there under.

**37.03 Details of CSR expenditure:**

**Disclosure in relation to corporate social responsibility expenditure**

Particulars	Rs in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Construction/acquisition of any asset On purposes other than (i) above	57.99	53.85
Accrual towards unspent obligation in relation to:		
Ongoing project	-	-
Other than ongoing project	-	-
<b>Total</b>	<b>57.99</b>	<b>53.85</b>
Amount required to be spent as per Section 135 of the Act	55.90	52.00
Amount spent during the year on		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	57.99	53.85

**Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects**

Balance unspent as at 1 April 2022	Amount deposited in Specified Fund of Scheme VII of the Act within 6 months	Amount required to be spent during the year	Amount spent during the year	Balance unspent as at 31 March 2023
-	-	55.90	57.99	-



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**Details of excess CSR expenditure under Section 135(5) of the Act**

Balance excess spent as at 1 April 2022	Amount required to be spent during the year	Amount spent during the year	(Balance)/ excess spent as at 31 March 2023
-	55.90	57.99	2.09

- 38 The Hon'ble Supreme Court Judgement in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-1/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organization has been evaluated, assessed (which is also supported by legal advice) and applied by the Management from 2019-20. The Company has determined that there is no material impact of this matter relating to its retrospective application and accordingly, no provision towards that has been considered.
- 39 **Utilisation of borrowed funds:**
- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- 40 No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- 41 The company is not declared wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- 42 The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- 43 The Company has not recorded any transactions which are not in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 44 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 45 There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- 46 The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
Notes forming part of the financial Statements

- 47 The Board of Directors of the Company and Tata Steel Limited ("the Parent Company") approved the Scheme for Amalgamation of the Company into the Parent Company ("the Scheme") at their respective meetings held on September 22, 2022. The Board of Directors recommended an exchange rate of Rs. 426 for every 1 fully paid-up equity share of Rs. 10 each held in the Company. The Company has submitted the requisite application before the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") for necessary directions. The amalgamation is subject to approval from the shareholders and other regulatory/ governmental authorities.
- 48 The Company has done an assessment to Identify Core Investment Company (CIC) (including CIC's in the Group) as per the necessary guidelines of Reserve Bank of India [including Core Investment Companies (Reserve Bank) Directions, 2016]. The Companies identified as CIC's at Group level are Panatone Finvest Limited , TATA Capital Limited, TATA Industries Limited , TATA Sons Private Limited , TMF Holdings Limited , T S Investments and Talace Private Limited.
- 49 The Company did not have any derivative contracts as at March 31, 2023.
- 50 Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosure.

The financial statements should be read in conjunction with the accompanying notes.


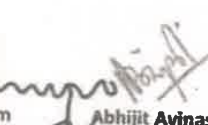
In terms of our report of even date

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration No- 304026E/E300009



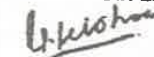
**Piyush Sonthalia**  
Partner  
Membership Number: 062447  
Kolkata, September 30, 2023

For and on behalf of the Board of Directors

**Ashish Anupam**  
Chairman  
DIN- 08384201

**Abhijit Avinash Nanoti**  
Managing Director  
DIN-10040908



**U. Mishra**  
Chief Financial Officer  
Jamshedpur, September 30, 2023





## Price Waterhouse & Co Chartered Accountants LLP

### Review Report

The Board of Directors  
The Indian Steel & Wire Products Ltd  
Flat - 7 D & E, 7th Floor, Everest House  
46 C Chowringhee Road, Kolkata - 700 071

1. This report is issued in accordance with the terms of our agreement dated December 20, 2023.
2. We have reviewed the accompanying unaudited special purpose interim financial information of The Indian Steel & Wire Products Limited (the "Company") comprising the unaudited Statement of assets and liabilities as at September 30, 2023, unaudited Statement of Profit and Loss for the six months period ended on September 30, 2023, unaudited Cash Flow Statement for the period then ended, unaudited statement of changes in equity as of September 30, 2023 together with related notes thereon of the Company (herein after referred to as the "unaudited special purpose interim financial information" or the "Statement"). The Statement has been prepared by the management of the Company pursuant to Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ('Master Circular') issued by Securities and Exchange Board of India ('SEBI') in connection with the approval of Scheme of Amalgamation of the Company with Tata Steel Limited ('Transferee Company'). The Statement is prepared for the purpose of onward submission to Tata Steel Limited for their preparation of the Company's information in the format prescribed as per the Master Circular which will be accompanied with the notice to the shareholders of Transferee Company. We have digitally signed the Statement for identification purpose only.

#### **Management's Responsibilities for the unaudited special purpose interim financial information**

3. The preparation of the Statement in accordance with the Companies (Indian Accounting Standards) Rules, 2015, as amended, prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies in India, is the responsibility of the Management of the Company, including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement that is free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibilities**

4. Our responsibility is to express a conclusion on the Statement based on our review. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India.
5. A review consists of making inquiries primarily of company personnel responsible for financial and accounting matters, and applying analytical and other review procedures to financial data. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing, the objective of which is the expression of an opinion on the truth and fairness of the financial statements taken as a whole, and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Price Waterhouse & Co Chartered Accountants LLP, Plot No. 56 & 57, Block DN, Sector V, Salt Lake  
Kolkata - 700 091, India  
T: +91 (33) 44001111 / 44662000

## **Price Waterhouse & Co Chartered Accountants LLP**

### **Conclusion**

6. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared, in all material respects, in accordance with Companies (Indian Accounting Standards) Rules, 2015, as amended, prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies in India to the extent applicable and relevant for preparation of the unaudited special purpose financial information, or that it contains any material misstatement.

### **Emphasis of Matter – Basis of Preparation**

7. We draw your attention to Note 2 to the Statement, which describes the basis of its preparation. The unaudited special purpose interim financial information is not the statutory financial statements of the Company, and is not intended to, and does not, comply with the disclosure provisions applicable to statutory financial statements prepared under the Companies Act, 2013, as those are not considered relevant by the Management and the intended users of the Statement for the purposes for which it has been prepared. Our conclusion is not modified in respect of this matter.

### **Other Matters**

8. We are neither engaged to review, nor have we reviewed the figures for the six months period ended on September 30, 2022, and accordingly, we do not express any conclusion on the results in the Unaudited Special Purpose Financial Information for the six months period ended on September 30, 2022. As set out in note 3 to the Unaudited Special Purpose Financial Information, these figures have been furnished by the Management. Our conclusion is not modified in respect of this matter.

### **Restriction on use**

9. Our work was performed solely to assist you in meeting your responsibilities in relation to the submission to Tata Steel Limited pursuant to the requirements of the Master Circular for the purpose of preparation of information (in the format prescribed as per the Master Circular), which will be accompanied with the notice to the shareholders of Tata Steel Limited, in connection with the proposed Scheme of Amalgamation of the Company with the Tata Steel Limited. Our obligations in respect of the Service are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this deliverable, nor anything said or done in the course of or in connection with the Service that are the subject of this deliverable, will extend any duty of care we may have in our capacity as auditors of any financial statements of the Company.

## Price Waterhouse & Co Chartered Accountants LLP

10. This report is issued at the request of the Board of Directors of the Company to whom it is addressed for onward submission to Tata Steel Limited for the purpose of preparation of information in the format prescribed as per the Master Circular, which will be accompanied with the notice to the shareholders of Tata Steel Limited, solely in connection with the proposed Scheme of Amalgamation of the Company with the Tata Steel Limited. Our Deliverable shall not be used for any other purposes or by any other person. This report should not be otherwise used or shown to or otherwise distributed to any other party or used for any other purpose except with our prior consent in writing. Price Waterhouse & Co Chartered Accountants LLP neither accepts nor assumes any duty, responsibility or liability to any other party or for any other purpose.

For Price Waterhouse & Co Chartered Accountants LLP  
Firm Registration Number: 304026E/E-300009

Piyush Sonthalia Digitally signed by Piyush  
Sonthalia  
Date: 2023.12.20 16:46:02  
+05'30'

Piyush Sonthalia  
Partner  
Membership Number: 062447  
UDIN: 23062447BGXTBA2960

Place: Kolkata  
Date: December 20, 2023

**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)

Balance Sheet as at September 30, 2023

Rs in Lakhs

	Note	As at September 30,	As at March 31,
		2023	2023
		Unaudited	Audited
<b>(I) ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	04	8,912.66	9,207.12
(b) Capital work-in-progress	04	6,988.61	422.34
(c) Investment properties	05	145.76	147.45
(d) Intangible assets	04	91.52	97.88
		<b>16,138.55</b>	<b>9,874.79</b>
(e) Financial assets			
(i) Investments	06	-	-
(ii) Other financial assets	11(B)	45.54	93.98
(f) Other non-current assets	07	5,471.14	331.95
(g) Deferred tax assets (net)	19	131.16	105.92
(h) Non-current tax asset (net)		1,421.99	1,163.30
<b>TOTAL NON-CURRENT ASSETS</b>		<b>23,208.38</b>	<b>11,569.94</b>
<b>(2) Current assets</b>			
(a) Inventories	08	3,324.71	4,349.45
(b) Financial assets			
(i) Current investments	06(B)	2,127.80	-
(ii) Trade receivables	09	4,714.50	4,465.12
(iii) Cash and cash equivalents	10(A)	319.45	1,174.72
(iv) Bank balances other than (ii) above	10(B)	15.12	20.99
(v) Other financial assets	11(A)	14.57	16.48
(c) Other current assets	07	382.16	532.13
<b>TOTAL CURRENT ASSETS</b>		<b>10,898.31</b>	<b>10,558.89</b>
<b>TOTAL ASSETS</b>		<b>34,106.69</b>	<b>22,128.83</b>
<b>(II) EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	12	861.48	599.19
(b) Other equity	13	24,461.81	13,659.60
		<b>25,323.29</b>	<b>14,258.79</b>
<b>(2) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	14	1,400.00	1,400.00
(b) Provisions	15	964.20	851.72
(c) Employee benefit obligations	16	661.67	556.28
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>3,025.87</b>	<b>2,808.00</b>
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables			
a) Total outstanding dues of Micro and Small enterprises	17	399.15	184.96
b) Total outstanding dues other than (i)(a)	17	3,129.28	2,506.89
(ii) Other financial liabilities	14	518.32	914.59
(b) Provisions	15	99.16	121.97
(c) Employee benefit obligations	16	32.18	32.38
(d) Other current liabilities	18	1,579.44	1,301.25
<b>TOTAL CURRENT LIABILITIES</b>		<b>5,757.53</b>	<b>5,062.04</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>34,106.69</b>	<b>22,128.83</b>

The above Balances Sheet should be read in conjunction with the accompanying notes.

For and on behalf of The Indian Steel & Wire Products Limited



Abhijit Avinash Nanoti  
Managing Director



U. Mishra  
Chief Financial Officer

Jamshedpur, October 16, 2023



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)

**Statement of Profit and Loss for the period ended September 30, 2023**

Rs in Lakhs

	Notes	For the period ended	For the period ended
		September 30, 2023	September 30, 2022
		Unaudited	Unaudited
(1) Revenue from operations	20	17,354.85	18,626.37
(2) Other Income	21	103.88	255.72
<b>(3) Total Income (1 + 2)</b>		<b>17,458.73</b>	<b>18,882.09</b>
<b>(4) EXPENSES</b>			
(a) Cost of materials consumed	22 (A)	1,860.37	4,274.68
(b) Changes in inventories of WIP and finished goods	22 (B)	592.00	(1,153.79)
(c) Employee benefits expense	23	2,713.34	2,608.33
(d) Depreciation and amortisation expense	24	338.39	309.06
(e) Finance costs	25	2.00	5.68
(f) Other expenses	26	11,920.82	12,385.80
<b>Total Expenses</b>		<b>17,426.92</b>	<b>18,429.76</b>
<b>(5) Profit before tax from continuing operations (3 - 4)</b>		<b>31.81</b>	<b>452.33</b>
<b>(6) Tax Expense</b>			
(1) Current tax	27(i)	47.99	130.71
(2) Deferred tax	27(i)	(25.24)	(6.97)
<b>Total tax expense</b>		<b>22.75</b>	<b>123.74</b>
<b>(7) Profit/(Loss) after tax from continuing operations (5-6)</b>		<b>9.06</b>	<b>328.59</b>
<b>Discontinued operations</b>			
(1) Profit/(Loss) before tax from discontinuing operations		-	(2.78)
(2) Current tax		-	0.70
<b>(8) Profit/(Loss) after tax from discontinuing operations</b>		<b>-</b>	<b>(2.08)</b>
<b>(9) Profit/(Loss) for the period (7+8)</b>		<b>9.06</b>	<b>326.51</b>
<b>(10) Other comprehensive income</b>			
(a) Items that will not be reclassified to statement of profit or loss			
(i) Remeasurement of the employees defined benefit plans	27(ii)	(174.14)	138.31
(ii) Income tax there on		43.83	(34.81)
<b>Total Other comprehensive income</b>		<b>(130.31)</b>	<b>103.50</b>
<b>(11) Total comprehensive income for the period (9+10)</b>		<b>(121.25)</b>	<b>430.01</b>
<b>(12) Earnings per equity share (Continuing operation):</b>			
(1) Basic	29	0.14	5.48
(2) Diluted		0.14	5.48
<b>(13) Earnings per equity share (Discontinuing operation):</b>			
(1) Basic	29	-	(0.03)
(2) Diluted		-	(0.03)
<b>(14) Earnings per equity share (Continuing and discontinuing operation):</b>			
(1) Basic	29	0.14	5.45
(2) Diluted		0.14	5.45

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes.

For and on behalf of The Indian Steel & Wire Products Limited

  
Abhijit Avinash Nanoti  
Managing Director

Jamshedpur, October 16, 2023

  
U. Mishra  
Chief Financial Officer

**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)

**Statement of Cash Flow for the period ended September 30, 2023**

Rs in Lakhs

	For the period ended September 30, 2023	For the period ended September 30, 2022
	Unaudited	Unaudited
<b>A. Cash Flow from Operating activities:</b>		
<b>Profit before taxes</b>	<b>31.81</b>	<b>449.55</b>
From continuing operations	31.81	452.33
From discontinued operations	-	(2.78)
<b>Adjustments for:</b>		
Depreciation and amortisation expense	338.39	309.06
Provision for bad & doubtful debts & Advances	(2.00)	3.94
Provision for collated nails	238.88	-
Provision for warranty claims	42.37	3.37
Interest Income	(13.93)	(36.94)
Finance Costs	2.00	5.68
Net loss/(gain) on sale of capital assets	(0.03)	14.56
Liability no longer required written back	-	(18.56)
Employee separation compensation (amortised, net of payments)	0.02	0.03
<b>Operating profit before working capital changes</b>	<b>637.51</b>	<b>730.69</b>
<b>Adjustments for (increase)/decrease in operating assets</b>		
Movements in inventories	1,024.75	(1,369.80)
Movements in trade receivables	(254.56)	(860.20)
Movements in other financials assets	7.24	5.67
Movements in other non financials assets	160.48	(354.45)
Movements in trade and other payables	893.25	(14.14)
Movements in retirement benefit assets/obligations	(68.95)	(35.70)
<b>Cash generated from operations</b>	<b>2,399.72</b>	<b>(1,897.93)</b>
Income taxes paid (net)	(262.86)	(318.07)
<b>Net cash from/(used in) operating activities</b>	<b>2,136.86</b>	<b>(2,216.00)</b>
<b>B. Cash Flow from Investing activities:</b>		
Purchase of property, plant and equipment	(12,111.07)	(2,007.74)
Sale of property, plant and equipment	0.09	0.59
Investment in Mutual Fund	(2,127.80)	-
Fixed Deposits (made)/matured (net)	48.97	(16.22)
Interest received	13.93	36.94
<b>Net cash used in investing activities</b>	<b>(14,175.88)</b>	<b>(1,986.43)</b>
<b>C. Cash Flow from Financing activities:</b>		
Proceeds from Equity Share	11,185.75	-
Finance Costs	(2.00)	(5.68)
<b>Net cash used in financing activities</b>	<b>11,183.75</b>	<b>(5.68)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(855.27)</b>	<b>(4,208.11)</b>
<b>Cash and cash equivalents as at beginning of the period</b>	<b>1,174.72</b>	<b>4,903.16</b>
<b>Cash and cash equivalents as at end of the period</b>	<b>319.45</b>	<b>695.05</b>

The above Statement of Cash Flows has been prepared under the Indirect Method as set out in Ind AS 7 on Statement of Cash Flows and should be read in conjunction with the accompanying notes.

For and on behalf of The Indian Steel & Wire Products Limited



Abhijit Avinash Nanoti  
Managing Director

Jamshedpur, October 16, 2023



U. Mishra  
Chief Financial Officer

**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)

**Statement of Changes in Equity**

**A. Equity Share Capital**

Particulars	Rs in Lakhs
	Amount
Balance as at April 1, 2022	599.19
Changes in equity share capital	-
Balance as at March 31, 2023	599.19
Increase in equity share capital (26,22,890 equity shares of Rs.10 each issued)	262.29
<b>Balance at September 30, 2023</b>	<b>861.48</b>

**B. Other Equity**

Statement of changes in Equity	Other reserves				Retained earnings	Total Equity
	Amalgamation Reserve	Investment Allowance Reserve	Special Reserve	Capital Reserve		
Balance as at April 1, 2022	276.60	267.30	0.73	0.08	13,061.51	13,606.22
Profit for the year	-	-	-	-	(28.98)	(28.98)
Other Comprehensive Income	-	-	-	-	82.36	82.36
Balance at March 31, 2023	276.60	267.30	0.73	0.08	13,114.89	13,659.60
Profit/(Loss) for the period	-	-	-	-	9.06	9.06
Other Comprehensive Income	-	-	-	-	(130.31)	(130.31)
<b>Balance at September 30, 2023</b>	<b>276.60</b>	<b>267.30</b>	<b>0.73</b>	<b>0.08</b>	<b>12,993.64</b>	<b>13,538.35</b>

The above Statement of Change in Equity should be read in conjunction with the accompanying notes.

For and on behalf of The Indian Steel & Wire Products Limited



Abhijit Avinash Nanoti  
Managing Director



U. Mishra  
Chief Financial Officer

Jamshedpur, October 16, 2023

**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**04 - Property, plant and equipment**

	Buildings	Plant and Equipments	Furniture and fixtures	Office Equipments	Vehicles	Total Tangible Assets	Intangible assets (Computer Software)	Capital work in progress
Balance as at March 31, 2022	1,925.57	6,917.20	183.36	325.40	153.82	9,554.16	218.16	757.50
Additions	386.38	3,969.64	21.57	19.49	8.88	4,405.96	42.56	4,113.36
Disposals	(2.16)	(186.97)	-	(2.64)	(39.00)	(230.77)	(13.32)	(4,448.52)
Balance as at March 31, 2023	2,309.79	10,699.87	204.93	342.25	123.70	13,729.35	247.40	422.34
Additions	26.21	0.59	-	8.14	-	34.94	1.00	6,602.21
Disposals	-	(0.78)	-	(0.53)	-	(1.31)	-	(35.94)
<b>Balance as at September 30, 2023</b>	<b>2,336.00</b>	<b>10,699.68</b>	<b>204.93</b>	<b>349.86</b>	<b>123.70</b>	<b>13,762.98</b>	<b>248.40</b>	<b>6,988.61</b>
<b>Accumulated depreciation / amortisation</b>								
Balance as at March 31, 2022	560.02	3,071.09	100.81	230.42	60.26	4,071.41	146.71	-
Depreciation/amortisation expense	69.41	489.21	16.72	37.74	13.95	627.03	15.47	-
Disposals	(0.48)	(157.77)	-	(2.16)	(15.80)	(176.21)	(12.66)	-
Balance as at March 31, 2023	628.95	3,402.53	117.53	266.00	58.41	4,522.23	149.52	-
Depreciation /amortisation expense	38.84	257.63	8.70	18.87	5.30	329.34	7.36	-
Disposals	-	(0.75)	-	(0.50)	-	(1.25)	-	-
<b>Balance as at September 30, 2023</b>	<b>667.79</b>	<b>3,659.41</b>	<b>126.23</b>	<b>284.37</b>	<b>63.71</b>	<b>4,850.32</b>	<b>156.88</b>	<b>-</b>
<b>Net Carrying amount</b>								
Balance as at March 31, 2023	1,680.84	7,297.34	87.40	76.25	65.29	9,207.12	97.88	422.34
<b>Balance as at September 30, 2023</b>	<b>1,668.21</b>	<b>7,040.27</b>	<b>78.70</b>	<b>65.49</b>	<b>59.99</b>	<b>8,912.66</b>	<b>91.52</b>	<b>6,988.61</b>

Notes:

- The Company has not revalued it's property, plant and equipment during the period ended September 30, 2023
- Buildings are constructed by the Company on the leased land provided by Tata Steel Limited, the amount of which is not significant and charged off as rent expenses.
- Capital work in progress as at period end mainly represents cost incurred for enhancement of facilities at the Combi Mill and Rod Mill.



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**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

iv) Capital work-in-progress ageing as at September 30, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	6,987.11	1.50	-	-	6,988.61
Projects temporarily suspended	-	-	-	-	-

v) Capital work-in-progress ageing as at March 31, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	422.34	-	-	-	422.34
Projects temporarily suspended	-	-	-	-	-

vi) There are no capital work-in-progress whose completion is overdue or which have exceeded its cost compared to its original plan for the period ended September 30, 2023 and March 31, 2023.



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**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**05 - Investment properties**

	Rs in Lakhs
	<b>Freehold Building</b>
<b>Gross Carrying amount</b>	
Opening Gross carrying amount	174.48
Additions	-
Disposals	-
Balance at March 31, 2023	174.48
Additions	-
Disposals	-
<b>Balance at September 30, 2023</b>	<b>174.48</b>
<b>Accumulated depreciation</b>	
Opening accumulated depreciation	23.65
Depreciation expense	3.38
Disposals	-
Balance at March 31, 2023	27.03
Depreciation expense	1.69
Disposals	-
<b>Balance at September 30, 2023</b>	<b>28.72</b>
<b>Net Carrying amount</b>	
Balance at March 31, 2023	147.45
<b>Balance at September 30, 2023</b>	<b>145.76</b>

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**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**06 - Non Current Investments**

Particulars	As at September 30, 2023	Rs in Lakhs
		As at March 31, 2023
<b>Unquoted, at fair value</b>		
(a) <b>In fully paid Equity Shares</b>		
1,40,280 shares (March 31, 2023: 1,40,280 shares) of Rs. 10 each of INCAB Industries Ltd. (*)	0.00	0.00
250 shares (March 31, 2023: 250 shares) of Rs. 100 each in Bihar State Financial Corporation (*)	0.00	0.00
<b>Total Investments</b>	-	-

\* Amount below rounding off norm adopted by the company.  
Note- The above mentioned Share certificates are not physically available.

**06(B) - Current Investments**

Particulars	As at September 30, 2023	Rs in Lakhs
		As at March 31, 2023
<b>Current Investments</b>		
Investment in Mutual Fund	2127.80	-
<b>Total Current Investments</b>	2,127.80	-

*u*



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**

(A Subsidiary of Tata Steel Limited)

**Notes forming part of the financial Statements**

**07- Other current and non current assets**

Rs in Lakhs

Particulars	As at September 30, 2023			As at March 31, 2023		
	Non current	Current	Total	Non current	Current	Total
(a) Capital advances	5,148.15	-	5,148.15	5.61	-	5.61
(b) Advance with public bodies						
i) Sales tax/Value added tax/Others	130.29	-	130.29	130.29	-	130.29
ii) GST	-	72.58	72.58	-	129.61	129.61
	130.29	72.58	202.87	130.29	129.61	259.90
(c) Advances to related parties	37.87	17.99	55.86	30.75	22.68	53.43
(d) Other advances						
i) Prepayments	209.07	101.91	310.98	212.41	73.27	285.68
ii) Advance to suppliers	239.95	89.33	329.28	254.25	157.91	412.16
iii) Others *	-	100.35	100.35	-	148.66	148.66
	449.02	291.59	740.61	466.66	379.84	846.50
<b>Gross</b>	<b>5,765.33</b>	<b>382.16</b>	<b>6,147.49</b>	<b>633.31</b>	<b>532.13</b>	<b>1,165.44</b>
<b>Less: Provision for bad &amp; doubtful assets</b>						
(a) Capital advances	1.01	-	1.01	1.01	-	1.01
(b) Advance with public bodies	15.35	-	15.35	15.35	-	15.35
(c) Other advances	277.83	-	277.83	285.00	-	285.00
<b>Total provision for bad &amp; doubtful assets</b>	<b>294.19</b>	<b>-</b>	<b>294.19</b>	<b>301.36</b>	<b>-</b>	<b>301.36</b>
<b>Total (net of provisions)</b>	<b>5,471.14</b>	<b>382.16</b>	<b>5,853.30</b>	<b>331.95</b>	<b>532.13</b>	<b>864.08</b>
<b>Classification of advances</b>						
Secured, considered good	-	-	-	-	-	-
Unsecured, considered good	5,471.14	382.16	5,853.30	331.95	532.13	864.08
Doubtful	294.19	-	294.19	301.36	-	301.36

\* Others mainly represent receivables from Employees' Gratuity Trust Rs 53.57 lakhs (March 31, 2023 96.88 lakhs) and Provident Fund Rs 32.72 lakhs (March 31, 2023 Rs 24.39 lakhs).





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**08 - Inventories**

Particulars	Rs in Lakhs	
	As at September 30, 2023	As at March 31, 2023
(a) Raw materials	379.14	635.96
(b) Work-in-progress	513.19	651.72
(c) Finished goods	477.82	803.93
(d) Scraps and Defectives	27.35	154.71
(e) Stores and spares	1,927.21	2,103.13
<b>Total Inventories</b>	<b>3,324.71</b>	<b>4,349.45</b>



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**09 - Trade receivables**

Particulars	Rs in Lakhs	
	As at September 30, 2023	As at March 31, 2023
<b>Trade receivables (unsecured)</b>		
(1) Trade Receivables - billed	476.71	524.73
(2) Trade Receivables - unbilled	493.33	428.92
(3) Receivables from Related Parties (Refer Note- 32)	3,933.39	3,695.22
<b>Total Trade Receivables</b>	<b>4,903.43</b>	<b>4,648.87</b>
Less: Loss allowances	188.93	183.75
<b>Net total Receivables</b>	<b>4,714.50</b>	<b>4,465.12</b>



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

(f) Ageing of receivables:

Trade receivables ageing schedule as at September 30, 2023									
Particulars	Unbilled Due	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Rs. in Lakhs	
								Total	Total
i) Undisputed trade receivables - considered good	493.33	3,458.94	735.02	9.62	17.52	-	0.07	4,714.50	-
ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-	-
iii) Undisputed trade receivables - credit impaired	-	-	-	-	9.46	5.62	173.85	188.93	-
iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-	-	-
v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-	-
vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>493.33</b>	<b>3,458.94</b>	<b>735.02</b>	<b>9.62</b>	<b>26.98</b>	<b>5.62</b>	<b>173.92</b>	<b>4,903.43</b>	<b>-</b>

Trade receivables ageing schedule as at March 31, 2022

Particulars	Unbilled Due	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Rs. in Lakhs	
								Total	Total
i) Undisputed trade receivables - considered good	428.92	3,004.40	1,008.25	23.54	-	-	0.01	4,465.12	-
ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-	-
iii) Undisputed trade receivables - credit impaired	-	-	-	3.15	3.27	5.27	172.06	183.75	-
iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-	-	-
v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-	-
vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>428.92</b>	<b>3,004.40</b>	<b>1,008.25</b>	<b>26.69</b>	<b>3.27</b>	<b>5.27</b>	<b>172.07</b>	<b>4,648.87</b>	<b>-</b>



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**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
Notes forming part of the financial Statements

**10(A) - Cash and cash equivalents**

Rs in Lakhs

Particulars	As at September 30, 2023	As at March 31, 2023
(a) Cheques, drafts on hand	-	50.44
(b) Unrestricted Balance with scheduled banks		
(i) In Current Account	14.96	12.22
(ii) In Deposit Account	-	1,000.00
(iii) In Cash Credit Account	304.49	112.06
(c) Cash on hand	-	-
<b>Total cash and cash equivalents</b>	<b>319.45</b>	<b>1,174.72</b>

**10(B) - Bank balances other than above**

Particulars	As at September 30, 2023	As at March 31, 2023
(c) Earmarked Balance with banks		
(i) In Deposit Account *	15.12	20.99
<b>Total</b>	<b>15.12</b>	<b>20.99</b>

**Notes:**

- \* Earmarked balances with banks in deposit accounts includes fixed deposits held as margin money against Letter of Credit.

**11(A) - Other financial assets**  
(Secured and considered good)

**Current**

Rs in Lakhs

Particulars	As at September 30, 2023	As at March 31, 2023
(a) Other financial assets	19.26	21.17
Less: Loss allowances	4.69	4.69
<b>Other financial assets</b>	<b>14.57</b>	<b>16.48</b>

**11(B) - Other financial assets**

**Non-Current**

Rs in Lakhs

Particulars	As at September 30, 2023	As at March 31, 2023
(a) Security deposits	66.55	71.89
Less: Loss allowances	23.99	23.99
	42.56	47.90
(b) Earmarked Balance with banks		
(i) In Deposit Account *	2.98	46.08
<b>Total</b>	<b>45.54</b>	<b>93.98</b>

**Notes:**

- \* Earmarked balances with banks in deposit accounts includes fixed deposits held as margin money against Letter of Credit.





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**12 - Equity Share Capital**

Particulars	As at September 30, 2023	Rs in Lakhs
		As at March 31, 2023
<b>Authorised:</b>		
260,00,000 (March 31,2023: 70,00,000) equity Shares of Rs.10 each	2,600.00	700.00
<b>Total Share Capital Authorised</b>	<b>2,600.00</b>	<b>700.00</b>
<b>Issued:</b>		
86,14,786 (March 31,2023: 59,91,896) equity Shares of Rs.10 each	861.48	599.19
<b>Total Share Capital Issued</b>	<b>861.48</b>	<b>599.19</b>
<b>Subscribed and Paid up:</b>		
86,14,786 (March 31,2023: 59,91,896) equity Shares of Rs.10 each	861.48	599.19
<b>Total Share Capital Subscribed and Paid up</b>	<b>861.48</b>	<b>599.19</b>

**Reconciliation of number of shares and amount outstanding at the beginning & ending of reporting period.**

Particulars	As at September 30, 2023		As at March 31, 2023	
	No. of shares	Amount (Rs in lakhs)	No. of shares	Amount (Rs in lakhs)
<b>Equity shares:</b>				
Issued, subscribed & fully paid up: At beginning and end of the period	86,14,786.00	861.48	59,91,896	599.19

**Terms / rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each equity shareholder is eligible for one vote per share held.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Details of shares held by shareholders holding more than 5 % of the aggregate shares in the company.**

Shareholders holding more than 5% share capital:	As at September 30, 2023		
	No. of shares	%	% change
Tata Steel Limited (Holding company)	83,15,541	96.53%	46.08%

Shareholders holding more than 5% share capital:	As at March 31, 2023		
	No. of shares	%	% change
Tata Steel Limited (Holding company)	56,92,651	95.01%	-



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**13 - Other equity**

Particulars	Rs in Lakhs	
	As at September 30, 2023	As at March 31, 2023
<b>1 Retained Earnings</b>	<b>12,993.64</b>	13,114.89
a) Reconciliation of retained earnings:		
Opening balance	13,114.89	13,061.51
Profit/(Loss) for the period	9.06	(28.98)
Other comprehensive income arising from remeasurement of defined benefit obligation, net of income tax	(130.31)	82.36
<b>Balance at the end of the period</b>	<b>12,993.64</b>	13,114.89
<b>2 Other components of equity</b>		
a) Securities Premium Account		
Allotment of 26,22,890 shares at a premium of Rs 417.01 each share on September 6, 2023	10,937.71	-
Less: Expenses on increase of authorised shares	14.25	-
	<b>10,923.46</b>	-
b) Capital reserve		
Opening and closing balance	0.08	0.08
c) Amalgamation reserve		
Opening and closing balance	276.60	276.60
d) Investment Allowance Reserve		
Opening and closing balance	267.30	267.30
e) Special Reserve (Machinery Replacement Reserve)		
Opening and closing balance	0.73	0.73
<b>Total Other components of equity</b>	<b>11,468.17</b>	544.71
<b>Total Other equity (1 + 2)</b>	<b>24,461.81</b>	13,659.60



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**

(A Subsidiary of Tata Steel Limited)

**Notes forming part of the financial Statements****14 - Other financial liabilities**

Particulars	As at September 30, 2023			As at March 31, 2023		
	Non Current	Current	Total	Non Current	Current	Total
Creditors for other liabilities						
(i) Creditors for capital supplies/services	-	263.84	263.84	-	630.16	630.16
(ii) Other credit balances *	1,400.00	254.48	1,654.48	1,400.00	284.43	1,684.43
<b>Total Other financial liabilities</b>	<b>1,400.00</b>	<b>518.32</b>	<b>1,918.32</b>	<b>1,400.00</b>	<b>914.59</b>	<b>2,314.59</b>

\* Other credit balances include deposits of Rs. 1,400 lakhs received from Tata Steel Limited (As at March 31, 2023 Rs.1,400 lakhs) towards security deposit against Alipore flats given on lease as per the terms of the agreement which is renewable on its expiry. The economic value amounting to Rs. 126 lakhs (As at March 31, 2023 Rs. 126 lakhs) is adjusted while arriving at the rental income Rs. 59.69 lakhs (As at March 31, 2023 Rs. 59.69 lakhs) in respect of such properties (refer Note 5 & note 21).



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**15 - Provisions**

Particulars	As at September 30, 2023			As at March 31, 2023		
	Non Current	Current	Total	Non Current	Current	Total
(a) Provision for employee benefits						
(i) Compensated Absences	960.85	82.82	1,043.67	848.37	103.86	952.23
(ii) Provision for employee separation compensation	3.35	2.24	5.59	3.35	4.01	7.36
(b) Provision For Warranty Claims	-	14.10	14.10	-	14.10	14.10
<b>Total Provisions</b>	<b>964.20</b>	<b>99.16</b>	<b>1,063.36</b>	<b>851.72</b>	<b>121.97</b>	<b>973.69</b>

Notes

112.48

(a) The Company extends warranty on Rolls & castings manufactured and sold by it. The Company provides for any anticipated warranty costs at the time of recognising the sale based on technical evaluation and estimated costs. The details of the movement of provision for warranty are given below :

Particulars	As at September 30, 2023	As at March 31, 2023
	Balance at the beginning of the period	14.10
Provision made during the period	-	-
Claims accepted	-	-
Provision no longer required written back #	-	(4.58)
<b>Balance at the end of the period</b>	<b>14.10</b>	<b>14.10</b>

# Claim period of products under warranty has expired

**16 - Employee benefit obligations**

Particulars	As at September 30, 2023			As at March 31, 2023		
	Non current	Current	Total	Non current	Current	Total
<b>Employee benefits liabilities</b>						
(i) Pension Obligations	84.50	7.85	92.35	80.10	7.30	87.40
(ii) Retiring Gratuity (net)	81.89	-	81.89	-	-	-
(iii) Post retirement medical benefits	495.28	24.33	519.61	476.18	25.08	501.26
<b>Total Employee benefit liabilities</b>	<b>661.67</b>	<b>32.18</b>	<b>693.85</b>	<b>556.28</b>	<b>32.38</b>	<b>588.66</b>

**17 - Trade payables**

Particulars	As at September 30, 2023	As at March 31, 2023
	<b>Trade payables</b>	
Total outstanding dues of creditors		
(i) Trade payables: Micro and Small enterprises	399.15	184.96
(ii) Trade payables: Others		
(a) Creditors for supplies and services	3,129.28	2,506.89
<b>Total Trade Payables</b>	<b>3,528.43</b>	<b>2,691.85</b>





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**

(A Subsidiary of Tata Steel Limited)

**Notes forming part of the financial Statements****18 - Other current liabilities**

Particulars	As at September 30, 2023	Rs in Lakhs
		As at March 31, 2023
<b>Other current liabilities</b>		
(a) Advances received from customers	205.53	367.46
(b) Accrued wages and salaries	1,044.01	770.85
(c) Creditors for other liabilities		
(i) Statutory Dues	329.90	162.94
<b>Total Other Current Liabilities</b>	<b>1,579.44</b>	<b>1,301.25</b>

**19- Deferred Tax (Liability) / Assets**

Composition of Deferred Tax Assets and Liabilities is as follows:

Particulars	As at September 30, 2023	Rs in Lakhs
		As at March 31, 2023
(a) Deferred Tax Assets		
(i) ESS Compensation	3.72	5.00
(ii) Provision for Doubtful Debts & Advances	132.17	132.68
(iii) Provision for Compensated Absences	262.67	239.68
(iv) Provision for Warranty	3.55	3.55
(v) Provision for obsolete stores	37.67	37.46
(vi) Provision for exceptional item	60.12	-
(b) Deferred Tax Liabilities		
Difference between book and tax depreciation	(368.74)	(312.45)
<b>Deferred Tax Assets (Net)</b>	<b>131.16</b>	<b>105.92</b>



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**Notes forming part of the financial Statements**

**Trade payables ageing schedule as at September 30, 2023**

Rs in Lakhs

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled #	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	200.91	81.45	108.71	6.42	1.66	399.15
(ii) Others	1,690.34	1,295.06	166.56	-97.83	24.62	50.53	3,129.28
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>1,690.34</b>	<b>1,495.97</b>	<b>248.01</b>	<b>10.88</b>	<b>31.04</b>	<b>52.19</b>	<b>3,528.43</b>

**Trade payables ageing schedule as at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled #	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	158.53	23.46	2.90	-	0.07	184.96
(ii) Others	1,059.09	815.76	530.63	32.94	16.51	51.96	2,506.89
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>1,059.09</b>	<b>974.29</b>	<b>554.09</b>	<b>35.84</b>	<b>16.51</b>	<b>52.03</b>	<b>2,691.85</b>

# Unbilled represents the expenses incurred but not yet billed by the service providers.

Working capital demand loans from bank is secured by exclusive first charge by way of hypothecation of Company's entire current assets including stock of raw materials, semi- finished and finished goods, consumable stores and spares and such other movables, book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the bank.



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**Notes forming part of the financial Statements**

**20 - Revenue from operations**

Particulars	Rs in Lakhs	
	For the period ended September 30, 2023	For the period ended September 30, 2022
(a) Sale of products	3,720.67	4,731.01
(b) Sale of Services	11,387.43	11,806.40
(c) Other operating revenues (Scrap sale)	2,246.75	2,088.96
<b>Revenue from Operations</b>	<b>17,354.85</b>	<b>18,626.37</b>

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**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**21 - Other Income**

Particulars	For the period ended September 30, 2023	Rs in Lakhs
		For the period ended September 30, 2022
(a) Interest Income		
Interest received on deposits	<b>13.93</b>	36.94
(b) Gain/(Loss) from Mutual Fund	<b>32.88</b>	
(c) Net Gain on sale of Property, plant and equipment	<b>0.03</b>	-
(d) Rental income (refer Note 14)	<b>29.84</b>	29.84
(e) Liability no longer required written back	-	18.56
(f) Miscellaneous income	<b>27.20</b>	170.38
<b>Total Other Income</b>	<b>103.88</b>	255.72

**22 (A) - Cost of material consumed**

Particulars	For the period ended September 30, 2023	Rs in Lakhs
		For the period ended September 30, 2022
Raw material consumed		
(a) Opening stock	<b>635.96</b>	600.60
(b) Add: Purchases	<b>1,603.55</b>	4,588.66
(c) Less: Closing stock	<b>379.14</b>	914.58
<b>Total raw material consumed</b>	<b>1,860.37</b>	4,274.68

**22 (B) - Changes in inventories of finished products and work in progress**

Particulars	For the period ended September 30, 2023	Rs in Lakhs
		For the period ended September 30, 2022
Inventories at the beginning of the period		
(a) Finished products & Scraps	<b>958.64</b>	396.61
(b) Work-in-progress	<b>651.72</b>	762.82
	<b>1,610.36</b>	1,159.43
Inventories at the end of the period		
(a) Finished products & Scraps	<b>505.17</b>	825.54
(b) Work-in-progress	<b>513.19</b>	1,487.68
	<b>1,018.36</b>	2,313.22
<b>Net (increase)/decrease</b>	<b>592.00</b>	(1,153.79)





**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**Notes forming part of the financial Statements**

**23 - Employee benefit expense**

Particular	For the period ended September 30, 2023	Rs in Lakhs	
		For the period ended September 30, 2022	
(a) Salaries, wages and bonus			
- Salaries and wages including bonus	2,317.26		2,158.33
- Employee separation compensation	0.02		0.03
(b) Company's Contribution to provident and other funds	198.91		280.28
(c) Workmen and Staff welfare expenses	197.15		169.69
<b>Total Employee benefit expense</b>	<b>2,713.34</b>		<b>2,608.33</b>

**24 - Depreciation and amortisation expense**

Particular	For the period ended September 30, 2023	Rs in Lakhs	
		For the period ended September 30, 2022	
(a) Depreciation of property, plant and Equipment	329.34		300.13
(b) Depreciation of investment properties	1.69		1.69
(c) Amortisation of intangible assets	7.36		7.24
<b>Total Depreciation and amortisation</b>	<b>338.39</b>		<b>309.06</b>

**25 - Finance costs**

Particular	For the period ended September 30, 2023	Rs in Lakhs	
		For the period ended September 30, 2022	
(a) Interest expense on Others	2.00		5.68
<b>Total Finance costs</b>	<b>2.00</b>		<b>5.68</b>



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
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**Notes forming part of the financial Statements**

**26 - Other expenses**

Particulars	Rs in Lakhs	
	For the period ended September 30, 2023	For the period ended September 30, 2022
(a) Consumption of stores, spare parts and loose tools	3,238.00	3,494.90
(b) Consumption of packing material	299.35	301.45
(c) Repairs to buildings	395.91	563.10
(d) Repairs to plant and machinery	583.78	458.27
(e) Repairs to others	23.85	23.45
(f) Power and fuel	5,008.13	4,820.64
(g) Water	114.02	115.90
(h) Rent	13.38	13.36
(i) Rates and taxes	126.80	137.92
(j) Insurance charges	48.42	48.33
(k) Freight and handling charges	165.09	250.40
(l) Travelling, conveyance and car running expenses	25.67	44.37
(m) Legal and other professional costs	1.10	7.79
(n) Conversion charges	844.47	1,081.50
(o) Sales commission & discount	-	34.46
(p) Business promotion	5.31	12.77
(q) Provision for doubtful debts and advances	(2.00)	3.94
(r) Provision for collated nails	238.88	-
(s) Net loss on sale of fixed assets	-	14.56
(t) Provision for warranty expenses	42.37	3.37
(u) Expenses towards corporate social responsibility	18.83	30.51
(v) Other expenses	729.46	924.81
(x) (1) Director's fee	1.45	2.55
(2) Telephone expenses	7.84	9.69
(3) Payment to Auditors	4.80	6.09
(i) As Auditors - statutory audit	4.80	5.55
(ii) Auditors out-of-pocket expenses	-	0.54
(4) Cost auditor's remuneration	1.13	1.13
(5) Other General Expenses	714.24	905.35
<b>Total Other Expenses</b>	<b>11,920.82</b>	<b>12,385.80</b>



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
**Notes forming part of the financial Statements**

**27 (i) Income tax recognised in profit and loss**

Particulars	For the period ended September 30, 2023	Rs in Lakhs
		For the period ended September 30, 2022
Current Tax		
- In respect of current period	-	130.71
- In respect of prior period	47.99	-
- Deferred Tax in respect of current period	(25.24)	(6.97)
<b>Total Income tax recognised in the current period</b>	<b>22.75</b>	<b>123.74</b>

The income tax expenses for the period can be reconciled to the accounting profit as follows:

Particulars	For the period ended September 30, 2023	For the period ended
		September 30, 2022
Profit before tax from continuing operations	31.81	452.33
Income tax expense calculated at 25.17% (March 31, 2022 25.17%)	8.01	113.85
Effect of expenses allowed / (not allowed) in income tax	14.74	9.89
<b>Income tax expenses recognised in profit or loss account</b>	<b>22.75</b>	<b>123.74</b>

The tax rate used for reconciliation above is the corporate tax rate of 25.17% (March 31, 2023: 25.17%) payable by corporate entities in India on taxable profits under the Indian tax laws.

**27 (ii) Income tax recognised in other comprehensive income-**

Arising on income and expenses recognised in other comprehensive income:

Particulars	For the period ended September 30, 2023	For the period ended
		September 30, 2022
Remeasurement of defined benefit obligations	(174.14)	138.31
<b>Total income tax recognised in other comprehensive income</b>	<b>43.83</b>	<b>(34.81)</b>



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**  
(A Subsidiary of Tata Steel Limited)  
Notes forming part of the financial Statements

**32 Related Party Disclosures**

(a) **List of Related Parties and Relationships :**

A. Party	Relationship
Tata Steel Limited	Holding Company
Tata Steel Utilities and Infrastructure Services Limited	Fellow Subsidiary
Tayo Rolls Limited	Fellow Subsidiary
Tata Metaliks Limited	Fellow Subsidiary
Tata Pigments Limited	Subsidiary of Fellow Subsidiary
Tata Steel Long Products Limited	Fellow Subsidiary
The Tinplate Company of India Limited	Fellow Subsidiary
Tata Steel BSL Limited (Merged with Tata Steel Limited w.e.f. 11.11.2021)	Fellow Subsidiary
Tata Steel Foundation	Fellow Subsidiary
TRF Limited	Associate of Holding company
M Junction Services Limited	Joint venture of Holding company
TM International Logistics Limited	Joint venture of Holding company
Tata BlueScope Steel Private Limited	Joint venture of Fellow Subsidiary
TKM Global Logistics Limited	Joint venture of Holding company
Tata International Vehicle Applications Limited ((Formerly Tata International DLT Private Limited)	Joint venture of Associate of Tata Sons Private Limited
Tata Sons Private Limited	Entity jointly controlled by KMP
Tata Capital Financial Services Limited	Step-down Subsidiary of Tata Sons Private Limited
<b>B. Key Management Personnel</b>	
Mr. Abhijit Avinash Nanoti	Managing Director

(b) **Related Party Transactions during the period**

Rs in Lakhs

Sl. No.	Transaction	Holding Company	Fellow subsidiaries and subsidiaries of Group	Associates of the Group	Joint Ventures of the Group	Tata Sons Private Limited, its subsidiaries and joint ventures
<b>1</b>	<b>Purchase of Goods:</b>					
(i)	Tata Steel Limited	1,034.82	-	-	-	-
		1,963.15	-	-	-	-
(ii)	The Tinplate Company of India Limited	-	11.80	-	-	-
		-	-	-	-	-
(iii)	Tata BlueScope Steel Private Limited	-	-	-	5.62	-
		-	-	-	16.96	-
	<b>Total</b>	<b>1,034.82</b>	<b>11.80</b>	-	<b>5.62</b>	-
		1,963.15	-	-	16.96	-
<b>2</b>	<b>Sale of Goods:</b>					
(i)	Tata Steel Limited	130.36	-	-	-	-
		809.34	-	-	-	-
(ii)	Tata BlueScope Steel Private Limited	-	-	-	-	-
		-	-	-	0.96	-
(iii)	Tata Pigments Limited	-	-	-	-	-
		-	0.50	-	-	-
(iv)	Tata Steel Long Products Limited	-	550.64	-	-	-
		-	182.33	-	-	-
(v)	Tata Metaliks Limited	-	-	-	-	-
		-	1.14	-	-	-





Sl. No.	Transaction	Holding Company	Fellow subsidiaries and subsidiaries of Group	Associates of the Group	Joint Ventures of the Group	Tata Sons Private Limited, its subsidiaries and joint ventures
(viii)	TRF Limited	-	-	18.92	-	-
	<b>Total</b>	<b>130.36</b>	<b>550.64</b>	<b>18.92</b>		
<b>3</b>	<b>Purchase of Fixed Assets</b>	809.34	183.97	6.96	0.96	
(i)	Tata Steel Limited	-	-	-	-	-
		13.98	-	-	-	-
(ii)	Tata BlueScope Steel Private Limited	-	-	-	3.36	-
(iii)	Tata Steel Long Products Limited	-	-	-	11,188.74	-
	<b>Total</b>				<b>11,192.10</b>	
<b>4</b>	<b>Lease rent for flats at Allpore</b>	13.98	-	-	-	-
	Tata Steel Limited	29.84	-	-	-	-
		29.84	-	-	-	-
<b>5</b>	<b>Rendering of services:</b>					
(i)	Tata Steel Limited	11,412.52	-	-	-	-
		11,271.57	-	-	-	-
(ii)	Tata Steel Long Products Limited	-	0.87	-	-	-
		-	0.92	-	-	-
	<b>Total</b>	<b>11,412.52</b>	<b>0.87</b>			
		11,271.57	0.92	-	-	-
<b>6</b>	<b>Receiving of services:</b>					
(i)	Tata Steel Limited	3,144.80	-	-	-	-
		2,496.25	-	-	-	-
(ii)	TM International Logistics Limited	-	-	-	23.99	-
		-	-	-	6.94	-
(iii)	Tata Steel Utilities and Infrastructure Services Limited	-	54.33	-	-	-
		-	68.13	-	-	-
(iv)	M Junction Services Limited	-	-	-	38.28	-
		-	-	-	21.27	-
(v)	Tata Capital Financial Services Limited	-	-	-	-	18.98
		-	-	-	-	37.52
	<b>Total</b>	<b>3,144.80</b>	<b>54.33</b>		<b>62.27</b>	<b>18.98</b>
		2,496.25	68.13	-	28.21	37.52
<b>7</b>	<b>Grant Paid</b>					
	Tata Steel Foundation	-	-	-	-	-
		-	1.00	-	-	-
<b>8</b>	<b>Management Contracts including deputation of employees</b>					
(i)	Tata Steel Limited	104.18	-	-	-	-
		-	-	-	-	-



Sl. No.	Transaction	Holding Company	Fellow subsidiaries and subsidiaries of Group	Associates of the Group	Joint Ventures of the Group	Tata Sons Private Limited, its subsidiaries and Joint ventures
<b>9</b>	<b>Outstanding receivables as on 30.09.2023:</b>					
(i)	Tata Steel Limited	<b>3,566.87</b>	-	-	-	-
		3,682.08	-	-	-	-
(ii)	Tata Steel Long Products Limited	-	<b>366.52</b>	-	-	-
		-	1.47	-	-	-
(iii)	TRF Limited	-	-	-	-	-
		-	-	11.67	-	-
	<b>Total</b>	<b>3,566.87</b>	<b>366.52</b>	-	-	-
		3,682.08	1.47	11.67	-	-
<b>10</b>	<b>Advance paid</b>					
(i)	Tata Steel Limited	<b>29.42</b>	-	-	-	-
		27.92	-	-	-	-
(ii)	Tayo Rolls Limited	-	<b>24.35</b>	-	-	-
		-	24.35	-	-	-
(iii)	TM International Logistics Limited	-	<b>1.00</b>	-	-	-
		-	-	-	-	-
(iv)	The Tinplate Company of India Limited	-	<b>1.10</b>	-	-	-
		-	0.98	-	-	-
(v)	Tata BlueScope Steel Private Limited	-	-	-	-	-
		-	-	-	0.18	-
	<b>Total</b>	<b>29.42</b>	<b>26.44</b>	-	-	-
		27.92	25.33	-	0.18	-
<b>11</b>	<b>Payables outstanding as on 30.09.2023:</b>					
<b>a. Materials &amp; Services</b>						
(i)	Tata Steel Limited	<b>80.11</b>	-	-	-	-
		133.46	-	-	-	-
(ii)	Tata Steel Utilities and Infrastructure Services Limited	-	<b>21.19</b>	-	-	-
		-	12.14	-	-	-
(iii)	TKM Global Logistics Limited	-	-	-	<b>0.01</b>	-
		-	-	-	0.01	-
(iv)	M Junction Services Limited	-	-	-	<b>7.62</b>	-
		-	-	-	10.58	-
	<b>Total</b>	<b>80.11</b>	<b>21.19</b>	-	<b>7.63</b>	-
		133.46	12.14	-	10.59	-
<b>b. Against Advance from Customer</b>						
	Tata Steel Utilities and Infrastructure Services Limited	-	<b>1.72</b>	-	-	-
		-	1.72	-	-	-
<b>c. Against lease (flat)</b>						
	Tata Steel Limited	<b>1,400.00</b>	-	-	-	-
		1,400.00	-	-	-	-

Note : Figures not in bold pertain to the previous period.

6



**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**

(A Subsidiary of Tata Steel Limited)

**Notes forming part of the financial Statements****34- Assets and liabilities classified as held for sale**

The Company had commenced operations in a new business vertical of Fasteners in 2014-15 through re-vamping the old machinery lying unused for 16 years at a very nominal cost. However, the business could not yield the expected results and its performance remained unsatisfactory over a considerable period of time due to high cost of operations resulting from obsolete technology and process and adverse market conditions.

In view of the above facts, it was decided to discontinue the Fasteners business in 2017-18

	Rs in Lakhs	
	As at September 30, 2023	As at March 31, 2023
<b>(I) ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) Fixed assets		
(i) Tangible assets	-	-
<b>(2) Current assets</b>		
(a) Financial assets		
(i) Trade receivables	-	-
Trade receivables	15.48	15.48
Less: Loss allowances	15.48	15.48
(b) Other non-financial assets	-	-
Other loans and advances	13.36	13.36
Less: Provision for bad & doubtful loans & advances	13.36	13.36
<b>Total Current assets</b>	-	-
<b>TOTAL ASSETS</b>	-	-
<b>(II) EQUITY AND LIABILITIES</b>	-	-
<b>TOTAL EQUITY AND LIABILITIES</b>	-	-

The net cash flows attributable to the Fasteners Division are as follows:

	As at September 30, 2023	As at March 31, 2023
Cash generated from Operating activities	-	(2.78)
Cash generated from Investing activities	-	-
Cash generated from Financing activities	-	-
<b>Net cash inflows/(outflows)</b>	-	(2.78)





REPORT ADOPTED BY THE BOARD OF DIRECTORS OF TATA STEEL LIMITED AT ITS MEETING HELD ON THURSDAY, SEPTMEBER 22, 2022 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF THE INDIAN STEEL & WIRE PRODUCTS LIMITED INTO AND WITH TATA STEEL LIMITED, ON EACH CLASS OF SHAREHOLDERS (PROMOTER AND NON-PROMOTERS), CREDITORS, KEY MANAGERIAL PERSONNEL, AND EMPLOYEES OF TATA STEEL LIMITED AND LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, SPECIFYING ANY SPECIAL VALUATION DIFFICULTIES

### 1. Background

1. Based on the recommendations of the Committee of Independent Directors and the Audit Committee, the Board of Directors ("**Board**") of Tata Steel Limited ("**Transferee Company**" or "**Company**") at its meeting held on September 22, 2022, approved the Scheme of Amalgamation involving the Company and its subsidiary, The Indian Steel & Wire Products ("**Transferor Company**") and their respective shareholders (hereinafter referred to as "**Scheme**), wherein the Transferor Company shall amalgamate into and with the Transferee Company in terms of Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013 ("**Companies Act**") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) or other amendment(s) thereof for the time being in force), and other applicable laws including SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and the SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time ("**SEBI Circulars**").
2. In terms of Section 232(2)(c) of the Companies Act, a report from the Board of the Company, explaining the effect of the Scheme on each class of shareholders (promoters and non-promoter shareholders), creditors, key managerial personnel ("**KMP**"), and employees of the Company, setting out, among other things, the share exchange report specifying any special valuation difficulties, is required to be adopted by the Board. Such report is then required to be appended with the notice of the meeting of shareholders and creditors, if such meeting is ordered by the National Company Law Tribunal.
3. Accordingly, this report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Companies Act.
4. While deliberating on the Scheme, the Board, inter-alia, considered and took on record the following documents:
  - a) Draft of the proposed Scheme;

**TATA STEEL LIMITED**

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 Tel 91 22 6665 8282 Fax 91 22 6665 7724 Website [www.tatasteel.com](http://www.tatasteel.com)  
 Corporate Identity Number L27100MH1907PLC000260







- b) Valuation Report dated September 22, 2022, issued by Mr. Vikrant Jain, Registered Valuer (IBBI Reg no. IBBI/RV/05/2018/10204) ("**Valuation Report**"), who in his report has recommended a cash consideration of ₹426/- (Rupees Four Hundred and Twenty-Six) for every 1 (One) fully paid-up equity share of nominal value of ₹10/- (Rupees Ten) each held by the shareholders (except the Transferee Company) in the Transferor Company, pursuant to the Scheme;
  - c) Fairness opinion dated September 22, 2022, issued by Ernst & Young Merchant Banking Services LLP, an independent SEBI registered Category-I Merchant Banker providing fairness opinion on the recommended cash consideration in the Valuation Report prepared by Mr. Vikrant Jain ("**Fairness Opinion**");
  - d) Draft Auditor's Certificate dated September 22, 2022, issued by the Statutory Auditors of the Company i.e., Price Waterhouse & Co. Chartered Accountants LLP ("**Auditors Certificate**") in terms of Para (A)(5) of Part I of the SEBI Circulars and *proviso* to sub-clause (j) of Section 232(3) of the Companies Act, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act;
  - e) Report of the Committee of Independent Directors of the Company dated September 22, 2022, recommending the Scheme, taking into consideration *inter alia*, that the Scheme is not detrimental to the shareholders of the Company; and
  - f) Report of the Audit Committee of the Company dated September 22, 2022, recommending the Scheme, taking into consideration *inter alia*, the valuation report, and commenting on the need for the Scheme, rationale of the Scheme, cost benefit analysis of the Scheme, impact of the Scheme on the shareholders of the Company and synergies of business of entities involved.
5. The Scheme, amongst others, contemplates the following arrangements:
- a) Amalgamation of the Transferor Company into and with the Transferee Company in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.
  - b) Pursuant to the sanction of the Scheme by the Competent Authority (as *defined in the Scheme*) and upon the fulfilment of conditions for the Scheme, the Scheme shall become effective from the opening of business on April 1, 2022, or such other date as may be determined by the Board of Directors of the concerned Transferor Company and the Transferee Company (collectively, "**Companies**") or directed / allowed by the Competent Authority ("**Appointed Date**").

TATA STEEL LIMITED





- c) With effect from the Appointed Date and upon the Scheme becoming effective, the entire Undertaking (as defined in the Scheme) of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Company to become the Undertaking of the Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Companies Act, and other applicable laws.
  - d) The entire paid-up share capital of the Transferor Company including the shares held by the Transferee Company in the Transferor Company shall stand cancelled in its entirety without being required to comply with the provisions of Section 66 of the Companies Act.
  - e) No shares shall be issued or allotted by the Company in respect of the shares held (including beneficial rights held in shares) by the Company itself in the Transferor Company and all such shares shall stand cancelled and extinguished without any further act, application or deed.
  - f) Payment of cash consideration as per the approved Valuation Report to all the shareholders of the Transferor Company (except the Transferee Company), without any further act, instrument or deed, in accordance with Part II of the Scheme.
  - g) Transfer of the authorized share capital of the Transferor Company to the Company and consequential increase in the authorized share capital of the Company as provided in Part III of the Scheme.
  - h) The Transferor Company shall stand dissolved without being wound up.
6. The effectiveness of the Scheme is conditional upon fulfilment of the actions specified in the Scheme, which *inter alia* include:
- a) receipt of consents, no-objection letters, approvals by the Transferee Company, from the Stock Exchanges on which the equity shares of the Companies are listed and traded, i.e. BSE Limited and National Stock Exchange of India Limited in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circulars in respect of the Scheme (prior to filing the Scheme with the Competent Authority), which shall be in form and substance acceptable to the Companies, each acting reasonably and in good faith;
  - b) the Scheme being agreed to (in the manner prescribed herein) by the respective requisite majorities of the various classes of shareholders of the Companies as required under the Companies Act;

**TATA STEEL LIMITED**





- c) the Scheme being approved by the public shareholders of the Transferee Company through e-voting in terms of Part – I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and the Scheme shall be acted upon only if votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it;
- d) there having been no interim or final ruling, decree or direction by any Appropriate Authority (as defined in the Scheme), which has not been stayed by an appellate authority, which has the effect of prohibiting or making unlawful, the consummation of the proposed Scheme by any of the Companies; and
- e) the Scheme being sanctioned by the Competent Authority under Sections 230 to 232 of the Companies Act, on terms as originally approved by or with such modifications as are acceptable to the Companies.

Upon the fulfilment of the aforementioned conditions, the Scheme shall become effective on the date or last of the dates on which the certified copies of the order of the Competent Authority sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with their respective Registrar of Companies (whichever is later) ("**Effective Date**").

**2. Effect of the Scheme on each class of shareholders and Key Managerial Personnel and promoter shareholders and non-promoter shareholders of Tata Steel Limited**

- 1. The Valuation Report recommends a cash consideration of ₹426/- (Rupees Four Hundred and Twenty-Six) for every 1 (One) fully paid-up equity shares of nominal value of ₹10/- (Rupees Ten) each held by the shareholders (except the Transferee Company) in the Transferor Company as on the Record Date (as defined in the Scheme).

No special valuation difficulties were reported by the valuer.

**2. Effect on the equity shareholders (promoter shareholders and non-promoter shareholders)**

As far as the equity shareholders of the Transferee Company i.e., both promoter shareholders as well as non-promoter shareholders, are concerned, the amalgamation of the Transferor Company with the Company will not result in dilution of holding of promoter group in the Transferee Company's shares, nor would there be any change in the shareholding pattern. There will be no change in the trading stock of the shares of the Transferee Company. Pursuant to the Scheme, no new shares

**TATA STEEL LIMITED**





shall be issued by the Transferee Company, and there will be no change in economic interest of any of the current shareholders as on September 22, 2022, of the Transferee Company pre and post Scheme coming into effect.

The proposed Scheme does not entitle the promoter/promoter group and the related parties, associates and subsidiaries of the promoter/promoter group of the Company to any shares.

3. Effect on the KMPs

There shall be no effect on the KMPs of the Transferee Company except to the extent of the equity shares held (if any) by the KMPs or their relatives in the Transferor Company.

The effect of the Scheme on the interests of the KMPs and their relatives holding shares in the Company, is not different from the effect of the Scheme on other shareholders of the Company.

4. Effect on the creditors

Under the Scheme, no arrangement or compromise is being proposed with the creditors (secured or unsecured, including debenture holders) of the Company. The liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.

5. Effect on staff or employees

Under the Scheme, no rights of the staff and employees (who are on payroll of the Company) of the Company are being affected. The services of the staff and employees of the Company shall continue on the same terms and conditions applicable prior to the proposed Scheme.

Further, upon the Scheme becoming effective, the employees of the Transferor Company ("**Employees**") will be deemed to have become employees of the Company pursuant to the Scheme with effect from the Effective Date.

All such Employees shall be deemed to have become employees of the Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Company, shall not be less favorable than those applicable to them with reference to their employment in the Transferor Company as on the Effective Date.

**TATA STEEL LIMITED**







### 3. Conclusion

While deliberating on the Scheme, the Board has considered its impact on each of the shareholders (promoters and non-promoter shareholders), KMPs, creditors and employees. In the opinion of the Board, the Scheme is in the best interest of the shareholders (promoters and non-promoter shareholders), KMPs, creditors and employees of the Company and there will be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. In order for the Transferee Company to comply with the requirements of extant regulations applicable to companies undertaking any scheme of amalgamation, this report of the Board may please be taken on record while considering the Scheme.

**By order of the Board of Directors of Tata Steel Limited**

A handwritten signature in blue ink, appearing to read 'N. Chandrasekaran'.

**N. Chandrasekaran**  
**Chairman**

Date: September 22, 2022

Place: Mumbai



TRUE COPY  
TATA STEEL LIMITED  
*Parvatheesam*  
(PARVATHEESAM KANCHINADHAM)  
COMPANY SECRETARY &  
CHIEF LEGAL OFFICER (CORPORATE & COMPLIANCE)

REPORT ADOPTED BY THE AUDIT COMMITTEE OF TATA STEEL LIMITED AT ITS MEETING HELD ON SEPTEMBER 22, 2022, IN RELATION TO THE PROPOSED SCHEME OF AMALGAMATION OF THE INDIAN STEEL & WIRE PRODUCTS LIMITED INTO AND WITH TATA STEEL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

**Members Present:**

Mr. Deepak Kapoor - Independent Director and Chairman of the Committee  
Mr. O. P. Bhatt - Independent Director and Member of the Committee  
Mr. Saurabh Agrawal - Non-Executive Director and Member of the Committee

**In attendance:**

Mr. Parvatheesam Kanchinadham,  
Company Secretary & Chief Legal Officer (Corporate & Compliance)

**Management:**

Mr. T. V. Narendran, Chief Executive Officer and Managing Director  
Mr. Koushik Chatterjee, Executive Director and Chief Financial Officer

**Auditors:**

Mr. Subramanian Vivek, Price Waterhouse & Co Chartered Accountants LLP  
Mr. Pinaki Chowdhury, Price Waterhouse & Co Chartered Accountants LLP

**Registered Valuers:**

Mr. Vikrant Jain, Registered Valuer  
Mrs. Sadaf Saiyed, Representative from Registered Valuer's office

**Merchant Bankers:**

Mr. Navin Vohra, Ernst & Young Merchant Banking Services LLP  
Mr. Vipul Agarwal, Ernst & Young Merchant Banking Services LLP

**1. BACKGROUND**

- 1.1 The Audit Committee, at its meeting held on September 22, 2022, was requested to consider, and if thought fit, recommend to the Board of Directors ("Board") of Tata Steel Limited ("**Transferee Company**" or "**Company**"), a draft of the proposed scheme of amalgamation involving the Company, and its unlisted subsidiary, The Indian Steel & Wire

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Products Limited ('**Transferor Company**') and their respective shareholders, (hereinafter referred to as '**Scheme**'), wherein the Transferor Company shall amalgamate with and into the parent listed Transferee Company in terms of Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013 ('**Companies Act**') read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) or other amendments thereof for the time being in force), and other applicable laws including SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time ('**SEBI Circulars**').

- 1.2 The Scheme is subject to the receipt of approval from the Board of Directors and (a) requisite majority of the shareholders of the respective Transferor Company and Transferee Company (collectively '**Companies**'); (b) Competent Authority (as defined in the Scheme), (c) SEBI (d) The National Stock Exchange of India Limited and the BSE Limited (hereinafter collectively referred to as "**Stock Exchanges**"); and (e) such other approvals, permissions and sanctions of regulatory and other statutory or governmental authorities / quasi-judicial authorities, as may be necessary as per applicable laws.
- 1.3 As per the SEBI Circulars, the Audit Committee is required to issue a report recommending the Scheme, taking into consideration *inter alia*, the valuation report, and commenting on the need for the Scheme, rationale of the Scheme, cost benefit analysis of the Scheme, impact of the Scheme on the shareholders of the Company and synergies of business of entities involved.
- 1.4 This report of the Audit Committee is made to comply with the requirements of the SEBI Circulars.
- 1.5 The following documents were placed before the Audit Committee and while deliberating on the Scheme, the Audit Committee had, *inter alia*, considered and took on record these documents:
  - a) A draft of the proposed Scheme;
  - b) Valuation Report dated September 22, 2022, issued by Mr. Vikrant Jain, Registered Valuer (IBBI Reg no. IBBI/RV/05/2018/10204) ('**Valuation Report**'), who in his report has recommended the cash consideration of ₹426 (Rupees four hundred twenty-six) for every 1 (one) fully paid-up equity share of nominal value of ₹10 (Rupees ten) each held by the shareholders (except the Transferee Company) of the Transferor Company, pursuant to the Scheme;
  - c) Fairness opinion dated September 22, 2022, issued by Ernst & Young Merchant Banking Services LLP, an independent SEBI registered Category-I Merchant Banker providing fairness opinion on the recommended cash consideration in the Valuation Report prepared by Mr. Vikrant Jain ('**Fairness Opinion**'); and

TATA STEEL LIMITED





- d) Draft Auditor's Certificate dated September 22, 2022, from the Statutory Auditors of the Company i.e. Price Waterhouse & Co. Chartered Accountants LLP ('**Auditors Certificate**'), in terms of Para (A)(5) of Part I of the SEBI Circular and *Proviso* to sub-clause (j) of Section 232(3) of the Companies Act, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act.

## 2. PROPOSED SCHEME OF AMALGAMATION

2.1 The Audit Committee noted the salient features of the Scheme which *inter alia* are as under:

- a) Amalgamation of the Transferor Company into and with Transferee Company in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.
- b) Pursuant to the sanction of the Scheme by the Competent Authority and upon the conditions for the Scheme to become effective being fulfilled, the Scheme shall become effective from the opening of business hours on April 1, 2022 or such other date as may be determined by the Board of Directors of the Transferee Company and Transferor Company or directed / allowed by the Competent Authority ("**Appointed Date**").
- c) With effect from the Appointed Date and upon the Scheme becoming effective, the entire Undertaking (*as defined in the Scheme*) of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Company to become Undertaking of the Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.
- d) The entire paid-up share capital of the Transferor Company shall stand cancelled in its entirety without being required to comply with the provisions of Section 66 of the Companies Act, 2013.
- e) No shares shall be issued or allotted by the Company in respect of the shares held (including beneficial rights held in shares) by the Company itself in the Transferor Company and all such shares shall stand cancelled and extinguished without any further application or deed.
- f) Payment of cash consideration as per the approved Valuation Report to all the shareholders of the Transferor Company (except the Transferee Company), without any further act, instrument or deed, in accordance with Part II of the Scheme.

TATA STEEL LIMITED







- g) Transfer of the authorized share capital of the Transferor Company to the Company and consequential increase in the authorized share capital of the Company as provided in Part III of the Scheme.
- h) The Transferor Company shall stand dissolved without being wound up.

2.2 The effectiveness of the Scheme is conditional upon fulfilment of the actions specified in the Scheme, which *inter alia* include:

- (a) receipt of consents, no-objection letters, approvals by the Transferee Company from the Stock Exchanges (*as defined in the Scheme*) in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circulars in respect of the Scheme (prior to filing the Scheme with the Competent Authority), which shall be in form and substance acceptable to the Companies, each acting reasonably and in good faith;
- (b) the Scheme being agreed to (in the manner prescribed herein) by the respective requisite majorities of the various classes of shareholders of the Companies as required under the Companies Act;
- (c) the Scheme being approved by the public shareholders of the Transferee Company through e-voting in terms of Part – I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and the Scheme shall be acted upon only if votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it;
- (d) there having been no interim or final ruling, decree or direction by any Appropriate Authority (as defined in the Scheme), which has not been stayed by an appellate authority, which has the effect of prohibiting or making unlawful, the consummation of the proposed Scheme by any of the Companies; and
- (e) the Scheme being sanctioned by the Competent Authority under Sections 230 to 232 of the Companies Act, on terms as originally approved by or with such modifications as are acceptable to the Companies.

Upon the fulfilment of the aforementioned conditions, the Scheme shall become effective on the date or last of the dates on which the certified copies of the order of the Competent Authority sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with their respective Registrar of Companies (whichever is later) ("**Effective Date**").

TATA STEEL LIMITED





### 3. NEED FOR THE SCHEME

- 3.1 The Transferee Company is one of the leading global steel companies, with over 100 (hundred) years of experience in the steel sector and is a pioneer of steel manufacturing in India. The Transferor Company is engaged in the business of manufacture of wire rods, TMT rebars, wires and wire products as an external processing agent of the Transferee Company and manufacturing and direct marketing of welding products, nails, rolls and castings. The amalgamation will consolidate the business of the Transferor Company and Transferee Company which will result in focused growth, operational efficiencies, and enhanced business synergies. In addition, resulting corporate holding structure will bring enhanced agility to business ecosystem of the merged entities.

### 4. RATIONALE AND OBJECTIVE OF THE SCHEME

- 4.1 The amalgamation will ensure creation of a combined entity, hosting value-added long products under the Transferee Company, leading to 'One-Tata Steel' in front of customers which will improve shareholder value of the merged entity. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.
- 4.2 The Companies believe that the financial, managerial, and technical resources, personnel, capabilities, skills, expertise, and technologies of the Companies pooled in the merged entity, will lead to optimum use of infrastructure, cost reduction and efficiencies, productivity gains and logistic advantages and reduction of administrative and operational costs and thereby maximising shareholder value of the merged entity.

### 5. SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME

The proposed Scheme would result in the following synergies:

- a) **Operational efficiencies:** The proposed amalgamation would result in synergy benefits arising out of single value chain thereby reducing costs and increasing operational efficiencies. Centralization of inventory primarily stores, spares, MRO, and services can be managed centrally which will increase scale of operations thereby improving negotiating power, reducing sourcing and inventory management costs. The amalgamation is expected to result in better alignment, optimized power consumption, sharing of best practices, cross-functional learnings, better utilisation of common facilities and greater efficiency in debt and cash management;
- b) **Faster execution of projects in pipeline:** The growth projects of the Transferor Company will be fast tracked by leveraging Transferee Company's technical expertise and financial resources;

TATA STEEL LIMITED





- c) **Simplified structure and management efficiency:** In line with group level 5S strategy – simplification, synergy, scale, sustainability, and speed – the proposed amalgamation will simplify group holding structure, improve agility to enable quicker decision making, aggregate eliminate administrative duplications, consequently reducing administrative costs of maintaining separate entities;
- d) **Sales and marketing:** Sales and distribution network will be pooled, providing greater market penetration. Culture of customer delight will be fostered by transitioning to culture of 'one-face' to customers thereby making it easier to address customer needs by providing them uniform product and service experience, resolving customer complaints, ensuring on-time deliveries, and improved service quality. With common credit management, customers are expected to benefit from the channel financing facility; and
- e) **Sharing of best practices in sustainability, safety, health and environment:** Adoption of improved safety, environment and sustainability practices owing to a centralized committee at combined level to provide focused approach towards safety, environment and sustainability practices resulting in overall improvement. Further, overall technology maturity can be enhanced by the companies through unfettered access to each other's information technology applications and systems.

## 6. IMPACT OF THE SCHEME ON SHAREHOLDERS

- 6.1 Based on the (a) presentations made by the Registered Valuer and the SEBI registered independent Category – I Merchant Banker and the discussion(s) that ensued thereafter; (b) review of the documents placed at the meeting, (c) Audit Committee's deliberations and consideration of various factors including but not limited to the synergies mentioned in paragraph 5, need for the Scheme, rationale and objective, salient features and expected benefits of the Scheme, the Audit Committee is of the view that the proposed Scheme is fair and in the best interest of the shareholders, as the proposed amalgamation is expected to result in economies of scale and consolidation of opportunities, thereby enhancing the value of the merged entity and overall shareholder value.
- 6.2 Further, the Audit Committee of the Company noted that upon the Scheme coming into effect, the Transferee Company shall without any further application, act, instrument, or deed, pay Rs. 426/- (Rupees four hundred and twenty-six) to the shareholders of the Transferor Company (except the Transferee Company) for every 1 (one) fully paid-up equity share of nominal value of Rs. 10/- (Rupees ten) each held by the shareholders (except the Transferee Company) of Transferor Company, whose name appear in the register of members, including register and index of beneficial owners maintained by a depository(ies) under Section 11 of the Depositories Act, 1996 as on the Record Date (*as defined in the Scheme*).

TATA STEEL LIMITED







## 7. COST BENEFIT ANALYSIS OF THE SCHEME

The Scheme involves payment of cash consideration to the shareholders of the Transferor Company. The implementation of the Scheme will involve incurring costs including, administrative/ statutory levy(ies), fees payable to financial/legal advisors, etc. However, the benefits as stated in paragraph 5 – Synergies of Business of the Entities involved in the Scheme, are expected to outweigh costs towards implementation of the Scheme.

## 8. Valuation Report and Fairness Opinion

8.1 The Audit Committee reviewed the Valuation Report, discussed the methods of valuation and the recommended Share Exchange Ratio with the independent Registered Valuer and the SEBI registered Category-I Merchant Banker who were present at the meeting.

8.2 Based on the discussions, with the Registered Valuer and the SEBI registered Category – I Merchant Bankers, review of documents including the Fairness Opinion placed at the meeting, the Audit Committee is of the view that the Share Exchange Ratio is fair to the shareholders of the Company.

## 9. Recommendation of the Audit Committee

The Audit Committee, after taking into consideration the Valuation Report and the Fairness Opinion and based on its discussions with the Registered Valuer and the independent SEBI Registered Category - I Merchant Banker, and after reviewing the documents placed at the meeting, recommended the draft Scheme in its present form for favourable consideration by the Board of Directors of Company, the Stock Exchanges and SEBI.

In order for the Transferee Company to comply with the requirements of extant regulations applicable to the listed companies undertaking any scheme of amalgamation under the Companies Act, this report of the Audit Committee may please be taken on record by the Board while considering the Scheme for approval and further authorisations.

**For and on behalf of the Audit Committee of Tata Steel Limited**

**Deepak Kapoor**  
(DIN: 00162957)  
**Chairman of the Audit Committee**

Date: September 22, 2022

Place: Mumbai







TRUE COPY  
TATA STEEL LIMITED  
*Parvathesam*  
(PARVATHEESAM KANCHINADHAM)  
COMPANY SECRETARY &  
CHIEF LEGAL OFFICER (CORPORATE & COMPLIANCE)

**REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF TATA STEEL LIMITED HELD ON SEPTEMBER 22, 2022, RECOMMENDING THE SCHEME OF AMALGAMATION OF THE INDIAN STEEL & WIRE PRODUCTS LIMITED INTO AND WITH TATA STEEL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

**Members Present:**

Mr. O. P. Bhatt - Independent Director and Chairman of the Committee  
Mr. Deepak Kapoor - Independent Director and Member of the Committee  
Mr. Vijay Kumar Sharma - Independent Director and Member of the Committee

**In attendance:**

Mr. Parvathesam Kanchinadham  
Company Secretary & Chief Legal Officer (Corporate & Compliance)

**Management:**

Mr. T.V. Narendran, Chief Executive Officer and Managing Director  
Mr. Koushik Chatterjee, Executive Director and Chief Financial Officer

**Registered Valuers:**

Mr. Vikrant Jain, Registered Valuer  
Mrs. Sadaf Saiyed, Representative from Registered Valuer's office

**Merchant Bankers:**

Mr. Navin Vohra, Ernst & Young Merchant Banking Services LLP  
Mr. Vipul Agarwal, Ernst & Young Merchant Banking Services LLP

**1. BACKGROUND:**

- 1.1 A meeting of the Committee of Independent Directors ("**ID Committee**") of Tata Steel Limited ("**Transferee Company**" or "**Company**") was held on September 22, 2022, to consider and, if thought fit, recommend the proposed scheme of amalgamation involving the Company and its unlisted subsidiary, The Indian Steel & Wire Products Limited ("**Transferor Company**") and their respective shareholders, (hereinafter referred to as '**Scheme**') wherein the Transferor Company shall amalgamate with and into the parent listed Transferee Company in terms of Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013 ("**Companies Act**") read with the rules



**TATA STEEL LIMITED**  
Registered Office Bombay House 24 Horni Mody Street Fort Mumbai 400 001 India  
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Corporate Identity Number L27100MH1907PLC000260





made thereunder (including any statutory modification(s) or re-enactment(s) or other amendments thereof for the time being in force), and other applicable laws including SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time ('SEBI Circulars').

- 1.2 The Scheme is subject to the receipt of approval from the Board of Directors and (a) requisite majority of the shareholders of the respective Transferor Company and Transferee Company (collectively "**Companies**"); (b) Competent Authority (as defined in the Scheme), (c) SEBI; (d) The National Stock Exchange of India Limited and the BSE Limited (hereinafter collectively referred to as "**Stock Exchanges**"); and (e) such other approvals, permissions and sanctions of regulatory and other statutory or governmental authorities / quasi-judicial authorities, as may be necessary as per applicable laws.
- 1.3 As per the SEBI Circulars, the ID Committee is required to issue a report recommending the Scheme, taking into consideration, *inter alia*, that the Scheme is not detrimental to the shareholders of the Company.
- 1.4 This report of the ID Committee, is made in order to comply with the requirements of the SEBI Circular.
- 1.5 The following documents were placed before the ID Committee and while deliberating on the Scheme, the ID Committee had, *inter alia*, considered and took on record these documents:
  - i. A draft of the proposed Scheme;
  - ii. Valuation Report dated September 22, 2022 issued by Mr. Vikrant Jain, Registered Valuer (IBBI Reg no. IBBI/RV/05/2018/10204) ('**Valuation Report**'), who in his report has recommended the cash consideration of ₹426 (Rupees four hundred twenty-six) for every 1 (one fully paid up equity shares of ₹10 (Rupees ten) each held by the shareholders (except the Transferee Company) in the Transferor Company, pursuant to the Scheme;
  - iii. Fairness opinion dated September 22, 2022 issued by Ernst & Young Merchant Banking Services LLP, an independent SEBI registered Category-I Merchant Banker providing fairness opinion on the recommended cash consideration in the Valuation Report prepared by Mr. Vikrant Jain ('**Fairness Opinion**');



TATA STEEL LIMITED





- iv. Draft Auditor's Certificate dated September 22, 2022 from the Statutory Auditors of the Company i.e. Price Waterhouse & Co. Chartered Accountants LLP ('**Auditors Certificate**'), in terms of Para (A)(5) of Part I of the SEBI Circular and *Proviso* to sub-clause (j) of Section 232(3) of the Companies Act, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act;
- v. Audited financials for three preceding financial years along with the audited financials of the latest quarter of the Transferor Company;
- vi. Audited financials for three preceding financial years along with the audited financials of the latest quarter of the Transferee Company; and
- vii. Pre and post amalgamation shareholding pattern of the Transferor Company and the Transferee Company.

## 2. PROPOSED SCHEME OF AMALGAMATION

2.1 The ID Committee noted the salient features of the Scheme which *inter alia* are as under:

- a) Amalgamation of the Transferor Company into and with Transferee Company in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.
- b) Pursuant to the sanction of the Scheme by the Competent Authority and upon the conditions for the Scheme being fulfilled, the Scheme shall become effective from the opening of business hours on April 1, 2022 or such other date as may be determined by the Board of Directors of the Transferor Company and Transferee Company or directed / allowed by the Competent Authority ("**Appointed Date**").
- c) With effect from the Appointed Date and upon the Scheme becoming effective, the entire Undertaking (*as defined in the Scheme*) of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Company to become Undertaking of the Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.
- a) The entire paid-up share capital of the Transferor Company shall stand cancelled in its entirety without being required to comply with the provisions of Section 66 of the Companies Act, 2013.



TATA STEEL LIMITED







- b) No shares shall be issued or allotted by the Transferee Company in respect of the shares held (including beneficial rights held in shares) by the Transferee Company itself in the Transferor Company and all such shares shall stand cancelled and extinguished without any further application or deed.
- c) Payment of cash consideration as per the approved Valuation Report to all the shareholders of the Transferor Company (other than the Transferee Company), without any further act, instrument or deed, in accordance with Part II of the Scheme.
- d) Transfer of the authorized share capital of the Transferor Company to the Company and consequential increase in the authorized share capital of the Company as provided in Part III of the Scheme.
- e) The Transferor Company shall stand dissolved without being wound up.

2.2 The effectiveness of the Scheme is conditional upon fulfilment of the actions specified in the Scheme, which *inter alia* include:

- (a) receipt of consents, no-objection letters, approvals by the Transferee Company from the Stock Exchanges in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circulars in respect of the Scheme (prior to filing the Scheme with the Competent Authority), which shall be in form and substance acceptable to the companies, each acting reasonably and in good faith;
- (b) the Scheme being agreed to (in the manner prescribed herein) by the respective requisite majorities of the various classes of shareholders of the Companies as required under the Companies Act;
- (c) the Scheme being approved by the public shareholders of the Transferee Company through e-voting in terms of Part – I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and the Scheme shall be acted upon only if votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
- (d) there having been no interim or final ruling, decree or direction by Appropriate Authority (*as defined in the Scheme*), which has not been stayed by an appellate authority, which has the effect of prohibiting or making unlawful, the consummation of the proposed Scheme by any of the Companies; and



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- (e) the Scheme being sanctioned by the Competent Authority under Sections 230 to 232 of the Companies Act, on terms as originally approved by or with such modifications as are acceptable to the Companies.

Upon the fulfilment of the aforementioned conditions, the Scheme shall become effective on the date or last of the dates on which the certified copies of the order of the Competent Authority sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with their respective Registrar of Companies (whichever is later) ("**Effective Date**").

### **3. NEED FOR THE SCHEME**

- 3.1 The Transferee Company is one of the leading global steel companies, with over 100 (hundred) years of experience in the steel sector and is a pioneer of steel manufacturing in India. The Transferor Company, is engaged in the in the business of manufacture of wire rods, TMT rebars, wires and wire products as an external processing agent of the Transferee Company and manufacturing and direct marketing of welding products, nails, rolls and castings. The amalgamation will consolidate the business of the Transferor Company and Transferee Company which will result in focused growth, operational efficiencies and enhanced business synergies. In addition, resulting corporate holding structure will bring enhanced agility to business ecosystem of the merged entities.

### **4. RATIONALE AND OBJECTIVE OF THE SCHEME**

- 4.1 The amalgamation will ensure creation of a combined entity, hosting value-added long products under the Transferee Company, leading to 'One-Tata Steel' in front of customers which will improve shareholder value of the merged entity. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.
- 4.2 The Companies believe that the financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of the Companies pooled in the merged entity, will lead to optimum use of infrastructure, cost reduction and efficiencies, productivity gains and logistic advantages and reduction of administrative and operational costs and thereby maximising shareholder value of the merged entity.



**TATA STEEL LIMITED**





## 5. SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME

The proposed Scheme would result in the following synergies:

- a. **Operational efficiencies:** The proposed amalgamation would result in synergy benefits arising out of single value chain thereby reducing costs and increasing operational efficiencies. Centralization of inventory primarily stores, spares, MRO, and services can be managed centrally which will increase scale of operations thereby improving negotiating power, reducing sourcing and inventory management costs. The amalgamation is expected to result in better alignment, optimized power consumption, sharing of best practices, cross-functional learnings, better utilisation of common facilities and greater efficiency in debt and cash management;
- b. **Faster execution of projects in pipeline:** The growth projects of the Transferor Company will be fast tracked by leveraging Transferee Company's technical expertise and financial resources;
- c. **Simplified structure and management efficiency:** In line with group level 5S strategy – simplification, synergy, scale, sustainability, and speed – the proposed amalgamation will simplify group holding structure, improve agility to enable quicker decision making, aggregate eliminate administrative duplications, consequently reducing administrative costs of maintaining separate entities;
- d. **Sales and marketing:** Sales and distribution network will be pooled, providing greater market penetration. Culture of customer delight will be fostered by transitioning to culture of 'one-face' to customers thereby making it easier to address customer needs by providing them uniform product and service experience, resolving customer complaints, ensuring on-time deliveries, and improved service quality. With common credit management, customers are expected to benefit from the channel financing facility; and
- e. **Sharing of best practices in sustainability, safety, health and environment:** Adoption of improved safety, environment and sustainability practices owing to a centralized committee at combined level to provide focused approach towards safety, environment and sustainability practices resulting in overall improvement. Further, overall technology maturity can be enhanced by the companies through unfettered access to each other's information technology applications and systems.



TATA STEEL LIMITED





## 6. SCHEME NOT DETRIMENTAL TO THE SHAREHOLDERS

6.1 Based on the (a) presentations made by the Registered Valuer and the independent SEBI registered Category – I Merchant Banker and the discussion(s) that ensued thereafter; (b) review of the documents placed at the meeting, (c) Committee's deliberations and consideration of various factors including but not limited to the synergies mentioned in paragraph 5, need for the Scheme, rationale and objective, salient features and expected benefits of the Scheme, the ID Committee is of the view that the proposed Scheme is fair and in the best interest of the shareholders, as the proposed amalgamation is expected to result in economies of scale and consolidation of opportunities, thereby enhancing the value of the merged entity and overall shareholder value.

6.2 Further, the Independent Directors of the Company noted that, upon the Scheme coming into effect, Upon the Scheme coming into effect, the Company shall without any further application, act, instrument, or deed, pay Rs. 426/- (Rupees four hundred and twenty-six) to the shareholders of ISWP (except the Transferee Company) for every 1 (one) fully paid-up equity shares of nominal value of Rs. 10/- (Rupees ten) each held by the shareholders (except the Transferee Company) of ISWP, whose name appear in the register of members, including register and index of beneficial owners maintained by a depository(ies) under Section 11 of the Depositories Act, 1996 as on the Record Date (as defined in the Scheme).

## 7. Recommendation of the ID Committee

In light of the aforesaid, the ID Committee is of the view that the proposal of amalgamation and the Scheme are not detrimental to the shareholders of the Company and decided to recommend the proposal of amalgamation and the draft Scheme to the Board of Directors.

In order for the Transferee Company to comply with the requirements of extant regulations applicable to the listed companies undertaking any scheme of amalgamation under the Companies Act, this report of the ID Committee may please be taken on record by the Board while considering the Scheme for approval and further authorisations.

**For and on behalf of the ID Committee of Tata Steel Limited**

  
**O. P. Bhatt**  
(DIN: 00548091)  
Chairman of the ID Committee



Date: September 22, 2022  
Place: Mumbai



**TATA STEEL LIMITED**





## THE INDIAN STEEL & WIRE PRODUCTS LIMITED

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF THE INDIAN STEEL & WIRE PRODUCTS LIMITED AT ITS MEETING HELD ON THURSDAY, SEPTMEBER 22, 2022, EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF THE INDIAN STEEL & WIRE PRODUCTS LIMITED INTO AND WITH TATA STEEL LIMITED, ON EACH CLASS OF SHAREHOLDERS (PROMOTER AND NON-PROMOTERS), CREDITORS, KEY MANAGERIAL PERSONNEL, AND EMPLOYEES OF THE INDIAN STEEL & WIRE PRODUCTS LIMITED AND LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO SPECIFYING ANY SPECIAL VALUATION DIFFICULTIES.

### 1. Background

1. Based on the recommendations of the Committee of the Audit Committee, the Board of Directors ("**Board**") of The Indian Steel & Wire Products Limited ("**Transferor Company**" or "**Company**") at its meeting held on September 22, 2022, approved the Scheme of Amalgamation, involving the Company and its holding company, Tata Steel Limited ("**Transferee Company**") and their respective shareholders (hereinafter referred to as "**Scheme**"), wherein the Transferor Company shall amalgamate into and with the Transferee Company in terms of Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013 ("**Companies Act**") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) or other amendments thereof for the time being in force) and other applicable laws including the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, each as amended from time to time ("**SEBI Circulars**").
2. In terms of Section 232(2)(c) of the Companies Act, a report from the Board of the Company, explaining the effect of the Scheme on each class of shareholders (promoters and non-promoter shareholders), creditors, key managerial personnel ("**KMP**"), and employees of the Company, setting out, among other things, the Share Exchange Ratio (as defined in the Scheme), specifying any special valuation difficulties, is required to be adopted by the Board. Such report is then required to be appended with the notice of the meeting of shareholders and creditors, if such meeting is ordered by the National Company Law Tribunal.
3. Accordingly, this report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Companies Act.
4. While deliberating on the Scheme, the Board, inter-alia, considered and took on record the following documents:
  - a. Draft of the proposed Scheme;

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- b. Valuation Report dated September 22, 2022, issued by Omnifin Valuation Services (OPC) P Limited, Registered Valuer (IBBI Reg no. IBBI/RV-E/01/2022/160) ("**Valuation Report**"), who in his report has recommended the cash consideration of ₹ 426/- for every 1 (one) fully paid-up equity shares of nominal value of ₹10 (Rupees ten) each held by the shareholders (except the Transferee Company) in the Transferor Company, pursuant to the Scheme;
  - c. Fairness opinion dated September 22, 2022, issued by Finshore Management Services Limited, an independent SEBI registered Merchant Banker providing fairness opinion on the cash consideration recommended in the Valuation Report prepared by Omnifin Valuation Services (OPC) P Limited ("**Fairness Opinion**");
  - d. Draft Auditor's Certificate dated September 22, 2022, issued by the Statutory Auditors of the Company i.e. Price Waterhouse & Co. Chartered Accountants LLP ("**Auditors Certificate**") in terms of *proviso* to sub-clause (j) of Section 232(3) of the Companies Act, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act;
  - e. Report of the Audit Committee of the Company dated September 22, 2022, recommending the Scheme taking into consideration *inter alia*, the valuation report, and commenting on the need for the Scheme, rationale of the Scheme, cost benefit analysis of the Scheme, impact of the Scheme on the shareholders of the Company and synergies of business of entities involved.
5. The Scheme, amongst others, contemplates the following arrangements:
- a) Amalgamation of the Transferor Company into and with Transferee Company in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.
  - b) Pursuant to the sanction of the Scheme by the Competent Authority (*as defined in the Scheme*) and upon the fulfilment of conditions for the Scheme, the Scheme shall become effective from the opening of business on April 1, 2022 or such other date as may be determined by the Board of Directors of the concerned Transferor Company and Transferee Company (collectively, "**Companies**") or directed / allowed by the Competent Authority ("**Appointed Date**").
  - c) With effect from the Appointed Date and upon the Scheme becoming effective, the entire Undertaking (*as defined in the Scheme*) of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company to become the Undertaking of the Transferee Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.

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## THE INDIAN STEEL & WIRE PRODUCTS LIMITED

- d) The entire paid-up share capital of the Transferor Company including the shares held by the Transferee Company in the Transferor Company shall stand cancelled in its entirety, without being required to comply with the provisions of Section 66 of the Companies Act.
  - e) No shares shall be issued or allotted by the Transferee Company in respect of the shares held by the Transferee Company itself in the Transferor Company and all such shares shall stand cancelled and extinguished without any further act, application or deed.
  - f) Payment of cash consideration as per the approved Valuation Report to all the shareholders of the Transferor Company (other than the Transferee Company), without any further act, instrument or deed, in accordance with Part II of the Scheme.
  - g) Transfer of the authorized share capital of the Transferor Company to the Transferee Company and consequential increase in the authorized share capital of the Transferee Company as provided in Part III of the Scheme.
  - h) The Transferor Company shall stand dissolved without being wound up.
6. The effectiveness of the Scheme is conditional upon fulfilment of the actions specified in the Scheme, which *inter alia* include:
- (a) receipt of consents, no-objection letters, approvals by the Transferee Company from the BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circulars in respect of the Scheme (prior to filing the Scheme with the Competent Authority), which shall be in form and substance acceptable to the Companies, each acting reasonably and in good faith;
  - (b) the Scheme being agreed to (in the manner prescribed herein) by the respective requisite majorities of the various classes of shareholders of the Companies as required under the Companies Act;
  - (c) the Scheme being approved by the public shareholders of the Transferee Company through e-voting in terms of Part – I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, and the Scheme shall be acted upon only if votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it;
  - (d) there having been no interim or final ruling, decree or direction by any Appropriate Authority (as defined in the Scheme), which has not been stayed by an appellate authority, which has the effect of prohibiting or making unlawful, the consummation of the proposed Scheme by any of the Companies; and

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- (e) the Scheme being sanctioned by the Competent Authority under Sections 230 to 232 of the Companies Act, on terms as originally approved by or with such modifications as are acceptable to the Companies.

Upon the fulfilment of the aforementioned conditions, the Scheme shall become effective on the date or last of the dates on which the certified copies of the order of the Competent Authority sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with their respective Registrar of Companies (whichever is later) ("**Effective Date**").

**2. Effect of the Scheme on each class of shareholders and Key Managerial Personnel and promoter shareholders and non-promoter shareholders of the Transferor Company:**

1. The Valuation Report recommends cash consideration of Rs. 426/- for every 1 (one) fully paid up equity shares of nominal value of ₹10 (Rupees ten) each held by the shareholders (except the Transferee Company) in the Transferor Company as on the Record Date (as defined in the Scheme).

No special valuation difficulties were reported by the Valuer.

**2. Effect on the equity shareholders (promoter shareholders and non-promoter shareholders):**

- a) The equity shares issued by the Company to the Transferee Company shall stand cancelled in its entirety, which shall be effected as part of the Scheme and not in accordance with Section 66 of the Companies Act.
- b) For the shareholders of the Transferor Company (except the Transferee Company), the Scheme provides an opportunity to unlock the economic value by providing them with an exit opportunity.
- c) Further, upon the Scheme becoming effective, the Transferee Company shall without any further application, act, instrument, or deed, pay Rs. 426/- (Rupees four hundred and twenty-six) to the shareholders of the Transferor Company (except the Transferee Company) for every 1 (one) fully paid-up equity shares of nominal value of Rs. 10/- (Rupees ten) each held by the shareholders (except the Transferee Company) in the Transferor Company, whose name(s) appear in the register of members, including register and index of beneficial owners maintained by a depository(ies) under Section 11 of the Depositories Act, 1996 as on the Record Date (as defined in the Scheme).
3. **Effect on the KMPs:** Pursuant to the Scheme, the Transferor Company shall be dissolved without winding up and therefore current KMPs of the Transferor Company shall cease to hold their positions and cease to be the KMPs of the Transferor Company.

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## THE INDIAN STEEL & WIRE PRODUCTS LIMITED

The KMPs shall also be affected to the extent of the equity shares (if any), held by the KMPs or their relatives in the Transferor Company. The effect of the Scheme on the interests of the KMPs and their relatives holding shares (if any) in the Company, is not different from the effect of the Scheme on other shareholders of the Company.

4. Effect on the creditors: Under the Scheme no arrangement or compromise is being proposed with the creditors (secured or unsecured) of the Company. The liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.
5. Effect on staff or employees: Under the Scheme, no rights of the staff and employees (who are on payroll of the Company) of the Company are being affected. The services of the staff and employees of the Company shall continue on the same terms and conditions applicable prior to the proposed Scheme.

Further, upon the Scheme becoming effective, the employees of the Transferor Company ("Employees") will be deemed to have become employees of the Transferee Company pursuant to the Scheme with effect from the Effective Date.

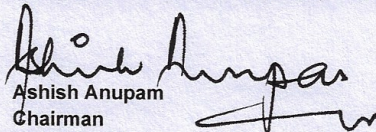
All such Employees shall be deemed to have become employees of the Transferee Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company, shall not be less favorable than those applicable to them with reference to their employment in the Transferor Company as on the Effective Date.

### 3. Conclusion

While deliberating on the Scheme, the Board has considered its impact on each of the shareholders (promoters and non-promoter shareholders), KMPs, creditors and employees. In the opinion of the Board, the Scheme is in the best interest of the shareholders (promoters and non-promoter shareholders), KMPs, creditors and employees of the Company and there will be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. In order for the Transferor Company to comply with the requirements of extant regulations applicable to companies undertaking any scheme of amalgamation, this report of the Board may please be taken on record while considering the Scheme.

By order of the Board of Directors of The Indian Steel & Wire Products Limited

  
Ashish Anupam  
Chairman  
DIN: 8384201

Date: September 22, 2022

Place: Kolkata

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## THE INDIAN STEEL & WIRE PRODUCTS LIMITED

**REPORT ADOPTED BY THE AUDIT & RISK MANAGEMENT COMMITTEE OF THE INDIAN STEEL AND WIRE PRODUCTS LIMITED AT ITS MEETING HELD ON SEPTEMBER 22, 2022, IN RELATION TO THE PROPOSED SCHEME OF AMALGAMATION OF THE INDIAN STEEL AND WIRE PRODUCTS LIMITED WITH TATA STEEL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

### Members Present:

Amit Ghosh, Independent Director  
 Ramya Hariharan, Independent Director  
 Sandeep Bhattacharya, Non-executive Director

### Invitees:

Neeraj Kant, Managing Director  
 Umanath Mishra, Chief Financial Officer  
 Rabi Narayan Kar, Advisor - Secretarial

### 1. BACKGROUND

- 1.1 The Audit Committee, at its meeting held on September 22, 2022, was requested to consider, and if thought fit, recommend to the Board of Directors ("Board") of The Indian Steel & Wire Products Limited ("Transferor Company" or 'Company'), a draft of the proposed scheme of amalgamation involving the Company and its holding company, Tata Steel Limited ("Transferee Company") and their respective shareholders, (hereinafter referred to as 'Scheme'), wherein the unlisted subsidiary Transferor Company shall amalgamate with and into the parent listed Transferee Company in terms of Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013 ('Companies Act') read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) or other amendments thereof for the time being in force), and other applicable laws including SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time ('SEBI Circulars').
- 1.2 The Scheme is subject to the receipt of approval from the Board of Directors and (a) requisite majority of the shareholders of the respective Transferor Companies and Transferee Company (collectively 'Companies'); (b) Competent Authority (as defined in each of the Schemes), (c) SEBI (d) The National Stock Exchange of India Limited and the BSE Limited (hereinafter collectively referred to as "Stock Exchanges"); and (e) such other approvals, permissions and sanctions of regulatory and other statutory or governmental authorities / quasi-judicial authorities, as may be necessary as per applicable laws.



CERTIFIED TO BE TRUE COPY

*U. Mishra*

U. MISHRA  
 V.P. (Finance & Accounts)  
 The Indian Steel & Wire Products Ltd.

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## THE INDIAN STEEL & WIRE PRODUCTS LIMITED

1.3 The following documents were placed before the Audit Committee and while deliberating on the Scheme, the Audit Committee had, *inter alia*, considered and took on record these documents:

- a) A draft of the proposed Scheme;
- b) Valuation Report dated September 22, 2022 issued by Omnifin Valuation Services (OPC) P Limited, Registered Valuer (IBBI Reg no. IBBI/RV-E/01/2022/160) ('Valuation Report'), who in his report has recommended the cash consideration of ₹426/- for every 1 (one) fully paid up equity shares of ₹10 (Rupees ten) each held by the shareholders (except the Transferee Company) of the Transferor Company, pursuant to the Scheme;
- c) Fairness opinion dated September 22, 2022 issued by Finshore Management Services Limited SEBI Registered Merchant Banker (Registration no: INM 000012185) providing fairness opinion on the cash consideration recommended in the Valuation Report prepared by Omnifin Valuation Services (OPC) P Limited ('Fairness Opinion'); and
- d) Draft Auditor's Certificate dated September 22, 2022 from the Statutory Auditors of the Company i.e. Price Waterhouse & Co. Chartered Accountants LLP ('Auditors Certificate'), in terms of Proviso to sub-clause (j) of Section 232(3) of the Companies Act, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act.

## 2. PROPOSED SCHEME OF AMALGAMATION

2.1 The Audit Committee noted the salient features of the Scheme which *inter alia* are as under:

- a) Amalgamation of the Transferor Company into and with Transferee Company in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.
- b) Pursuant to the sanction of the Scheme by the Competent Authority and upon the conditions for the Scheme to become effective being fulfilled, the Scheme shall become effective from the opening of business hours on April 1, 2022 or such other date as may be determined by the Board of Directors of the Transferee Company and Transferor Company or directed / allowed by the Competent Authority ("Appointed Date").



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Corporate Identity Number : U27106WB1935PLC008447

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## THE INDIAN STEEL & WIRE PRODUCTS LIMITED

- c) With effect from the Appointed Date and upon the Scheme becoming effective, the entire Undertaking (as defined in the Scheme) of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company to become undertaking of the Transferee Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.
- d) The entire paid-up share capital of the Transferor Company shall stand cancelled in its entirety without being required to comply with the provisions of Section 66 of the Companies Act, 2013.
- e) No shares shall be issued or allotted by the Transferee Company in respect of the shares held (including beneficial rights held in shares) by the Transferee Company itself in the Transferor Company and all such shares shall stand cancelled and extinguished without any further application or deed.
- f) Payment of cash consideration as per the approved Valuation Report to all the shareholders of the Transferor Company (except the Transferee Company), without any further act, instrument or deed, in accordance with Part II of the Scheme.
- g) Transfer of the authorized share capital of the Transferor Company to the Transferee Company and consequential increase in the authorized share capital of the Company as provided in Part III of the Scheme.
- h) The Transferor Company shall stand dissolved without being wound up.

2.2 The effectiveness of the Scheme is conditional upon fulfilment of the actions specified in the Scheme, which *inter alia* include:

- (a) receipt of consents, no-objection letters, approvals by the Transferee Company from the Stock Exchanges (as defined in the Scheme) in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circulars in respect of the Scheme (prior to filing the Scheme with the Competent Authority), which shall be in form and substance acceptable to the Companies, each acting reasonably and in good faith;
- (b) the Scheme being agreed to (in the manner prescribed herein) by the respective requisite majorities of the various classes of shareholders of the Companies as required under the Companies Act;
- (c) the Scheme being approved by the public shareholders of the Transferee Company through e-voting in terms of Part – I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and the Scheme shall be acted upon only if votes cast by the public shareholders in



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favour of the proposal are more than the number of votes cast by the public shareholders against it;

- (d) there having been no interim or final ruling, decree or direction by any Appropriate Authority, which has not been stayed by an appellate authority, which has the effect of prohibiting or making unlawful, the consummation of the proposed Scheme by any of the Companies; and
- (e) the Scheme being sanctioned by the Competent Authority under Sections 230 to 232 of the Companies Act, on terms as originally approved by or with such modifications as are acceptable to the Companies.

Upon the fulfilment of the aforementioned conditions, the Scheme shall become effective on the date or last of the dates on which the certified copies of the order of the Competent Authority sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with their respective Registrar of Companies (whichever is later) ("Effective Date").

### 3. NEED FOR THE SCHEME

The Transferee Company is one of the leading global steel companies, with over 100 (hundred) years of experience in the steel sector and is a pioneer of steel manufacturing in India. The Transferor Company is engaged in the in the business of manufacture of wire rods, TMT rebars, wires and wire products as an external processing agent of the Transferee Company and manufacturing and direct marketing of welding products, nails, rolls and castings. The amalgamation will consolidate the business of the Transferor Company and Transferee Company which will result in focused growth, operational efficiencies and enhanced business synergies. In addition, resulting corporate holding structure will bring enhanced agility to business ecosystem of the merged entities.

### 4. RATIONALE AND OBJECTIVE OF THE SCHEME

- 4.1 The amalgamation will ensure creation of a combined entity, hosting value-added long products under the Transferee Company, leading to 'One-Tata Steel' in front of customers which will improve shareholder value of the merged entity. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.
- 4.2 The companies believe that the financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of the companies pooled in the merged entity, will lead to optimum use of infrastructure, cost reduction and efficiencies, productivity gains and logistic advantages and reduction of administrative and operational costs and thereby maximising shareholder value of the merged entity.



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## THE INDIAN STEEL & WIRE PRODUCTS LIMITED

### 5. SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME

#### 5.1 The proposed Scheme would result in the following synergies:

- (a) **Operational efficiencies:** The proposed amalgamation would result in synergy benefits arising out of single value chain thereby reducing costs and increasing operational efficiencies. Centralization of inventory primarily stores, spares, MRO, and services can be managed centrally which will increase scale of operations thereby improving negotiating power, reducing sourcing and inventory management costs. The amalgamation is expected to result in better alignment, optimized power consumption, sharing of best practices, cross-functional learnings, better utilisation of common facilities and greater efficiency in debt and cash management.
- (b) **Faster execution of projects in pipeline:** The growth projects of the Transferor Company will be fast tracked by leveraging the Transferee Company's technical expertise and financial resources.
- (c) **Simplified structure and management efficiency:** In line with group level 5S strategy – simplification, synergy, scale, sustainability, and speed – the amalgamation will simplify group holding structure, improve agility to enable quicker decision making, eliminate administrative duplications, consequently reducing administrative costs of maintaining separate entities.
- (d) **Sales and marketing:** Sales and distribution network will be pooled, providing greater market penetration. Culture of customer delight will be fostered by transitioning to culture of 'one-face' to customers thereby making it easier to address customer needs by providing them uniform product and service experience, resolving customer complaints, ensuring on-time deliveries, and improved service quality. With common credit management, customers are expected to benefit from the channel financing facility; and
- (e) **Sharing of best practices in sustainability, safety, health and environment:** Adoption of improved safety, environment and sustainability practices owing to a centralized committee at combined level to provide focused approach towards safety, environment and sustainability practices resulting in overall improvement. Further, overall technology maturity can be enhanced by the companies through unfettered access to each other's information technology applications and systems.

### 6. IMPACT OF SCHEME ON SHAREHOLDERS

- 6.1 The Audit Committee of the Company noted that upon the Scheme coming into effect, the Transferee Company shall without any further application, act, instrument, or deed, pay Rs. 426/- (Rupees four hundred and twenty-six) to the shareholders of the Transferor Company (except the Transferee Company) for every 1 (one) fully paid-up equity shares of nominal value of Rs. 10/- (Rupees ten) each held by the shareholders (except the Transferee Company) of Transferor Company, whose name appear in the register of members, including register and index of beneficial owners maintained by a



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## THE INDIAN STEEL & WIRE PRODUCTS LIMITED

depository(ies) under Section 11 of the Depositories Act, 1996 as on the Record Date (as defined in the Scheme)

- 6.2 The Audit Committee noted that for the public shareholders of the Transferor Company, the Scheme will provide an opportunity to unlock the economic value for the shareholders by providing them with an exit opportunity. Further, being the majority shareholder of the Transferor Company, the Scheme offers an opportunity to the Transferee Company to consolidate its group structure and achieve synergies.

### 7. COST BENEFIT ANALYSIS OF THE SCHEME

The Scheme involves payment of cash consideration to the shareholders of the Transferor Company. Further, the implementation of the Scheme would involve incurring costs including, administrative cost, statutory dues, cost of transferring the assets and cost of advisors, etc. However, the long-term benefits as stated in paragraph 5 – Synergies of Business of the Entities involved in the Scheme are expected to outweigh costs towards implementation of the Scheme.

### 8. Valuation Report and Fairness Opinion

- 8.1 The Audit Committee reviewed the Valuation Report along with the summary thereof and noted the method of valuation for determination of cash consideration payable to the Eligible Members (as defined in the Scheme) of the Transferor Company (other than the Transferee Company). Further, the Audit Committee, discussed details in relation to the Valuation Report with the independent registered Valuer who was also present at the meeting.

- 8.2 The Audit Committee also noted that the Fairness Opinion has confirmed that the cash consideration specified in the Valuation Report is fair to the shareholders (including the minority shareholders) of the Transferor Company. Further, the Audit Committee, discussed details in relation to the Fairness Opinion with the SEBI registered Merchant Banker who was also present at the meeting.

### 9. Recommendation of the Audit Committee

The Audit Committee, after taking into consideration the Valuation Report and the Fairness Opinion and other documents and based on its discussions with the Valuer and the Merchant Banker recommends the draft Scheme in its present form for favourable consideration by the Board of Directors of Company.

This report of the Audit Committee may please be taken on record by the Board while considering the Scheme for approval and further authorisations.



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**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**

**For and on behalf of the Audit & Risk Management Committee  
of The Indian Steel & Wire Products Limited**



**(Amit Ghosh)**

**Chairman of the Audit & Risk Management Committee**

**DIN: 0482967**

**Date: September 22, 2022**

**Place: Kolkata**

**CERTIFIED TO BE TRUE COPY**

**U. MISHRA  
V.P. (Finance & Accounts)  
The Indian Steel & Wire Products Ltd.**



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**CA VIKRANT JAIN**

*B.Com, ACA, Registered Valuer*  
 Registration No. IBBI/RV/05/2018/10204

September 22, 2022

**Strictly Private & Confidential**

To,  
**Board of Directors,**  
 Tata Steel Limited  
 Bombay House  
 24 Homi Mody Street  
 Fort, Mumbai – 400 001

Dear Sir / Madam,

**Sub: Determination of Fair Value of Equity Shares of The Indian Steel & Wire Products Limited**

I refer to the engagement letter dt. August 29, 2022 whereby, Tata Steel Limited ("TSL" or "Client"), has engaged me for recommendation of the Fair Equity Value of The Indian Steel & Wire Products Limited ("TISWPL" or "Company") for the proposed amalgamation of TISWPL into TSL. TSL and TISWPL are collectively referred to as "Companies"). Vikrant Jain has been hereafter referred to as 'Registered Valuer' or 'I' or 'me'.

**SCOPE AND PURPOSE OF THIS REPORT**

I understand that the amalgamation of the Companies is being contemplated, whereby TISWPL shall be amalgamated into TSL ("Transaction") pursuant to a Scheme of Amalgamation ("Scheme") to be implemented under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. As a consideration for the Transaction, equity shareholders of TISWPL would be paid cash consideration.

TISWPL is a subsidiary of TSL. For the aforesaid purpose, the Client has engaged the Registered Valuer to submit a report recommending the Equity Value per share of TISWPL. The scope of my services is to conduct a Fair valuation of the equity shares of the Company and recommend the same in accordance with internationally accepted valuation standards.

**SOURCE OF INFORMATION**

My valuation analysis is undertaken on the basis of the following information relating to the Business of the Company, furnished to me by the management of the Company and information available in public domain.

We have been provided with the following documents / information by the Client:

- a) Draft Scheme of Amalgamation u/s 230 to 232 and other applicable provisions of the Companies Act, 2013;
- b) Audited financial statements of the Company for the past 3 financial years;
- c) Financial results for the quarter ended 30<sup>th</sup> June 2022 for TISWPL;
- d) Discussions with the Management on various issues relevant to the valuation exercise, such as outlook of the industry, future prospects, expected growth rate and other relevant information regarding future envisaged profitability of the business, etc;



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Registration No. IBBI/RV/05/2018/10204

- e) Other relevant details of the Company such as their history, their promoters, past and present activities, and other relevant information and data including information in the public domain;
- f) Such other information and explanations as we required and which have been provided by the management of the Companies.

### DATE OF VALUATION

The valuation is done as of 30<sup>th</sup> June 2022, using the financial statements as on 30<sup>th</sup> June 2022.

### BACKGROUND

#### Tata Steel Limited:

Tata Steel Limited ("TSL") is one of the largest steel manufacturing companies headquartered at Mumbai and TSL is engaged in the business of manufacturing steel offering a broad range of steel products including a portfolio of high value-added downstream products such as hot rolled, cold rolled and coated steel, rebars, wire rods, tubes and wires. TSL also has a well-established distribution network. It is a listed company incorporated on August 26, 1907, having its registered office at Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001 and CIN is L27100MH1907PLC000260. The issued and subscribed equity share capital as on August 1, 2022 is INR 1,222.12 Cr, consisting of 12,22,12,20,420 equity shares of face value of INR 1/- each fully paid up and INR 0.06 Cr consisting of 22,32,880 equity shares of INR 0.2504/- each partly paid up. The Shareholding Pattern is as follows:

Sr. No.	Class of Shareholders	No. of shared held	% of total Shareholding
1	Promoter & Promoter Group	4,14,35,86,570	33.90%
2	Public	8,07,98,66,730	66.10%
	<b>TOTAL</b>	<b>12,22,34,53,300</b>	<b>100.00%</b>

#### The Indian Steel & Wire Products Limited:

The Indian Steel & Wire Products Limited ("TISWPL") is an unlisted public limited company incorporated on 2<sup>nd</sup> December 1935, having its registered office at Flat No. 7 D & E, 7<sup>th</sup> Floor, Everest House, 46C Chowringhee Road, Kolkata, having CIN: U27106WB1935PLC008447. The Company was taken over by Tata Steel Limited under BIFR Scheme with 92% shareholding in 2003. The Company is engaged in the business of manufacture of wire rods, TMT rebars and wires, welding products, nails, rolls and casting. The issued and subscribed equity share capital as on 30<sup>th</sup> June 2022 is INR 5.99 Cr, consisting of 59,91,896 equity shares of face value of INR 10/- each. The Shareholding Pattern is as follows:

Sr. No.	Class of Shareholders	No. of shared held	% of total Shareholding
1	Tata Steel Limited	56,92,651	95.01%
2	Others	2,99,245	4.99%
	<b>TOTAL</b>	<b>59,91,896</b>	<b>100.00%</b>

### **EXCLUSIONS AND LIMITATIONS**

My report is subject to the scope limitations detailed in engagement letter dt. August 29, 2022. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

No investigation of the Companies' claims to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute certification of the historical financial statements including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in report as per the agreed terms of engagement. It may not be valid or used for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particulars. This report is issued on the understanding that the Client has drawn my attention to all the material information, which it is aware of concerning the financial position of the Company and any other matter, which have an impact on my opinion, on the fair value of shares of the Company for the purpose of the proposed amalgamation, including any significant changes that have taken place or are likely to take place in the financial position of the Company, subsequent to the report date. I have no responsibility to update this report for events and circumstances occurring after the date of the report.

In the course of valuation, I was provided with both written and verbal information. I have evaluated the information provided to me by the Client through broad inquiry, analysis and review but have not carried a due diligence or audit of the information provided for the purpose of this engagement. I assume no responsibility for any errors in the above information furnished by the Client and consequential impact on the present exercise.

My report is not, nor should it be construed as my opinion or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market laws or as regards any legal implications or issues arising from such proposed transaction.

This report is prepared only in connection with the proposed amalgamation exclusively for the use of the Company and for submission to any regulatory / statutory authority as may be required under the law.

Valuer, nor its managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

The information contained herein and my report is confidential. Any person / party intending to provide finance / invest in the shares / business of the Company, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is to be

noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed amalgamation as aforesaid, can be done only with my prior permission in writing.

### **APPROACH TO VALUATION ENGAGEMENT**

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Discussion with the Management to understand the business and fundamental factors that affect its earning-generating capability including strength, weaknesses, opportunity and threats analysis and historical financial performance
- Analysis of information shared by the Management
- Analysis of information related to the Company and its peers as available in public domain
- Discussion with the Registered Valuer and the Fairness Opinion giver appointed by TISWPL regarding the valuation approach being adopted for the proposed Transaction
- Selection of appropriate internationally accepted valuation methodology/(ies) after deliberation
- Arriving at Equity Valuation of TISWPL for the Proposed Transaction

### **VALUATION MEHTODOLOGY**

The Scheme contemplates the amalgamation of TISWPL into TSL for cash consideration and hence would require determining fair value of the equity shares of TISWPL.

There are several commonly used and accepted methods for determining the valuation of TISWPL, which have been considered in the present case, to the extent and applicable, including:

1. Market Approach: Comparable Companies Multiples
2. Income Approach: Discounted Cash Flow Method
3. Cost Approach: Net Asset Value Method

As discussed below for the Proposed Transaction we have considered these methods, to the extent relevant and applicable.

This valuation could fluctuate with passage of time, changes in prevailing market conditions and prospects, industry performance and general business and economic conditions financials and otherwise, of the Company, and other factors which generally influence the valuation of the company and their assets.

I have relied on the judgement of the Management as regards contingent and other liabilities, and have made appropriate adjustments based on my past experience.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although, different values may exist for different purpose, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. My choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature, regulatory guideline and our reasonable judgement, in an independent and bona fide manner based on my previous experience of assignments.

The Valuation methodologies, as may be applicable which have been used to arrive at the fair value of TISWPL, are discussed hereunder:

**Comparable Companies Market Multiple (“CCM”) Method:**

Under this method, fair value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. I have considered this method for valuing of equity shares of the Company.

**Discounted Cash Flow (“DCF”) Method:**

The discounted cash flow method is a modern valuation method which relates the value of an asset to the present value of the expected future cash flows on those assets. Here the projected cash flow is discounted with the weighted average cost of capital to arrive at the fair value. I have considered this method for valuing of equity shares of the Company.

**Book Value / Net Assets Value (“NAV”) Method:**

In case of Net Assets Method, the value is determined by dividing the net assets of the Company by the number of shares. The underlying asset approach represents the value with reference to the historical cost of the assets owned by the Company and attached liabilities as at the valuation date. Since the shares are valued on a “going concern” basis, and there are no intentions to dispose off the assets of the Company, I have considered it appropriate not to consider this method of valuation for the present valuation exercise.

**RECOMMENDATION ON FAIR EQUITY VALUE**

The fair basis of amalgamation of the Companies would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at, under each of the above approaches, for the purpose of recommending the fair value of equity shares it is necessary to arrive at a single value. It is however important to note that in doing so, I am not attempting to arrive at the absolute value of the shares of the Company. My approach is to determine the fair value of TISWPL by applying appropriate weightage to the values.

**Computation of Fair Equity Value of TISWPL**

Valuation Approach	TISWPL	
	Value Per Share	Weight
Asset Approach – NAV Method*	240.1	0%
Income Approach – DCF Method	409.6	50%
Market Approach – CCM Method	442.0	50%
<b>Fair Equity Value per Share (Rounded)</b>	<b>426</b>	

\*The Company is assumed to continue business on “going concern basis”, and there being no intention to dispose off the assets, therefore I have not considered Asset Approach Method for the said transaction.



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The fair value of equity shares of the Company is based on the various methodologies explained herein earlier and various qualitative factors relevant the company and the business dynamics and growth potential of the business of the Company, having regard to information base, management representations and perceptions, key underlying assumptions and limitations.

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgement taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in various judicial decisions.

### **FAIR EQUITY VALUE OF TISWPL**

In the light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove referred to earlier in this report, in my opinion, **the fair equity value of TISWPL is Rs. 255 Cr. (i.e. Rs. 426/- per equity share).**

Report Submitted

**Thanking you,  
Yours faithfully,**

VIKRANT  
HEMRAJ  
JAIN

Digitally signed  
by VIKRANT  
HEMRAJ JAIN  
Date: 2022.09.22  
15:25:12 +05'30'

**CA Vikrant Jain  
Registered Valuer  
IBBI/RV/05/2018/10204**



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 ey.com

22 September 2022

The Board of Directors  
**Tata Steel Limited**  
 Bombay House  
 24 Homi Mody Street  
 Fort, Mumbai – 400 001

**Sub: Fairness opinion on the fair equity value of The Indian Steel & Wire Products Limited (“ISWPL”) recommended by the independent registered valuer for proposed amalgamation of ISWPL into Tata Steel Limited**

Dear Sir / Madam,

We refer to the engagement letter dated 29 August 2022 with Ernst & Young Merchant Banking Services LLP (hereinafter referred to as “we” or “EY” or “us”), wherein Tata Steel Limited (hereinafter referred to as “you” or “Client” or “TSL”) has requested us to provide a fairness opinion on fair equity value of The Indian Steel & Wire Products Limited (“ISWPL”) recommended by Vikrant Jain, Registered Valuer (hereby referred as “Independent Valuer” or “Registered Valuer”) as at 30 June 2022 (“Valuation Date”) for the proposed amalgamation of ISWPL into TSL (together ISWPL and TSL are referred to as “Companies”).

#### **SCOPE AND PURPOSE OF THIS REPORT**

We understand that amalgamation of ISWPL into TSL (“Proposed Transaction” or “Proposed Amalgamation”), under a Scheme of Amalgamation (“Scheme”) is being evaluated by the Board of Directors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and other provisions of the Companies Act, 2013, as may be applicable. As a consideration for this Proposed Transaction, minority equity shareholders of ISWPL would be paid cash consideration by TSL in lieu of their shareholding in ISWPL.

In this connection, the Client has engaged EY to provide fairness opinion on the fair equity value of ISWPL as at Valuation Date determined by Vikrant Jain, Registered Valuer with IBBI with Registration No. IBBI/RV/05/2018/10204 for the Proposed Transaction.





This fairness opinion report (“Report”) is our deliverable in respect of the above engagement.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

This Report has been issued only for the purpose of facilitating the Proposed Transaction and should not be used for any other purpose.

### **SOURCES OF INFORMATION**

In connection with this exercise, we have received the following information from the Management / obtained from public domain:

- Fair valuation report of equity shares of ISWPL as at 30 June 2022 issued by Vikrant Jain, Registered Valuer dated 22 September 2022
- Audited financial statements of ISWPL for the year ended 31 March 2018 to 31 March 2022
- Unaudited limited reviewed financial statements of ISWPL for the 3 months ending 30 June 2022
- Unaudited financial statements of ISWPL for the 3 months ending 30 June 2021
- Financial projections of ISWPL from 1 July 2022 to 31 March 2027
- Shareholding pattern of ISWPL as at 30 June 2022
- Details of contingent liabilities as at 31 March 2022 and confirmation that there is no material change in contingent liabilities from 31 March 2022 till Report date for ISWPL
- Background information provided through emails or during discussions.

We have also obtained further explanations and information considered reasonably necessary for our exercise.

During the discussions with the management of Companies, we have also obtained explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise. The Client have been provided with the opportunity to review the draft report (excluding the fair equity value proposed by the Registered Valuer and the fairness opinion on the recommended equity value) as part of our standard practice to make sure that factual inaccuracies/omissions are avoided in our Report.



## PROCEDURES ADOPTED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information
- Obtained data available in public domain
- Discussions (physical/over call) with the management of the Companies to:
  - Understand the business and fundamental factors that affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance
- Undertook Industry Analysis:
  - Researched publicly available market data including economic factors and industry trends that may impact the valuation
  - Analyzed of key trends and valuation multiples of comparable companies/comparable transactions using proprietary databases subscribed by us or our network firms
- Reviewed the fair equity valuation arrived by the Vikrant Jain, Registered Valuer along with supporting valuation workings and had discussions to seek clarifications.
- Undertook alternative calculations and analysis based on internationally accepted valuation methodology/(ies) as considered appropriate by us







## **SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS**

Provision of fairness opinions and consideration of the issues described herein are areas of our regular valuation practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

The user to which this fairness report opinion is addressed should read the basis upon which the Report has been prepared and be aware of the potential for later variations in value due to factors that are unforeseen at the Valuation Date. Due to possible changes in market forces (including prevailing quoted prices) and circumstances, this opinion can only be regarded as relevant as at the Valuation Date.

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our Report is restricted for the purpose indicated in the engagement letter. We do not take any responsibility for the unauthorized use of this Report.

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of ISWPL's existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information.

The fairness opinion work has been performed on the Registered Valuer's report on recommendation of fair equity value of ISWPL for the Proposed Amalgamation and unaudited limited reviewed balance sheet of ISWPL provided by the management as at 30 June 2022.

We have been informed that the business activities of ISWPL have been carried out in the normal and ordinary course between latest available financial statement date (i.e. 30 June 2022) and the Report date and that no material changes have occurred in their respective operations and financial position between 30 June 2022 and the Report date.

In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Client or Companies, their directors, employees or agents.

The Client and its Management warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the Client, their Management and other third parties, if any, concerning the





financial data, operational data and other information, except as specifically stated to the contrary in the report. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the Companies, their directors, employee or agents.

Providing fairness opinion is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. In the ultimate analysis, our opinion will have to be tempered by the exercise of judicious discretion and judgment taking into accounts all the relevant factors.

The final responsibility for the determination of the equity value of ISWPL at which the Proposed Transaction shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors (if any).

We have assumed that the amalgamation will be consummated on the terms set forth in the Scheme and that the final version of the Scheme will not change in any material respect from the draft version we have reviewed for the purpose of this opinion.

EY is not aware of any contingency, commitment or material issue which could materially affect the ISWPLs' economic environment and future performance and therefore, the fair value of the ISWPL.

The Report assumes that the ISWPL comply fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the ISWPL will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded / reflected in the balance sheet of ISWPL provided to us.

The Report does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

We do not provide assurance on the achievability of the results forecasted by the Management / ISWPL as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecasted as the achievement of the forecast results is dependent on actions, plans and assumptions of ISWPL.





Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme, without our prior written consent. In addition, this Report does not in any manner address the prices at which equity shares of the Client will trade following announcement of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of either company should vote at any shareholders' meeting(s) to be held in connection with the Proposed Transaction.

The fairness opinion is governed by concept of materiality.

It has been assumed that the required and relevant policies and practices have been adopted by ISWPL and would be continued in the future.

The fee for the Report is not contingent upon the results reported.

We owe responsibility only to the Board of Directors of the Client that has appointed us under the terms of the engagement letter. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person.

We have also relied on data from external sources to conclude the fairness opinion. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.







## **BACKGROUND**

### **Tata Steel Limited**

TSL manufactures and distributes steel products in India and internationally. The equity shares of TSL are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). For the financial year ended 31 March 2022, TSL reported consolidated revenues from operations of INR 2,439.6 billion and consolidated profit after tax of INR 417.5 billion.

The issued and paid-up share capital of TSL as on date of the report is INR 12,221.8 million divided into 12,221,220,420 equity shares of face value of INR 1 each (fully paid up) and 2,232,880 equity shares of face value of INR 1 each (INR 0.25 each partly paid up)

### **The Indian Steel & Wire Products Limited**

Established in 1920, the Indian Steel & Wire Products Limited is a subsidiary of Tata Steel Limited. TSL holds 95.01% stake in ISWPL. ISWPL is engaged in the business of manufacturing of wire rods, TMT rebars, wires and wire products as an external processing agent of TSL, and manufacturing and direct marketing of welding products, nails, rolls and castings.

For the financial year ended 31 March 2022 ISWPL reported revenue of INR 3,541.5 million and profit after tax of INR 198.5 million.

The issued and paid-up share capital of ISWPL as on date of the report is INR 59.9 million divided into 5,991,663 equity shares of face value of INR 10 each (fully paid up)







## VALUER'S RECOMMENDATION

The Registered Valuer determined an equity value of ₹ 255.1 crore for 100% equity stake of ISWPL as at 30 June 2022 i.e. per share equity value of ₹ 426 (of face value of ₹10 each fully paid up).

## OUR OPINION

Based on Registered Valuer's report, our alternative calculations and on consideration of all the relevant factors and circumstances, we believe that the per share value determined by the Registered Valuer is fair from the financial perspective for the seller i.e. Tata Steel Limited.

It should be noted that we have examined the fairness of the equity value of ISWPL for the Proposed Transaction only for the Board of directors / shareholders of Tata Steel Limited and have not examined any other matter including economic rationale of the transfer per se or accounting and tax matters involved in the Proposed Transaction.

Respectfully submitted,

**Ernst and Young Merchant Banking Services LLP**

  
Navin Vohra  
Partner





# VALUATION REPORT

## THE INDIAN STEEL & WIRE PRODUCTS LIMITED

CERTIFIED TO BE TRUE COPY

A handwritten signature in blue ink, appearing to read "U. Mishra".

U. MISHRA  
V.P. (Finance & Accounts)  
The Indian Steel & Wire Products Ltd.





www.omnifin.in

**Omnifin Valuation Services (OPC) P Ltd**

Diamond Arcade, #313  
68 Jessore Road, Kolkata 700055  
valuation@omnifinsolutions.com  
CIN: U74999WB2021OPC242865  
+91 88 2000 1234

To,  
Board of Directors  
**The Indian Steel & Wire Products Limited**  
Flat-7D & E, 7th Floor, Everest House,  
46C, Chowringhee Road, Kolkata  
West Bengal 700071 India

Dear Sir/Madam,

**Ref: Fair value of equity share of The Indian Steel & Wire Products Ltd as of 30<sup>th</sup> June, 2022.**

Pursuant to our engagement with you ("the client") for valuation of shares of The Indian Steel & Wire Products Limited ("Company" or "ISWPL") to be carried on for the proposed merger of the Company with Tata Steel Ltd in a Cash Deal as of 30<sup>th</sup> June, 2022. The Company is registered under The Companies Act, 2013 (CIN - U27106WB1935PLC008447).

Our engagement is to value the equity shares of the Company in accordance with The Companies Act, 2013 using audited financial as of 30<sup>th</sup> June, 2022 ("**Valuation Date**").

Based on the information provided to us, we have arrived at the "Fair Value" ("Valuation" or "Value") of the Company **as of 30<sup>th</sup> June, 2022**. It should be noted that the valuation engagement is purely an analytical exercise based on the information and documents given to us. Our valuation conclusion will not necessarily be the price at which actual transaction will take place. Our report is not some advice on the transaction and should not be used as the basis of investment.

Based on our assessment, the **Fair value of Equity** of the company is **INR 25,514.82 Lakhs** leading to a **value per share of INR 425.82** as a weighted average of value arrived under multiple approaches. The detailed valuation report including computation of fair value of the equity shares of the Company and valuation rationale has been attached in subsequent pages.

Regards  
**VIKASH GOEL**  
Digitally signed  
by VIKASH GOEL  
Date:  
2022.09.22  
20:24:35 +05'30'  
Vikash Goel,  
Director, Omnifin Valuation Services (OPC) P Ltd  
(IBBI Regd. No.: IBBI/RV/01/2018/10339)  
(RVM No. RVOESMA/RVM/2020/0045)  
Date: 22<sup>nd</sup> Sep 2022 | Kolkata



**CIN: U74999WB2021OPC242865 | IBBI Regn No. IBBI/RV-E/01/2022/160 | RVE M No. RVOESMA/REM/2022/0004**

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## 1.0 Purpose

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We have been engaged for the purpose of assessing fair value of equity shares of the Company as of 30<sup>th</sup> June, 2022 for the purpose of merger with Tata Steel Limited using audited and projected financials.

## 2.0 Key dates

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**Appointment Date:** We have been appointed by the management vide letter dated 29<sup>th</sup> Aug 2022.

**Valuation Date:** The value of the company should be considered to the value as on 30<sup>th</sup> Jun 2022.

**Report Date:** Our valuation report has been submitted as of 22<sup>nd</sup> Sep 2022.

## 3.0 Appointing authority / Intended users

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We have been appointed by the Board of Directors of The Indian Steel & Wire Products Ltd (**"Appointing Authority"**) to value the company for the purpose of merger with Tata Steel Ltd. The Appointing Authority are the only authorized user of this report and is restricted for the purpose indicated in the report. This restriction does not preclude the Appointing Authority from providing a copy of the report to its internal stakeholders on a need-to-know basis, auditors, regulators, and third-party advisors as would be consistent with the intended use.



## 4.0 About the valuer

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Omnifin Valuation Services (OPC) Pvt Ltd (“Omnifin”) is a Registered Valuer Entity under Insolvency and Bankruptcy Board of India (IBBI) having Registration No. IBBI/RV-E/01/2022/160. Omnifin holds a Certificate of Practice with RVO ESMA to value Securities and Financial Assets.

Vikash Goel (the “Valuer”), is a Director at Omnifin and is a Registered Valuer with IBBI. The Valuer is registered with the Insolvency and Bankruptcy Board of India to undertake the Valuation of Securities and Financial Assets of the Companies and holds a Certificate of Practice to practice as a valuer. Vikash is a Chartered Accountant (Fellow member of ICAI), CFA (ICFAI) and holds MS Finance and MBA in HR. He is also an alumnus of St Xavier’s College, Kolkata, and hails from Indian Institute of Management Calcutta (IIM-C). Vikash has extensive experience of over 16 years spanning across Industry and Consulting and has worked with companies like PwC, EY, and ICA in India and Canada. Vikash has conducted valuation across a variety of spectrum including but not limited to Angel fund raising, Private equity exit, Private Placement, Valuation of shares under Income Tax, Investment advisory around valuation of shares, mutual funds, hedge funds and derivatives and has been exposed to global valuation and business modelling practices for companies.

## 5.0 Disclosure of valuer interest or conflict

---

We hereby certify that the valuer is suitably qualified and authorized to practice as a valuer; does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the company (including the parties with whom the company is dealing, including the lender, or selling agent, if any). The valuer accepts instructions to value the company only from the appointing authority or eligible instructing party.

We have no present or planned future interest in the company or its group companies, if any and the fee payable for this valuation is not contingent upon the value of shares reported herein.

*It is possible that some of our group entities or related parties or employees may have some non-controlling and non-material stake in Tata Steel Ltd or Tata Group of Companies in the normal course of investment. Our valuation exercise is not jeopardised with such investment.*

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## 6.0 Background Information about the company

### The Indian Steel & Wire Products Ltd

<b>CIN</b>	U27106WB1935PLC008447	
<b>Date of Incorporation</b>	02/12/1935	
<b>Registered Address</b>	Flat-7D & E, 7th Floor, Everest House, 46C Chowringhee Road, Kolkata West Bengal 700071 India	
<b>Listing status</b>	Unlisted	
<b>Directors and Key signatories</b>	Amit Ghosh	[DIN: 00482967]
	Neeraj Kant	[DIN: 06598469]
	Ramya Hariharan	[DIN: 06928511]
	Sandeep Bhattacharya	[DIN: 07071894]
	Ashish Anupam	[DIN: 08384201]
	Rabi Narayan Kar	[PAN: AKYPK5181A]
<b>Authorised Share Capital</b>	INR 7,00,00,000	
<b>Paid up Share Capital</b>	INR 5,99,18,960	

Established in 1920, the Indian Steel and Wire Products Limited became the first wire drawing company of the country. Nestled amidst the verdant surroundings of India's first industrial city, Jamshedpur, the company gradually spread roots and is now a primary manufacturer of wire rods, TMT rebars, wires, welding products, nails, rolls and castings.

The company became a subsidiary of Tata Steel Ltd in 2003 and is committed to the highest standards of quality and service. The Wire Rod Mill and Wire Mill act as the conversion agents of Tata Steel and Tata Steel Global Wires respectively, wherein the parent plant supplies the raw material and markets the finished good. The company is a pioneer in the rolls industry.

Marketed under the brand name 'JEMCO', the company's rolling and casting products boast of a prominent presence across the globe. The electrodes and nails divisions, under the umbrella of the brand name 'SPARK', also form an integral part of the company's business venture. Its state-of-the-art Welding Technology Centre further augmented by the treasure of experience and expertise in the field of welding consumables results in a quality that is distinguished and paramount.

Spread over an area of 350 acres, ISWP is equipped with a vast infrastructure comprising of a township with 800 houses, a hospital, a sports complex, and health club for the officers among others.

[Source: <https://iswp.co.in/company-overview/>]

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## 6.1 Industry Overview

India is currently the world's 2nd largest producer of crude steel in Jan-Dec 2021, producing 118.20 Million tonnes (MT) crude steel with growth rate 17.9% over the corresponding period last year. India is the largest producer of Direct Reduced Iron (DRI) or Sponge Iron in the world in Jan-Dec 2021, producing 39.04 MT Sponge Iron with growth rate 16.2% over the corresponding period last year. India is the 2nd largest consumer of finished steel in 2021 (106.23 MT), preceded by China as the largest steel consumer as per World Steel Association. Capacity for domestic crude steel expanded from 137.97 MT in 2017-18 to 154.06 MT in 2021-22, Compounded Annual Growth Rate (CAGR) of 3.7% during this five-year period. Crude steel production grew at 4.2% annually (CAGR) from 103.13 MT in 2017-18 to 120.29 MT in 2021-22.

During Apr-Jul, 2021-22 (provisional; source: JPC), production of crude steel was at 41.09 MT, up by 8.9%. The Indian steel industry has entered into a new development stage, post de-regulation, riding high on the resurgent economy and rising demand for steel. In this role, the Government has released the National Steel Policy 2017, which has laid down the broad roadmap for encouraging long term growth for the Indian steel industry, both on demand and supply sides, by 2030-31. The Government has also announced a policy for providing preference to domestically manufactured Iron & Steel products in Government procurement.

The National Steel Policy, 2017 envisage 300 million tonnes of production capacity by 2030-31. The per capita consumption of steel has increased from 57.6 kgs to 74.1 kgs during the last five years. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per capita to 38 kg/per capita by 2030-31.<sup>1</sup>





### Company highlights



During the Financial Year ending March 2022, the company reported a Revenue growth of 25.9 percent along with a PAT Margin of 5.5 percent against 4.2 percent in FY 2021. The Return on Capital employed was 18 percent in FY 2022 against 13 percent in FY 2021.

We observed that over 75 percent of the company's revenue comes from Sale of Services to Tata Steel Ltd. Most of its sales are contracted under Cost plus mark-up method which insulates the company from significant fluctuations in raw material prices.

The company is investing into WRM capacity enhancement to the tune of INR 42 crore and another INR 6.5 Crore in Coil Yard shed. These have been reflected in the projected financial statements along with other maintenance capex.

Currently, the company has a Non-Operating Asset in the form of flats in Kolkata which have been let out to Tata Steel Ltd. The company has received a deposit of INR 14 Crore against the property apart from monthly rental income of ~ INR 60 lakhs per annum.



## 7.0 Inspections and investigations

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The Valuation of the equity shares of the Company is being done as on the Valuation Date considering the projections provided by the management, and documents produced before us for the purpose of ascertaining the fair value of unquoted equity shares of the Company.

We have relied on accuracy and completeness of all the information and explanations provided by the management. While we have applied the test of reasonability, we have not carried out any independent verification or validation to establish its accuracy or sufficiency.

We have received representations from the management and have accordingly assessed the fair value of the company. Our Valuation exercise is a Desktop Valuation based on documents provided, inquiries from the management and secondary research only. We believe that given the nature of the valuation and the underlying reports made available to us, it is plausible to carry out such valuation.

## 8.0 Sources of information

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While performing the valuation, we have relied on the following sources:

- Brief received from the management about the company's background.
- Audited Financial Statements for the period as on 31st March 2022.
- Limited Reviewed Financial Statements as on 30<sup>th</sup> June 2022.
- Management certified projected financial statements for periods ending till 31st March 2027.
- Land Valuation Report received from Management for Investment in properties.
- Details of state of affairs as represented by the management as on the valuation date.
- We have also accessed public documents as available from external sources such as mca.gov.in to better understand and assess the value of the business.
- Market / industry information.

We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us; we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations, or liabilities of the Company. The valuation analysis and result are substantively based only on information contained in this report and are governed by concept of materiality.

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## 9.0 Caveats, limitations, and disclaimers

- 9.1. **Restriction on use of Valuation Report:** This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. The management of the Company are the only authorized user of this report and is restricted for the purpose indicated in the report. This restriction does not preclude the Appointing Authority from providing a copy of the report to its internal stakeholders on a need-to-know basis, auditors, regulators, and third-party advisors whose review would be consistent with the intended use. Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. We do not take any responsibility for the unauthorized use of this report.
- 9.2. **Purpose:** Our report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.
- 9.3. **No advice towards investment or on transaction:** Our Valuation report should not be construed as advice for the transaction. Specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction as stated in the purpose of engagement. We express no opinion or recommendation, and the stakeholders are expected to exercise their own discretion. We would not be responsible for the decision taken by anybody based on this report.
- 9.4. **Responsibility of Registered Valuer:** We owe responsibility to only to the appointing authority that has appointed us under the terms of the engagement. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or wilful default on part of the client or companies, their directors, employees, or agents. In any case, our liability to the management or any third party is limited to be not more than 50% of the amount of the fee received by us for this engagement.
- 9.5. **Accuracy of Information:** While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the clients existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the appointing authority/management.
- 9.6. **Achievability of the forecast results:** We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.



- 9.7. **Post Valuation Date Events:** An analysis of such nature is necessarily based on the prevailing stock market, financial, economic, and other conditions in general and industry trends as in effect on, and the information made available to us as of, the date hereof. The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the Valuation Date.
- 9.8. **Range of Value Estimate:** The valuation of companies and assets is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is no indisputable single value, and the estimate of the value is normally expressed as falling within a likely range. To comply with the engagement's requirements, we have provided a range of value for the overall Fair Value of the assets of the Company, derived based on appropriate approaches. Whilst we consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.
- 9.9. **No Responsibility to the Actual Price of the subject asset:** The actual market price achieved may be higher or lower than our estimate of value/value range depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which actual transaction will take place. The final transaction price is something on which the parties themselves have to agree. We also emphasize that our opinion is not the only factor that should be considered by the parties in agreeing the transaction price or swap ratio.
- 9.10. **Reliance on the representations of the management and other third parties:** In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given on behalf of the Company. The representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the management and other third parties concerning the financial data, operational data except as specifically stated to the contrary in the report. We shall not be liable for any loss, damages, cost, or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee, or agents.
- 9.11. **No procedure performed to corroborate information taken from reliable external Sources:** We have relied on data from external sources also to conclude the valuation. These sources are





believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

- 9.12. **Compliance with relevant laws:** The report assumes that the company/business/asset complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies/business/assets will be managed in a competent and responsible manner. This Report does not look into the business/commercial reasons behind the transaction nor the likely benefits arising out of the same. In addition, we express no opinion or recommendation, and the stakeholders are expected to exercise their own discretion. Further, unless specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet/fixed assets register provided to us.
- 9.13. **Multiple factors affecting the Valuation Report:** The valuation report is tempered by the exercise of judicious discretion by us, considering the relevant factors. There will always be several factors, e.g., management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.
- 9.14. **Questions, Appearances or Testimony in courts/ tribunals/ authorities:** Our engagement is limited to preparing the report to be submitted to the management. We shall not be liable to provide any evidence for any matters stated in the report nor shall we be liable or responsible to provide any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report. However, in case we are required to appear before any regulatory authority as per law, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.
- 9.15. **Fees and Independence:** We are independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid/to be paid for our services in no way influenced the results of our analysis.



## 10.0 Valuation

The valuation exercise is aimed at the assessment of the Fair Value of the company. We are required to arrive at the above valuations based on internationally accepted valuation practices.

**As per RICS Appraisal Manual, ICAI Valuation Standard (ICAI VS) 101, Ind AS (113) as well as IFRS 13** defines fair value as *“the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.”*

### 10.1 Valuation bases and premise

ICAI valuation Standards 102 prescribes three bases of value viz;

- **Fair Value:** Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.
- **Participant Specific Value:** Participant specific value is the estimated value of an asset or liability considering specific advantages or disadvantages of either of the owner or identified acquirer or identified participants.
- **Liquidation Value:** Liquidation value is the amount that will be realised on sale of an asset or a group of assets when an actual / hypothetical termination of the business is contemplated/assumed. It may be orderly liquidation or forced sale.

The basis of valuation is Fair Value. The valuation is carried out on the premise of Going concern i.e., the company is expected to operate in the long run for an indefinite period.



## 10.2 Valuation approach and methodology

Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more.

As per ICAI VS 103 – Valuation Approaches and Methods, the principal approaches to valuation are:

- a) Cost Approach
- b) Market Approach
- c) Income Approach and

### Cost Approach

Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost). Value of a business entity using Cost Approach is estimated using either replacement value or realizable value. The net asset-based valuation technique is based on the value of the underlying net assets of the business, on a book value basis or realizable value basis or replacement cost basis. Under the Net Asset Value approach, total value is based on the sum of book value as recorded on the balance sheet of the company adjusted for changes in Fair Value of such assets or unrecorded liabilities.

Particulars as on Valuation Date (30-Jun-22)	Amount (INR Lakhs)
Total Value of Assets	21,502.48
Total Value of Liabilities	7,117.78
Less: Book Value of Non-Operating Assets	149.99
Less: Fair Value of Non-Operating Assets	6,642.00
<b>Value of Equity</b>	<b>20,876.71</b>
<b>Value per share (INR)</b>	<b>348.42</b>

*We have not assigned any weight to value arrived under Cost Approach as the replacement cost or book value may not be representative of the Fair Value of the company.*

### Market Approach

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business. For securities that are traded on an exchange, the traded price is representative of the fair value.

For unlisted securities, comparable companies' trading multiples (CCM) or comparable transactions' multiples (CTM) may be used for valuing the securities. It is based on the principle that 'comparable transactions/market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation'.

The relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The commonly used trading multiples in pricing analysis are Enterprise Value (EV) to Sales ratio (EV/Sales) or Market Capitalization / Sales ratio, Enterprise Value to EBITDA ratio (EV/EBITDA), and Price Earnings ratio (P/E ratio).



We have assessed the value of the company based on EV/EBITDA multiple. The EV/EBITDA multiple was chosen based on industry peers and multiplied by the Annual EBITDA of the Company. These figures have been adjusted for Debt, Cash and Non-Operating Assets to arrive at Equity Value. Since the comparable companies demonstrated very divergent multiples, the average multiple may not be representative of the industry or the company. Accordingly, we have not assigned weight to the value arrived at under this method.

EV/EBITDA Multiple Method	Amount (INR Lakhs)
EV/EBITDA Multiplier	6.70x
EBITDA for FY 2022	2,433.06
Enterprise Value	13,601.50
Less: Debt on Valuation Date	1,400.00
Add: Cash on Valuation Date	2,050.73
Add: Value of Non-Operating Assets	6,642.00
<b>Value of Equity</b>	<b>23,594.23</b>
<b>Value per share (INR)</b>	<b>393.77</b>

As a benchmarking approach, we have also considered Price / Book Value Method as a method of valuation. Since the Company primarily operates in Steel (e.g., long products) we have considered comparable companies from the Steel Industry. Accordingly, we have used Price to Book value multiple (P/BV Multiple) as the method of valuation to represent the Fair Value of the company.

Price / Book Value Multiple Method	Amount (INR Lakhs)
P/BV Multiplier	1.51x
Book Value as on Valuation Date	14,384.7
Value of the Company	21,652.58
<b>Value of Equity</b>	<b>21,652.58</b>
<b>Value per share (INR)</b>	<b>361.36</b>

We have assessed the values closer to the report date. Based on our updated assumption, the P/BV Multiple as on 19-Sep-2022 was arriving at 1.42x leading to the Value of Equity of INR 20,462.24 Lakhs and a Value per share of INR 341.50. We believe that this is not a material difference between the valuation date and report date. Also, for the reasons stated above, we have not considered this approach for our reporting purposes.

#### Income Approach

This approach provides an indication of value by converting future cash flow to a single current value. Under this approach, the value of an asset is determined by reference to the value of income, cash flow or cost savings generated by the asset.

Value of the business using Income approach is estimated based on the earning capacity of the entity or net present value of free cash flows (Discounted Cash flows or DCF) earned from the business. Present value is a tool used to link future amounts (e.g., cash flows or values) to a present amount using a discount rate. A fair value measurement using a present value technique captures all the following elements from the perspective of market participants at the measurement date:

- An estimate of future cash flows for the asset or liability being measured.





- (b) Expectations about possible variations in the amount and timing of the cash flows representing the uncertainty inherent in the cash flows.
- (c) The time value of money.
- (d) The price for bearing the uncertainty inherent in the cash flows (i.e., a risk premium).
- (e) Other factors that market participants would consider in the circumstances.

We have used Discounted Cash Flow Method as the method of valuation based on financial projections given to us. Under the Discounted Cash Flow Approach, the value of the firm's equity is the present value of future free cash flows discounted at the appropriate discount rate. DCF approach requires significant assumptions about the future earning potential as well as the discount rate.

1. **Going concern assumption:** We understand the company represents growth potential with no sign of default in the visible period. Accordingly, we have valued the company as a going concern.
2. **Free Cash Flows:** Based on the representation received from the management, the company is expected to generate positive free cash flows in the future years. We have considered the Discounted Cash Flow (DCF) method of valuation. Under the Discounted Cash Flow Approach, the value of the firm's equity is the present value of future free cash flow discounted at the appropriate discount rate. We have assumed a two stage Discounted Cash Flow Model for arriving at the value under this approach. The first stage is the explicit forecast period (till FY 2027) and then a terminal growth towards indefinite period. We have calculated Free Cash Flow for the Firm (FCFF) based on projected financial statements provided by the management.
3. **Discount Rate:** Since the cash flows used are FCFF, we have used the Weighted Average Cost of Capital (WACC), which incorporates the cost of both equity and debt to arrive at the firm value. Accordingly, the cash flows for each year have been discounted and brought to their present value applying the discounting factor based on WACC.

***WACC = (Cost of Equity x Proportion of Equity) + (Post Tax Cost of Debt x Proportion of Debt)***

- We have assessed the Cost of Equity using Capital Asset Pricing Model (CAPM) and have assigned an additional risk premium considering the uncertainty involved in achieving the projected financial numbers.
- For assessment of Beta, we have considered the long-term Beta of comparable companies and have adjusted the same for their Debt/Equity Ratio to arrive at the Unlevered beta. Since the company has no debt, the same Unlevered Beta is considered for calculating the Cost of Equity.
- We observe that since the company derives most of its revenues from Tata Steel Ltd, we believe that the company's cost of Equity should exceed as that of Tata Steel Ltd. Accordingly, we have assigned an additional risk premium of 5 percent to the arrived Cost of Equity under CAPM.
- Based on discussion with the management, the company plans to operate with 100 percent equity financing in the foreseeable future. Accordingly, our WACC is the same as Cost of Equity.



<i>Risk free rate (Rf) [India 10 Yr Govt Bond yield]</i>	7.45%
<i>Market rate of return [BSE 500 10 Year CAGR]</i>	14.24%
<i>Beta (Based on comparable peers adjusted for D/E Ratio)</i>	0.60
<i>Cost of Equity as per CAPM</i>	11.50%
<i>Add: Additional Risk Premium (unsystematic risk)</i>	5.00%
<i>Cost of Equity (Ke)</i>	16.50%

- 4. Terminal Value:** We have estimated the explicit forecast period till FY 2027. We believe that the company will continue to demonstrate a long-term growth in Free Cash Flows at 4.23% as representative of the long term inflation rate in India.
- 5. Number of shares:** As on the valuation date the total no. of **equity shares on a fully diluted basis is 59,91,896** of Face Value INR 10 each. Our primary analysis is on the Value of Equity of the Company rather than “value per share”.
- 6. Value of Equity from Enterprise Value:** Based on the above, we have arrived at the Enterprise Value using FCFF Approach. This firm value is adjusted for Debt and Cash to arrive at Value of Equity.

### 10.3 Valuation conclusion

Our Valuation Conclusion is based on the weighted average of the values arrived under each of the three approaches. Since the Discounted Cash Flow represents most comprehensive assessment of value, we have assigned 100 percent weight to this method.

Weighted Value	Weights	Value of Equity (INR Lakhs)	Value per share (INR)
Value as per Income Approach	100%	25,514.82	425.82
Value as per Market Approach (P/BV)	0%	21,652.58	361.36
Value as per Market Approach (EV/EBITDA)	0%	23,594.23	393.77
Value as per Cost Approach	0%	19,600.68	327.12
<b>Weighted Value</b>	<b>100%</b>	<b>25,514.82</b>	<b>425.82</b>

Accordingly, our assessed Value of Equity is **INR 25,514.82 Lakhs** or **INR 425.82** per share.

- Over to Annexure -



### 10.4 Annexure 1: Financial Statements

Summary Profit & Loss Statement	Amount in INR Lakhs						
	31-Mar-21	31-Mar-22	30-Jun-22	31-Mar-23	31-Mar-24	31-Mar-25	31-Mar-27
Total Revenue	28,766.36	36,209.23	8,907.33	37,174.82	49,105.35	53,392.08	61,150.04
Total Expenses	27,140.37	33,603.82	8,727.98	34,742.19	45,953.31	49,925.74	57,371.39
Profit before Tax	1,625.99	2,605.41	179.35	2,432.63	3,152.04	3,466.34	3,778.65
Total Tax	--	624.26	49.72	393.01	652.17	877.30	1,069.82
Profit for the year	1,195.56	1,981.15	129.63	2,039.62	2,499.87	2,589.03	2,768.66

Summary Balance Sheet Equity & Liabilities	Amount in INR Lakhs						
	31-Mar-21	31-Mar-22	30-Jun-22	31-Mar-23	31-Mar-24	31-Mar-25	31-Mar-27
Equity Share capital	599.19	599.19	599.19	599.19	599.19	599.19	599.19
Reserve & Surplus	11,759.37	13,606.22	13,785.51	15,827.21	18,327.08	20,916.11	23,684.78
Shareholders' Funds	12,358.56	14,205.41	14,384.70	16,426.40	18,926.27	21,515.30	24,283.97
Total Non-Current Liabilities	2,940.65	2,987.03	2,882.83	2,919.79	2,919.79	2,919.79	2,919.79
Total Current Liabilities	4,026.03	4,014.04	4,234.95	3,895.03	4,032.77	4,228.09	4,433.84
Total Liabilities and Equity	19,325.24	21,206.48	21,502.48	23,241.22	25,878.83	28,663.18	31,637.59
Assets							
Total Non-Current Assets	7,679.69	8,064.72	9,155.45	11,745.40	11,856.03	11,737.88	11,523.49
Total Current Asset	11,645.54	13,141.76	12,347.03	11,495.82	14,022.80	16,925.29	20,114.10
Total	19,325.23	21,206.48	21,502.48	23,241.22	25,878.83	28,663.18	31,637.59



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CIN: U74999WB2021OPC242865 | IBB| RV-E/01/2022/160 | RVE M No. RVOESMA/REM/2022/0004

**10.5 Annexure 2: Valuation as per Discounted Cash Flow**

Particulars	Amount in INR Lakhs						
	30-Jun-22	31-Mar-23	31-Mar-24	31-Mar-25	31-Mar-26	31-Mar-27	Terminal
Year Count							
Profit After Tax		0.75	1.75	2.75	3.75	4.75	4.75
Add: Depreciation		2,039.62	2,499.87	2,589.03	2,768.66	2,652.59	2,764.80
Add: Interest x (1-Tax Rate)		549.57	791.89	849.89	906.89	973.89	973.89
Less: Change in NC Working Capital		(2,060.93)	296.03	419.76	442.19	317.47	238.42
Less: Capital Expenditure		3,095.85	880.00	820.00	850.00	1,000.00	973.89
Free Cash Flow		1,554.27	2,115.73	2,199.17	2,383.36	2,309.01	2,526.38
Discounting Factor (Mid-Year convention)		0.9625	0.8262	0.7092	0.6088	0.5226	0.5226
PV of FCF		1,496.05	1,748.07	1,559.69	1,450.94	1,206.60	20,592.30
Terminal Value							
PV of Free Cash Flows (Explicit Period)		7,461.35					
PV of Terminal Value		10,760.75					
Firm Value		18,222.09					
Less: Financial Liability (Lease against Flat)		1,400.00					
Add: Cash and Cash Equivalents		2,050.73					
Add: Non-Operating Assets		6,642.00					
Value of Equity		25,514.82					
Number of shares		59,91,896					
Value per share (INR)		425.82					

**CERTIFIED TO BE TRUE COPY**

*U. Mishra*

**U. MISHRA**  
 V.P. (Finance & Accounts)  
 The Indian Steel & Wire Products Ltd.



--- End of Report ---





# FAIRNESS OPINION

On

Valuation Report for Proposed Merger of  
"The Indian Steel & Wire Products Limited"  
with "Tata Steel Limited"  
as on June 30, 2022

CERTIFIED TO BE TRUE COPY

A handwritten signature in blue ink, appearing to read 'U. Mishra'.

U. MISHRA  
V.P. (Finance & Accounts)  
The Indian Steel & Wire Products Ltd.



**FINSHORE MANAGEMENT SERVICES LIMITED**

(CIN : U74900WB2011PLC169377) • Website : [www.finshoregroup.com](http://www.finshoregroup.com)

Regd. Office : "Anandlok" 2nd Floor, Block-A, Room No. 207, 227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India Ph. : 033 2289 5101

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To,  
The Board of Directors  
The Indian Steel & Wire Products Limited  
Flat-7D & E, 7th Floor, Everest House,  
46C, Chowringhee Road, Kolkata  
West Bengal 700071 India

Dear Sir/Madam,

Sub: Fairness Opinion on Valuation Report on Proposed Merger of The Indian Steel & Wire Products Limited with Tata Steel Limited.

## 1. ENGAGEMENT BACKGROUND

We refer to the engagement letter dated August 29, 2022 whereby The Indian Steel & Wire Products Limited (hereinafter referred as "Transferor Company" or "Company" or "ISWPL") has engaged Finshore Management Services Limited (hereinafter referred as "FMSL"), *inter alia*, to provide fairness opinion on valuation report of Omnifin Valuation Services (OPC) P Ltd (the "Valuer"), for the Proposed Merger of The Indian Steel & Wire Products Limited with TATA Steel Limited (here in after referred as "Transferee Company" or "TSL") in a Cash Deal as of 30th June, 2022.

## 2. ABOUT THE PROPOSED TRANSACTION

The Indian Steel & Wire Products Limited is proposing to merge with TATA Steel Limited.

We understand that the proposed merger of ISWPL and TSL is being evaluated on a 'going concern' basis (the "Proposed Transaction") pursuant to a scheme of amalgamation under section 230 – 232 and other applicable provisions of the Companies Act, 2013. As a consideration for the Proposed Transaction, equity shareholders of ISWPL other than TSL shall be paid cash against their shares. In order to comply with the requirements of Companies Act and other applicable statutes, the Audit Committee ('AC') of ISWPL have appointed Omnifin Valuation Services (OPC) Pvt Ltd a Registered Valuer Entity with Insolvency and Bankruptcy Board of India (IBBI Reg No: BBI/RV-E/01/2022/160), to carry out the valuation of the equity shares of ISWPL and recommend the fair valuation for the Proposed Transaction on a 'going concern' basis.



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### 3. BACKGROUND OF THE COMPANIES

- **The Indian Steel & Wire Products Limited:**

The Indian Steel & Wire Products Limited (CIN: U27106WB1935PLC008447) was incorporated on December 02, 1935, having registered office at Flat-7D & E, 7th Floor, Everest House, 46C Chowringhee Road, Kolkata West Bengal 700071.

The Indian Steel and Wire Products Limited is the first wire drawing company of the country. Nestled amidst the verdant surroundings of India's first industrial city, Jamshedpur, the company gradually spread roots and is now a primary manufacturer of wire rods, TMT rebars, wires, welding products, nails, rolls and castings.

The company became a subsidiary of Tata Steel Ltd in 2003 and is committed to the highest standards of quality and service. The Wire Rod Mill and Wire Mill act as the conversion agents of Tata Steel and Tata Steel Global Wires respectively, wherein the parent plant supplies the raw material and markets the finished good. The company is a pioneer in the rolls industry.

Marketed under the brand name 'JEMCO', the company's rolling and casting products boast of a prominent presence across the globe. The electrodes and nails divisions, under the umbrella of the brand name 'SPARK', also form an integral part of the company's business venture. Its state-of-the-art Welding Technology Centre further augmented by the treasure of experience and expertise in the field of welding consumables results in a quality that is distinguished and paramount.

Spread over an area of 350 acres, ISWPL is equipped with a vast infrastructure comprising of a township with 800 houses, a hospital, a sports complex, and health club for the officers among others.

Source: <https://iswp.co.in/company-overview>

- **TATA Steel Limited:**

TATA Steel Limited (CIN: L27100MH1907PLC000260) was incorporated on August 26, 1907, having registered office at Bombay House, 24-Homi Mody Street, Fort, Mumbai-400001.

Tata Steel was established in India as Asia's first integrated private steel company in 1907. With this, they developed India's first industrial city at Jamshedpur. Today, they are among the leading global steel companies. Their annual crude steel capacity across Indian operations is nearly 20 MnTPA. They also set up second greenfield steel plant of 3 MnTPA in the eastern state of Odisha in 2016; the expansion to 8 MnTPA is currently underway. They possess and operate captive mines that help to maintain cost- competitiveness and production efficiencies through an uninterrupted supply of raw material.

The Indian product portfolio is divided into four segments – Automotive and Special Products; Industrial Products, Projects and Exports; Branded Products and Retail; and Services and Solutions. The Company supplies hot-rolled, cold-rolled, galvanised, branded solution offerings and more.

Source: <https://www.tatasteel.com/>



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#### 4. SOURCES OF INFORMATION

We have relied on the following information for forming our opinion on the fairness of the Valuation Report:-

- a. Audited Annual Accounts of TSL and ISWPL for FY 2021 and FY 2022
- b. Limited Reviewed Financial Statement of The Indian Steel & Wire Products Limited for period ended June 30, 2022;
- c. Valuation report issued by Omnifin Valuation Services (OPC) Pvt Ltd a Registered Valuer Entity with Insolvency and Bankruptcy Board of India (IBBI Reg No: BBI/RV-E/01/2022/160.
- d. Shareholding Pattern of TSL and ISWPL as on June 30, 2022;
- e. Brief Overview of the Companies and its past & current operations;
- f. Draft Scheme of Merger;
- g. Other information provided, as well as discussions held with, the Management of the Companies and other key personnel regarding past, current & future business operations;
- h. Such other necessary information as considered relevant.

#### 5. THE SCHEME IS CONDITIONAL UPON THE FOLLOWING FACTORS:

- a. The Company obtaining the observation letter from the designated Stock Exchange for the implementation of the Scheme.
- b. The Scheme is subject to approval by the respective requisite majorities of members of the Company as required under the Act.
- c. The requisite disclosures under the applicable law as required under the SEBI Circular (CFD/DI13/CIR/2017/21) dated March 10, 2017 amendment to Para 7 by Circular No. CFD/DI13/CIR/2018/2 dated January 3, 2018 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, further by Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time "Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957" and as may be required by law in respect of this Scheme will be made.
- d. The Scheme is subject to approval by the National Company Law Tribunal read with all other applicable provisions if any, of the Act or of such other authority having jurisdiction under applicable law, being obtained as applicable.
- e. The certified copy of the above order of the NCLT sanctioning this Scheme will be filed with the Registrar of Companies if applicable.



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#### 6. SCOPE AND LIMITATIONS/CAVEATS

- a. Our opinion and analysis is limited to the documents provided to us by the company. Our engagement is limited to the extent of review of documents as provided to us by the company including the Valuation report of Omnifin Valuation Services (OPC) P Ltd. However we have also performed our valuation analysis for our internal verification of valuation arrived at of each equity share of ISWPL provided by Omnifin Valuation Services (OPC) P Ltd. We have relied upon the accuracy and completeness of all information and documents provided to us by ISWPL and Omnifin Valuation Services (OPC) Pvt Ltd ,without carrying out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not reviewed any financial statement relating to these Companies. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the entities.
- b. In rendering our opinion, we have assumed that the Scheme of Arrangement for Merger will be implemented on the terms described therein without any waiver or modification of any material terms or conditions and that in the course of obtaining the necessary regulatory approvals to the Scheme of Arrangement, no delay, limitation, restriction or conditions will be imposed that would have an adverse effect on the Scheme.
- c. We do not express an opinion as to any tax or other consequences that might arise from the Scheme of Arrangement nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Companies have obtained such advice as it deemed necessary from qualified professionals.
- d. We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof. Our opinion is specific to the arrangement as contemplated in the Scheme of Arrangement for Merger provided to us and is not valid for any other purpose.
- e. Our engagement and opinion expressed herein are for the use of Board of Directors of the Companies in connection with the Scheme of Arrangement for Merger and for no other purpose. Neither we nor any of our affiliates, partners, directors, shareholders, managers, employees or agents or any of them make any representation or warranty, express or implied, as to the information and documents provided to us, based on which the opinion has been issued. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained therein.
- f. No decision should be taken based on this Report by any person intending to provide finance or invest in shares of the Companies and shall do so after seeking their own professional advice and carrying out their own due diligence to ensure that they are making an informed decision.



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- g. Our opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme of Arrangement for Merger, if required or any matter related thereto.
- h. Reproduction, Copying or otherwise quoting of our Report or any parts thereof, other than in connection with the scheme of Arrangement for Merger, can be done only with our prior consent in writing.
- i. Our report should not be construed as an opinion or certificate certifying the compliance of the Proposed Scheme of Arrangement for Merger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implication or issues arising from proposed Arrangement.
- j. Our opinion is restricted to the Fairness opinion on the valuation report given by the Registered Valuer as required under Circular No CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017 amended by Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 issued by the SEBI, further by Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021, as amended from time to time "Master Circular on (i) Schemes of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957".
- k. The fairness opinion is based on and is subject to the condition's precedent mentioned under Point 4 "The Scheme is conditional upon".
- l. We have no present or planned future interest in the entities and the fee payable for this opinion is not contingent upon the opinion reported herein. The company has been provided with an opportunity to review the draft opinion as a part of our standard practice to make sure that factual accuracy / omissions are avoided in our final opinion.
- m. The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Report. This opinion is issued on the understanding that the Management has drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.
- n. This Fairness opinion report is subject to the scope and limitations detailed herein. As such the report is to be read in totality, and not in parts and in conjunction with the relevant documents referred to in this report. This report has been issued only for the purpose of the facilitating the Scheme and should not be used for any other purpose.



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## 7. VALUATION ANALYSIS

We have performed our independent valuation of ISWPL as on June 30, 2022 based on Limited Reviewed Financial Statement of ISWPL for period ended June 30, 2022 and financial projections of the Company from FY 2023 to FY 2027 as confirmed and certified by the Company. Our internal valuation analysis is based on weighted average values arrived at under Income, Market and Cost approaches. Based on our assessment, the value of Equity is INR 25,441 Lakhs resulting in INR 424.59 per Equity share.

The value arrived at by the Registered valuer Omnifin Valuation Services (OPC) P Ltd is as follows  
Value of Equity: INR 25,514.82 lakhs  
Value per Equity Share : INR 425.82 per share

## 8. OPINION

With reference to above and based on information provided by Management and after discussions with the Key Executives of ISWPL and Registered Valuer, we understand that The Indian Steel & Wire Products Limited is proposed to be merged with TATA Steel Limited in a Cash Deal. The proposed merger is driven by motive to achieve financial and operational synergies, and increase the competitive strength of the group at a global level.

*Considering the above and subject to our caveats as provided in annexure, we as a Merchant Banker hereby certify that we have reviewed the valuation report provided by the valuer and have also performed our own independent valuation and we are of the opinion that fair value of each share of The Indian Steel & Wire Products Limited as arrived at by Omnifin Valuation Services (OPC) P Ltd for cash consideration for the proposed merger is fair and reasonable.*

For Finshore Management Services Limited  
SEBI Regd. CAT-I Merchant Banker, Regn No. INM000012185

  
S. Ramakrishna Iyengar  
Director



Place: Kolkata  
Date: September 22, 2022

CERTIFIED TO BE TRUE COPY



U. MISHRA  
V.P. (Finance & Accounts)  
The Indian Steel & Wire Products Ltd.



## Pre and Post Amalgamation Shareholding Pattern of both Transferor and Transferee Company as on November 22, 2023

SN	Description	Transferor Company – The Indian Steel & Wire Products Limited				Transferee Company – Tata Steel Limited			
		Pre-arrangement		Post-arrangement		Pre-arrangement		Post-arrangement	
		No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>								
<b>1</b>	<b>Indian</b>								
(a)	Individuals/ Hindu Undivided Family	800	0.00	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	1,26,47,993	97.69	-	-	414,35,94,780	33.70	414,35,94,780	33.70
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-
(e)	Any Others	-	-	-	-	-	-	-	-
	<b>Sub Total(A)(1)</b>	<b>1,26,48,793</b>	<b>97.69</b>	<b>-</b>	<b>-</b>	<b>414,35,94,780</b>	<b>33.70</b>	<b>414,35,94,780</b>	<b>33.70</b>
<b>2</b>	<b>Foreign</b>								
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-
(d)	Any Others	-	-	-	-	-	-	-	-
	<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>1,26,48,793</b>	<b>97.69</b>	<b>-</b>	<b>-</b>	<b>414,35,94,780</b>	<b>33.70</b>	<b>414,35,94,780</b>	<b>33.70</b>
<b>(B)</b>	<b>Public shareholding</b>								
<b>1</b>	<b>Institutions</b>								
(a)	Mutual Funds/ UTI	-	-	-	-	118,66,81,054	9.65	118,66,81,054	9.65
(b)	Financial Institutions/Banks	2,833	0.02	-	-	1,96,05,978	0.16	1,96,05,978	0.16
(c)	Central Government/ State Government(s)	-	-	-	-	11,09,353	0.01	11,09,353	0.01
(d)	Venture Capital Funds	-	-	-	-	-	0.00	-	0.00
(e)	Insurance Companies	-	-	-	-	133,85,61,307	10.88	133,85,61,307	10.88
(f)	Foreign Institutional Investors	-	-	-	-	1,24,650	0.00	1,24,650	0.00
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-
	Any Other	-	-	-	-	-	-	-	-
	- Foreign Portfolio Investors I	-	-	-	-	2,345,664,476	19.07	2,345,664,476	19.07
	- Foreign Portfolio Investors II	-	-	-	-	94,340,414	0.77	94,340,414	0.77
	- Sovereign Wealth Funds	-	-	-	-	17,871,830	0.15	17,871,830	0.15
	- NBFCs registered with RBI	-	-	-	-	3,84,910	0.00	3,84,910	0.00
	- Provident Funds/ Pension Funds	-	-	-	-	16,61,97,091	1.35	16,61,97,091	1.35
	- Alternate Investment Funds	-	-	-	-	6,83,97,480	0.56	6,83,97,480	0.56
	<b>Sub-Total (B)(1)</b>	<b>2,833</b>	<b>0.02</b>	<b>-</b>	<b>-</b>	<b>523,89,38,543</b>	<b>42.60</b>	<b>523,89,38,543</b>	<b>42.60</b>
<b>2</b>	<b>Non-institutions</b>								
(a)	Associate companies / Subsidiaries	-	-	-	-	-	-	-	-
(b)	Directors and their relatives (excluding Independent Directors and nominee Directors)	-	-	-	-	26,72,790	0.02	26,72,790	0.02
(c)	Key Managerial Personnel	-	-	-	-	1,000	0.00	1,000	0.00
(d)	Relatives of promoters (other than 'immediate relatives of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	-	5,77,81,108	0.47	5,77,81,108	0.47
(g)	i. Resident Individual shareholders holding nominal share capital up to ₹2 lakh	1,07,039	0.83	-	-	217,35,51,220	17.67	217,35,51,220	17.67
(h)	ii. Resident Individual shareholders holding nominal share capital in excess of ₹2 lakh.	-	-	-	-	24,64,49,507	2.00	24,64,49,507	2.00
(i)	Non-Resident Indians (NRIs)	1,837	0.02	-	-	8,25,42,627	0.67	8,25,42,627	0.67
(j)	Foreign Nationals	-	-	-	-	1,52,124	0.00	1,52,124	0.00
(k)	Foreign Companies	-	-	-	-	43,35,230	0.04	43,35,230	0.04
(l)	Body Corporate	1,82,439	1.41	-	-	13,51,82,747	1.10	13,51,82,747	1.10
	Any other	-	-	-	-	-	-	-	-
	- Trusts	4,117	0.03	-	-	5,55,76,160	0.45	5,55,76,160	0.45
	- Body Corp-Ltd Liability Partnership	-	-	-	-	40,74,505	0.03	40,74,505	0.03



SN	Description	Transferor Company – The Indian Steel & Wire Products Limited				Transferee Company –Tata Steel Limited			
		Pre-arrangement		Post-arrangement		Pre-arrangement		Post-arrangement	
		No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
	- Escrow Account					1,02,670	0.00	1,02,670	0.00
	- Hindu Undivided Family	180	0.00	-	-	6,76,62,538	0.55	6,76,62,538	0.55
	- Overseas Body Corporates	-	-	-	-	9,540	0.00	9,540	0.00
	- Trust (Employees)	-	-	-	-	2,55,000	0.00	2,55,000	0.00
	- Clearing Member	-	-	-	-	51,988	0.00	51,988	0.00
	- Other Directors/ Relatives	-	-	-	-	8,13,392	0.01	8,13,392	0.01
	<b>Sub-Total (B)(2)</b>	<b>2,95,612</b>	<b>2.28</b>	<b>-</b>	<b>-</b>	<b>283,12,14,146</b>	<b>23.02</b>	<b>283,12,14,146</b>	<b>23.02</b>
(B)	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>2,98,445</b>	<b>2.31</b>	<b>-</b>	<b>-</b>	<b>807,01,52,689</b>	<b>65.63</b>	<b>807,01,52,689</b>	<b>65.63</b>
	<b>TOTAL (A)+(B)</b>	<b>1,29,47,238</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>1221,37,47,469</b>	<b>99.32</b>	<b>1221,37,47,469</b>	<b>99.32</b>
(C)	Shares held by Custodians and against which DRs have been issued	-	-	-	-	8,35,89,840	0.68	8,35,89,840	0.68
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1,29,47,238</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>1229,73,37,309</b>	<b>100.00</b>	<b>1229,73,37,309</b>	<b>100.00</b>



DCS/AMAL/PB/IP/2695/2022-23

March 24, 2023

The Company Secretary,  
TATA STEEL LTD.  
Bombay House, 24 Homi Mody Street,  
Fort, Mumbai, Maharashtra, 400001

Dear Sir,

**Sub: Observation Letter regarding the Scheme of Amalgamation amongst Tata Steel Limited and The Indian Steel & Wire Products Limited and their respective shareholders**

We are in receipt of the Scheme of Amalgamation amongst Tata Steel Limited and The Indian Steel & Wire Products Limited and their respective shareholders filed by Tata Steel Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated March 23, 2023, has inter alia given the following comment(s) on the Scheme of Amalgamation:

- a) "Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme."
- b) "Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the Listed Company and the Stock Exchanges."
- c) "Company shall ensure compliance with the SEBI Circulars issued from time to time."
- d) "The entities involved in the scheme shall duly comply with various provisions of the Circular."
- e) "Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f) "Company is advised that the Transferee Company shall disclose the pro forma balance sheet of TSL pursuant to merger with TISWPL, names of comparable companies considered under CCM method in valuation report along with the rationale for considering those companies and disclose the need, rationale, cost-benefit analysis of the scheme along with the impact on the shareholders of TSL and TISWPL as a part of the explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013."
- g) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- h) "Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
- i) "Company is advised that the proposed Equity Shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."
- j) "Company shall ensure that the 'Scheme' shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
Registered Office : 25<sup>th</sup> Floor, P.J. Tower, Dalal Street, Mumbai 400 001 India  
T: +91 22 2272 1233/34 E: corp.com@bseindia.com www.bseindia.com  
Corporate Identity Number : L67120MH2005PLC155188

- k) "Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
- l) "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT."
- m) "Company is advised to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- n) "It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**



In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

*Prasad Bhide*

**Prasad Bhide  
Senior Manager**





## National Stock Exchange Of India Limited

Ref: NSE/LIST/32770

March 24, 2023

The Company Secretary  
Tata Steel Limited  
Bombay House,  
24, Homi Mody Street,  
Fort, Mumbai-400001.

**Kind Attn.: Mr. Parvatheesam Kanchinadham**

Dear Sir,

**Sub: Observation Letter for draft scheme of amalgamation amongst Tata Steel Limited (“Transferee Company” or “Tata”) and The Indian Steel & Wire Products Limited (“Transferor Company” or “TISWPL”) and their respective shareholders.**

We are in receipt draft scheme of amalgamation amongst Tata Steel Limited (“Transferee Company” or “Tata”) and The Indian Steel & Wire Products Limited (“Transferor Company” or “TISWPL”) and their respective shareholders under sections 230 to 232 of the companies act, 2013 vide application dated September 29, 2022.

Based on our letter reference no. NSE/LIST/32770 dated November 25, 2022, submitted to SEBI Master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021(Circular) and Regulation 94(2) of SEBI (LODR) Regulations 2015, SEBI vide its letter dated March 23, 2023, has inter alia given the following comment(s) on the draft scheme of amalgamation:

- a. *Company shall ensure that discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed Company and the stock exchanges.*
- c. *The entities involved in the scheme shall duly comply with various provisions of the Circular.*
- d. *Company shall ensure that information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- e. *Company shall ensure to disclose the proforma balance sheet of TSL pursuant to merger with TISWPL, names of comparable companies considered under CCM method in valuation report along with rationale for considering those companies and disclose the need, rationale and cost-benefit analysis of the Scheme along with impact on the shareholders of TSL and TISWPL as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013.*



Signer: DIPTI VIPIL CHINCHKEDE  
Date: Fri, Mar 24, 2023 11:51:13 IST  
Location: NSE

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051,  
India +91 22 26598100 | www.nseindia.com | CIN U67120MH1992PLC069769

- f. Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- g. Company shall ensure that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.*
- h. Company shall ensure that the proposed equity shares to be issued in terms of the “Scheme” shall mandatorily be in demat form only.*
- i. Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the Scheme document.*
- j. Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/ tribunals shall be made without specific written consent of SEBI.*
- k. Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*
- l. Company shall ensure to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed Scheme.*
- m. It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

**It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.**

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from March 24, 2023, within which the Scheme shall be submitted to NCLT.

This Document is Digitally Signed



Signer: DIPTI VIPIL CHINCHKEDE  
Date: Fri, Mar 24, 2023 11:51:13 IST  
Location: NSE



Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

**The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.**

Yours faithfully,  
For National Stock Exchange of India Limited

Dipti Chinchkhede  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:  
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

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Signer: DIPTI VIPIL CHINCHKHEDE  
Date: Fri, Mar 24, 2023 11:51:13 IST  
Location: NSE





**Details of ongoing adjudication and recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Transferee Company, its promoters, and directors**

- I. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Transferee Company.

**1. Details of ongoing adjudications and recovery proceedings against the Transferee Company**

**1. Income Tax**

- i. The Transferee Company has ongoing disputes with income tax authorities relating to tax treatment of certain items. These mainly include disallowance of expenses, tax treatment of certain expenses claimed by the Transferee Company as deduction and the computation of, or eligibility of the Transferee Company's use of certain tax incentives or allowances.
- ii. Most of these disputes and/or disallowances, being repetitive in nature, have been raised by the income tax authorities consistently in most of the years.
- iii. As at September 30, 2023, there are matters and/or disputes pending in appeal amounting to ₹3,553.73crore (March 31, 2023: ₹3,553.73 crore).
- iv. The details of significant demands are as below:
  - a) Interest expenditure on loans taken by the Transferee Company for acquisition of a subsidiary has been disallowed in assessments with tax demand raised for ₹1,641.64 crore (inclusive of interest) (March 31, 2023: ₹1,641.64 crore).
  - b) Interest expenditure on "Hybrid Perpetual Securities" has been disallowed in assessments with tax demand raised for ₹484.78 crore (inclusive of interest) (March 31, 2023: ₹484.78 crore)
- v. In respect of above demands, the Transferee Company has deposited an amount of ₹1,255.63 crore (March 31, 2023: ₹1,255.63 crore) as a precondition for obtaining stay. The Transferee Company expects to sustain its position on ultimate resolution of the said appeals.

**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](http://www.tatasteel.com)  
 Corporate Identity Number L27100MH1907PLC000260





## **2. Customs, excise duty, service tax and GST**

- i. As at September 30, 2023, there were pending litigations for various matters relating to customs, excise duty, service tax and GST involving demands of ₹602.27 crore (March 31, 2023: ₹450.55 crore).

The details of significant demand is as below:

The Transferee Company is providing municipal services in the town of Jamshedpur as per the Lease deed dated August 20, 2005. In this regard the Company has entered into various agreements with TSUISL, whereby TSUISL provides the services to the Company, and the Company in turn provides such services to the residents. TSUISL charges GST on the invoices raised and the Company takes ITC of the same in terms of the GST Law. Further, the Company maintains TMH in the town of Jamshedpur, wherein health care services are provided to employees as well as non-employees. The Transferee Company has taken ITC of GST paid on various services received which is attributable to employees (no billing done for healthcare services). Both the above ITC was disputed by the department resulting in issuance of Show Cause Notice (SCN). The demand in the said SCN has been confirmed vide Order in Original (OIO) dated June 23, 2023. Against the said OIO dated June 23, 2023 the Transferee Company has preferred appeal before Commissioner (Appeals) Ranchi. The appeal is currently pending. The amount involved as on September 30, 2023 is amounting to **₹ 154.54** crore (March 31, 2023: Nil)

## **3. Sales Tax/VAT**

- i. The total sales tax demands that are being contested by the Transferee Company amounted to ₹649.10 crore (March 31, 2023: ₹716.76 crore).
- ii. The details of significant demands are as below:
  - a) The Transferee Company stock transfers its goods manufactured at Jamshedpur works plant to its various depots/ branches located outside the state of Jharkhand across the country and these goods are then sold to various customers outside the states from depots/ branches. As per the erstwhile Central Sales Tax Act, 1956, these transfers of goods to depots/branches were made without payment of Central sales tax and F-Form was submitted in lieu of the stock-transfers made during the period of assessment. The value of these sales was also disclosed in the periodical returns filed as per the Jharkhand Vat Act, 2005. The Commercial Tax Department has raised demand of Central Sales tax by levying tax on the differences between value of sales outside the states and value of F-Form submitted for stock transfers. The amount involved for various assessment years beginning 2012-13, 2014-15, 2015-16, 2016-17 and 2017-18 as on March 31, 2023 is amounting to ₹221.00 crore (March 31, 2023: ₹200.00 crore)



#### **4. Other taxes, dues and claims**

- i. Other amounts for which the Transferee Company may contingently be liable aggregate to ₹18,372.53 crore (March 31, 2023: ₹18,192.96 crore).
- ii. The details of significant demands are as below:
  - a) The State Government of Odisha introduced “Orissa Rural Infrastructure and Socio Economic Development Act, 2004” with effect from February 2005 levying tax on mineral bearing land computed on the basis of value of minerals produced from the mineral bearing land. The Transferee Company had filed a writ petition in the Odisha High Court challenging the validity of the Act. The High Court held in December 2005 that the State does not have authority to levy tax on minerals. The State of Odisha filed an appeal in the Supreme Court against the order of the High Court and the case is pending in Supreme Court. The potential liability, as at September 30, 2023 is ₹14,178.37 crore (March 31, 2023: ₹13,084.69 crore).
  - b) The Transferee Company pays royalty on iron ore on the basis of quantity removed from the leased area at the rates based on notification issued by the Ministry of Mines, Government of India and the price published by Indian Bureau of Mines (IBM) on a monthly basis.

Demand of ₹411.08 crore has been raised by Deputy Director of Mines, Joda, claiming royalty at sized ore rates on despatches of ore fines. The Transferee Company has filed a revision petition on November 14, 2013, before the Mines Tribunal, Government of India, Ministry of Mines, New Delhi, challenging the legality and validity of the demand and to grant refund of royalty paid in excess by the Transferee Company. Mines Tribunal vide its order dated November 13, 2014 has stayed the demand of royalty on iron ore for Joda East of ₹314.28 crore upto the period ending March 31, 2014. For the demand of ₹96.80 crore for April, 2014 to September, 2014 a separate revision application was filed before Mines Tribunal. The matter was heard by Mines Tribunal on July 14, 2015 and stay was granted on the total demand with directive to Government of Odisha not to take any coercive action for realisation of this demanded amount.

The Hon'ble High Court of Odisha in a similar case held the circulars based on which demands were raised to be valid. The Transferee Company has challenged the judgment of the High Court by a separate petition in the Hon'ble Supreme Court on April 29, 2016.

On July 16, 2019, the Transferee Company has filed rejoinders to the reply filed by State of Odisha against the revision petition. The State pressed for rejection of revision applications citing the judgment of the High Court. The Transferee Company represented before the authorities and explained that the judgment was passed under a particular set of facts and circumstances which cannot have blanket application on the Transferee Company considering that the case of the Transferee Company is factually different. On August 7, 2019, the Mines Tribunal



decided to await the outcome of Special leave petition pending before the Hon'ble Supreme Court and adjourned the case.

RAs of TSL was listed on June 10, 2020, for virtual hearing. Hearing was adjourned to November 24, 2020. On November 24, 2020, our Counsel submitted that the present issue is pending before the Hon'ble Supreme Court of India in SLP (C) No. 7206 of 2016, M/s Mideast Integrated Steel Pvt. Ltd. Vs. State of Odisha & Ors. and hence, sought adjournment. State Counsel also agreed for the same.

On October 26, 2022, assessment order (for the period April, 2022 to September, 2022) was served, confirming that royalty will be paid for Calibrated Lump Ore and Fines at their respective prices published by IBM w.e.f. April, 2022.

Likely demand of royalty on fines at sized ore rates as on September 30, 2023 is ₹2,696.58 crore (March 31, 2023: ₹2,696.58 crore).

- c) Demand notices were originally issued by the Deputy Director of Mines, Odisha amounting to ₹3,827.29 crore for excess production over the quantity permitted under the mining plan, environment clearance or consent to operate, pertaining to 2000-01 to 2009-10. The demand notices have been raised under Section 21(5) of the Mines & Minerals (Development and Regulations) Act, 1957 (MMDR). The Transferee Company filed revision petitions before the Mines Tribunal against all such demand notices. Initially, a stay of demands was granted, later by order dated October 12, 2017, the issue has been remanded to the State for reconsideration of the demand in the light of Supreme Court judgement passed on August 2, 2017

The Hon'ble Supreme Court pronounced its judgement in the Common Cause case on August 2, 2017 wherein it directed that compensation equivalent to the price of minerals extracted in excess of environment clearance or without forest clearance from the forest land be paid.

In pursuance to the Judgement of Hon'ble Supreme Court, demand/show cause notices amounting to ₹3,873.35 crore have been issued during 2017-18 by the Deputy Director of Mines, Odisha and the District Mining Office, Jharkhand.

In respect of the above demands:

- as directed by the Hon'ble Supreme Court, the Transferee Company has provided and paid for iron ore and manganese ore an amount of ₹614.41 crore during 2017-18 for production in excess of environment clearance to the Deputy Director of Mines, Odisha.
- the Transferee Company has provided and paid under protest an amount of ₹56.97 crore during 2017-18 for production in excess of environment clearance to the District Mining Office, Jharkhand.

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- the Transferee Company challenged the demands amounting to ₹132.91 crore in 2017-18 for production in excess of lower of mining plan and consent to operate limits raised by the Deputy Director of Mines, Odisha before the Mines Tribunal and obtained a stay on the matter. Mines Tribunal, Delhi vide order dated November 26, 2018 disposed of all the revision applications with a direction to remand it to the State Government to hear all such cases afresh and pass detailed order. Demand amount of ₹132.91 crore (March 31, 2022: ₹132.91 crore) is considered contingent. After reconsideration, the State has raised a revised fresh demand of Rs 107 Cr in September 2022. The Transferee Company has challenged the fresh demand in Mines Tribunal, Delhi.
- the Transferee Company has made a comprehensive submission before the Deputy Director of Mines, Odisha against show cause notices amounting to ₹694.02 crore received during 2017-18 for production in chromite ore Sukinda mine in violation of mining plan, Environment Protection Act, 1986 and Water (Prevention & Control of Pollution) Act, 1981. A demand amounting to ₹234.74 crore has been received in April 2018 from the Deputy Director of Mines, Odisha for production in excess of the Environmental Clearance. The state has so far not initiated any action. Based on the evaluation of the facts and circumstances, the Company has assessed and concluded that the said show cause notice of ₹694.02 crore and demand of ₹234.74 crore has not been considered as contingent liability. The Transferee Company has challenged the demand and obtained a stay on the matter from the Revisionary Authority, Mines Tribunal, New Delhi.
- For its Coal mines in Jharkhand, the Transferee Company based on its internal assessment has provided an amount of ₹1,412.89 crore against demand notices amounting to ₹2,140.30 crore received from the District Mining Office, Jharkhand for producing more than environment clearance and the balance amount of ₹727.41 crore (March 31, 2023: ₹727.41 crore) is considered contingent. The Transferee Company has however been granted a stay by the Revisional Authority, Ministry of Coal, Government of India against such demand notices

#### **5. Other significant litigations**

- i. Odisha Legislative Assembly issued an amendment to Indian Stamp Act, 1889, on May 09, 2013 and inserted a new provision (Section 3A) in respect of stamp duty payable on grant/renewal of mining leases. As per the amended provision, stamp duty is levied equal to 15% of the average royalty that would accrue out of the highest annual extraction of minerals under the approved mining plan multiplied by the period of such mining lease. The Transferee Company had filed a writ petition challenging the constitutionality of the Act on July 5, 2013. The Hon'ble High Court, Cuttack passed an order on July 9, 2013 granting interim stay on the operation of the Amendment Act, 2013. Because of the stay, as on date, the Act is not enforceable and any demand received by the Transferee Company is not liable to be proceeded with. Meanwhile, the Transferee Company received demand notices for the various





mines at Odisha totalling to ₹5,579.00 crore (March 31, 2022: ₹5,579.00 crore). The Transferee Company has concluded that it is remote that the claim will sustain on ultimate resolution of the legal case by the court.

In April 2015, the Transferee Company has received an intimation from Government of Odisha, granting extension of validity period for leases under the MMDR Amendment Act, 2015 up to March 31, 2030 in respect of eight mines and up to March 31, 2020 for two mines subject to execution of supplementary lease deed. Liability has been provided in the books of accounts as on March 31, 2020 as per the existing provisions of the Stamp Act 1899 and the Transferee Company had paid the stamp duty and registration charges totalling ₹413.72 crore for supplementary deed execution in respect of eight mines out of the above mines.

- ii. Noamundi Iron Ore Mine of the Transferee Company was due for its third renewal with effect from January 1, 2012. The application for renewal was submitted by the Transferee Company within the stipulated time, but it remained pending consideration with the State and the mining operations were continued in terms of the prevailing law.

By a judgement of April 2014 in the case of Goa mines, the Supreme Court took a view that second and subsequent renewal of mining lease can be effected once the State considers the application and decides to renew the mining lease by issuing an express order. State of Jharkhand issued renewal order to the Transferee Company on December 31, 2014. The State, however, took a view on interpretation of Goa judgement that the mining carried out after expiry of the period of second renewal was 'illegal' and hence, issued a demand notice of ₹3,568.31 crore being the price of iron ore extracted. The said demand has been challenged by the Transferee Company before the Jharkhand High Court.

The mining operations were suspended from August 1, 2014. Upon issuance of an express order, Transferee Company paid ₹152.00 crore under protest, so that mining can be resumed.

The Mines and Minerals Development and Regulation (MMDR) Amendment Ordinance, 2015 promulgated on January 12, 2015 provides for extension of such mining leases whose applications for renewal have remained pending with the State(s). Based on the new Ordinance, Jharkhand Government revised the Express Order on February 12, 2015 for extending the period of lease up to March 31, 2030 with the following terms and conditions:

- a) value of iron ore produced by alleged unlawful mining during the period January 1, 2012 to April 20, 2014 for ₹2,994.49 crore to be decided on the basis of disposal of our writ petition before Hon'ble High Court of Jharkhand.
- b) value of iron ore produced from April 21, 2014 to July 17, 2014 amounting to ₹421.83 crore to be paid in maximum 3 instalments.



c) value of iron ore produced from July 18, 2014 to August 31, 2014 i.e. ₹152.00 crore to be paid immediately

District Mining Officer Chaibasa on March 16, 2015 issued a demand notice for payment of ₹421.83 crore, in three monthly instalments. The Transferee Company on March 20, 2015 replied that since the lease has been extended by application of law till March 31, 2030, the above demand is not tenable. The Transferee Company has paid ₹50.00 crore under protest on July 27, 2015, because the State had stopped issuance of transit permits.

The Transferee Company filed another writ petition before the Hon'ble High Court of Jharkhand which was heard on September 9, 2015. An interim order was given by the Hon'ble High Court of Jharkhand on September 17, 2015 wherein the Court has directed the Transferee Company to pay the amount of ₹371.83 crore in 3 equal instalments, first instalment by October 15, 2015, second instalment by November 15, 2015 and third instalment by December 15, 2015.

In view of the interim order of the Hon'ble High Court of Jharkhand ₹124.00 crore was paid on September 28, 2015, ₹124.00 crore on November 12, 2015 and ₹123.83 crore on December 14, 2015 under protest.

The case is pending before the Hon'ble High court for disposal. The State issued similar terms and conditions to other mining lessees in the State rendering the mining as illegal. Based on the Transferee Company's assessment of the Goa mines judgement read with the Ordinance issued in the year 2015, the Transferee Company believes that it is remote that the demand of the State would sustain.

- iii. The Supreme Court of India vide its order dated September 24, 2014, cancelled the coal blocks allocated to various entities which includes one coal block allocated to the Tata Steel BSL Limited (entity merged with the Transferee Company) which were under development. Subsequently, the Government of India has issued the Coal Mines (Special Provision) Act 2015, which inter-alia deal with the payment of compensation to the affected parties in regard to investment in coal blocks. The receivable in respect of de-allocated coal block amounts to ₹414.56 crore (net of provision of ₹138.74 crore). The Transferee Company has filed its claim for compensation in respect of New Patrapada Coal Block, with the Government of India, Ministry of Coal. Pursuant to letter dated November 22, 2019, Ministry of Coal ('MoC') informed that all statutory license, consent approvals, permission required for undertaking of Coal mining operations in New Patrapara Coal Mine now vested to Singareni Collieries Company Ltd. MoC /Union of India, filed supplementary affidavit dated February 11, 2020 before Delhi High Court vide which it has informed that payment of compensation can be paid to prior allottee after the mine is successfully allotted and compensation is deposited by successful allottee, following the sequence mentioned in section 9 of Coal Mine (Special Provisions) Act, 2015. It has been informed that New Patrapara Coal Mine has been allocated to Singareni Collieries Company Ltd (SCCL, a state Government Undertaking) and compensation to the prior allottee to be released. MoC vide order dated May 17, 2021 has directed SCCL

**TATA STEEL LIMITED**



to pay aforesaid compensation to TSBSL (entity merged with the Transferee Company). Later, the SCCL also has voluntarily surrendered the coal block. The case pertaining to several issues related to surrender of coal block and recovery of compensation is pending in Delhi HC in Writ Petition No. 6293 of 2016, which is pending. The case was heard on August 10, 2023 where IDCO has confirmed that it has released Rs. 105.33 Cr to prior allottee.

## **2. Details of Prosecutions Initiated and Other enforcement actions against the Transferee Company**

- i.** The Transferee Company has been facing criminal prosecutions under statutes stipulating criminal consequences arising therefrom, including the Mines & Mineral (Development Regulation) Act, 1957, Contract Labour (Regulation & Abolition) Act, 1970, Environment (Protection) Act, 1986, Water (Prevention and Control of Pollution) Act, 1974, Forest (Conservation) Act, 1980, Indian Forest Act, 1927, Scheduled Caste and Scheduled Tribe (Prevention of Atrocities) Act, 1989, Indian Penal Code, 1860, State Acts on these subjects, as well as rules and regulations framed thereunder.
- ii.** As at September 30, 2023, there are 16 cases pending against the Transferee Company (including cases involving allegations of violation against the erstwhile Bhushan Steel Ltd. & its subsidiary companies).
- iii.** The details of significant cases against the Transferee Company are as below:
  - a)** Cases involving allegations of violation of Environment (Protection) Act, 1986 and/or excess mining for an extended period which carries a maximum prescribed punishment of imprisonment which may extend to 7 years other than fine, in respect of:
    - i.** Sukinda Chromite Mine
    - ii.** Noamundi Mines
    - iii.** Manmora Manganese Mine
    - iv.** Khondbond Manganese Mine
    - v.** Bamebari Manganese Mine
    - vi.** Joda West Iron & Manganese Mine
    - vii.** Katamati Iron Mine
    - viii.** Joda East Iron Mine
  - b)** Case involving allegation of violation of Mines & Minerals (Development & Regulation) Act, 1957 and rules framed thereunder prescribing a maximum punishment which may extend to 2 years and/or fine extending upto Rs.5 lakhs where the MD & CEO is also an accused.



**II. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the promoters of the Transferee Company.**

1. Representative suit titled Mr. Pramod Premchand Shah & Others versus Mr. Ratan N. Tata & Others was filed by a small group of shareholders in the Bombay High Court (“**Court**”) against Tata Sons, its directors, and certain listed Tata companies (including Tata Steel Limited) in which Tata Sons has investments. This suit claims, inter alia, damages in the sum of INR 41,832 crore for alleged loss caused to all the non-promoter shareholders of those listed Tata companies owing to a fall in the share price of those companies allegedly due to the removal of Mr Cyrus P. Mistry as the executive Chairman of Tata Sons. Tata Sons had sought revocation of the leave granted by the Court permitting the Plaintiffs to institute the suit as a representative suit. By an order dated July 10, 2017 the Court revoked the earlier leave granted to the Plaintiffs, as a result the suit is no longer a representative suit. The Plaintiffs sought a stay of the order, which request was denied by the Court by its order dated July 11, 2017. The Plaintiffs have preferred an appeal from the aforesaid orders. The hearing of the appeal is awaited. Tata Sons believes this case is frivolous and without merit. Tata Sons is defending itself appropriately in accordance with the law. Based on legal advice, no financial liability for Tata Sons is foreseen at this stage. Any future liability in the case would depend on the final adjudication of the cases which is uncertain and, in any event, is unlikely to crystallise in a near-term.

**III. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the directors of the Transferee Company.**

**A. Cases pending against CEO & MD**

- i. Criminal prosecutions (8 in number) have been instituted against the CEO&MD, in the capacity of Occupier, on the basis of allegations of violation of the provisions of the Factories Act, 1948 read with the State Rules. The cases arise out of accidents that have taken place in the factory alleged to be as a result of lapses on the part of the Transferee Company. The details of significant cases, punishment for which includes imprisonment or fine or both, are as below:
  - a. 3 Cases arising out of fatal accidents of two employees & a contract worker in Jamshedpur steel works
  - b. 3 Cases arising out of a fatal accident of an employee & two contract workers in Meramandali
- ii. A Case involving allegation of violation of Mines & Minerals (Development & Regulation) Act, 1957 and rules framed thereunder, prescribing a maximum punishment which may extend to 2 years and/or fine extending upto Rs.5 lakhs, is pending, where the Transferee Company is also an accused.
- iii. Complaints (4 in number) have been registered against CEO&MD, as a representative of the Transferee Company, by the Senior Labour Inspector





alleging non-compliance of labour laws including the Minimum Wages Act, 1948 read with the Minimum Wages Rules (Central) Rules, 1950, Karnataka Shops and Establishment Act, 1961, Equal Remuneration Act, 1976, Payment of Wages Act, 1936, Child and Adolescent Labour (Prohibition and Regulation) Act, 1986, at the Bangalore office.

**TATA STEEL LIMITED**

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**THE INDIAN STEEL & WIRE PRODUCTS LIMITED**

<b>CIN:</b>	U27106WB1935PLC008447	<b>Date of incorporation:</b>	December 02, 1935
<b>Registered Office:</b>	Flat - 7D & E, 7 <sup>th</sup> Floor, Everest House, 46C Chowringhee Road, Kolkata - 700 071, West Bengal, India		
<b>Corporate Office:</b>	Indranagar, Jamshedpur - 831 004, Jharkhand, India		
<b>Contact Person:</b>	Mr. Umanath Mishra, Chief Financial Officer	<b>Telephone:</b>	+91 9234517947
<b>E-mail:</b>	umishra@iswp.co.in	<b>Website:</b>	<a href="https://iswp.co.in">https://iswp.co.in</a>

**DISCLOSURE DOCUMENT**

This is a disclosure document (“Disclosure Document”) prepared solely in connection with the proposed Scheme of Amalgamation involving The Indian Steel & Wire Products Limited (the “Company” or “ISWP” or “Transferor Company”) into and with Tata Steel Limited (“TSL” or “Transferee Company”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (collectively the “Act”) and all other applicable rules and regulations, (hereinafter referred to as the “Scheme”). This Disclosure Document discloses applicable information of the unlisted company i.e., ISWP, in compliance with the SEBI Circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 (“SEBI 2022 Circular”) and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended, to the extent applicable (“SEBI Master Circular”).

This document is prepared to comply with the requirements of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Para 3(a) of Part I (A) of the SEBI Master Circular, setting out details in relation to the Transferor Company, and in accordance with the disclosures required to be made in the format specified for an abridged prospectus in SEBI 2022 Circular.

You may download the Disclosure Document (available in the notice sent to the shareholders of TSL) along with the Scheme and other relevant documents from the website of the Transferee Company at <https://www.tatasteel.com/investors/amalgamation/amalgamation-of-the-indian-steel-wire-products-limited-into-and-with-tata-steel-limited/>, BSE Limited (“BSE”) ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India (“NSE”) ([www.nseindia.com](http://www.nseindia.com)) (hereinafter BSE and NSE collectively referred as “Stock Exchanges”) where the equity shares of the Transferee Company are listed.

Pursuant to the Scheme, it is proposed to amalgamate the Transferor Company into and with the Transferee Company and cancellation of all the issued share capital of the Transferor Company which shall be affected as a part of the Scheme and not in accordance with Section 66 of the Act and payment to all the shareholders of the Transferor Company (other than the Transferee Company) cash consideration as per the approved valuation report, without any further act, instrument or deed, in accordance with Part II of the Scheme.

The Scheme is subject to approval of relevant regulatory authorities, such as, amongst others, SEBI/ Stock Exchanges and the relevant benches of the Hon’ble National Company Law Tribunal (“NCLT”). The Transferee Company has received the Observation Letters dated March 24, 2023 from BSE and NSE respectively, including SEBI comments on the Scheme.

This Disclosure Document dated December 20, 2023 should be read together with the Scheme and the notice sent to the shareholders of the Transferee Company.

**PROMOTER OF THE COMPANY**

**TATA STEEL LIMITED**

<b>Details of Offer to Public</b>	Not Applicable
<b>Details of OFS by Promoter(s) / Promoter Group/ Other Selling Shareholders</b>	Not Applicable
<b>Price Band, Minimum Bid Lot &amp; Indicative Timelines</b>	Not Applicable
<b>Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP</b>	Not Applicable

**RISK IN RELATION TO THE FIRST OFFER**

Not Applicable

## GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled "Scheme Details, Listing and Procedure" and "Internal Risk Factors" on pages 2 and 11 respectively of this Disclosure Document.

## SCHEME DETAILS, LISTING AND PROCEDURE

### Scheme Details:

The Scheme provides for the merger of the Transferor Company with the Transferee Company, pursuant to Sections 230 to 232 and other relevant provisions of the Act, such that:

- (a) all the assets of the Transferor Company, shall become the property of the Transferee Company, by virtue of the amalgamation;
- (b) all the liabilities of the Transferor Company, shall become the liabilities of the Transferee Company, by virtue of the amalgamation;
- (c) cancellation of all the issued share capital of the Transferor Company which shall be affected as a part of the Scheme and not in accordance with Section 66 of the Act and payment to all the shareholders of the Transferor Company (other than the Transferee Company) cash consideration as per the approved valuation report, without any further act, instrument or deed, in accordance with Part II of the Scheme;
- (d) transfer of the authorised share capital of the Transferor Company to the Transferee Company as provided in Part III of the Scheme, and consequential increase in the authorised share capital of the Transferee Company as provided in Part III of the Scheme; and
- (e) dissolution of the Transferor Company, without being wound up.

Upon coming into effect of this Scheme, and in consideration of the amalgamation of the Undertaking (*as defined in the Scheme*) into and with the Transferee Company, the Transferee Company shall, without any further application, act or deed, pay to the shareholders of the Transferor Company (other than the Transferee Company), whose names are recorded in the register of members as a member of the Transferor Company, including register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, on the Record Date (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company) (the "**Eligible Member**") in the following manner:

*"₹426 (Rupees four hundred and twenty-six) for every 1 (one) fully paid-up equity shares of ₹10/- each held in the Transferor Company."*

which payment shall be made not later than 30 (thirty) days from the Effective Date ("**Payment Date**").

Upon this Scheme becoming effective and upon the payment of cash consideration to the Eligible Members, the equity shares of the Transferor Company, both in demat form and in the physical form, shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date.

Upon the sanction of the Scheme by the Competent Authority (as defined in the Scheme), the Scheme shall become operative on and from the Effective Date (as defined in the Scheme) and the Transferor Company shall stand transferred to and be vested in the Transferee Company on and from and with effect from the Appointed Date (as defined in the Scheme) for all intent and purposes and the Transferor Company shall stand dissolved without being wound up.

The Appointed Date for the Scheme means opening of business on April 1, 2022, or such other date as may be determined by the Board of Directors of the concerned Companies or directed/ allowed by the Competent Authority.

Unless otherwise defined, capitalised terms used but not defined in this section shall have the same meaning assigned to such terms in the Scheme.

For further details, please refer to the Scheme.

### Listing:

Not applicable since no new equity shares are proposed to be issued and allotted by the Transferee Company to the shareholders of the Transferor Company.

### Procedure:

Not applicable as neither any new equity shares are proposed to be issued and allotted by the Transferee Company to the shareholders of the Transferor Company nor there is a public offer of securities. Hence, the procedure with respect to General Information Document (GID) is not applicable to this Disclosure Document.

**PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER(S)**

Not Applicable

<b>Name of BRLM and contact details (telephone and email id) of each BRLM:</b> Not Applicable	<b>Name of Statutory Auditors:</b> Price Waterhouse & Co. Chartered Accountants LLP, Chartered Accountants (Firm's Registration No. 304026E/E-300009)
<b>Name of Syndicate Members:</b> Not Applicable	<b>Name of Registrar to the Issue and contact details (telephone and email id):</b> Not Applicable
<b>Name of Credit Rating Agency and the rating or grading obtained, if any:</b> Not Applicable	<b>Non-Syndicate Registered Broker:</b> Not Applicable
<b>Name of Debenture Trustee, if any:</b> Not Applicable	<b>Self-Certified Syndicate Banks:</b> Not Applicable

**Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable):**  
Not Applicable

**PROMOTER OF THE TRANSFEROR COMPANY**

Name	Individual/ Corporate	Details of the Corporate Promoter																																								
<b>Tata Steel Limited</b>	<b>Corporate</b>	<p>TSL/ Transferee Company is the promoter of Transferor Company. Transferee Company is a part of the diversified Tata Group and is a public limited company which was incorporated on August 26, 1907 under the provisions of the Indian Companies Act, 1882 and is an existing Company within the meaning of the Companies Act, 2013. The corporate identity number of the Transferee Company is L27100MH1907PLC000260 and its registered office is situated at Bombay House, 24 Homi Mody Street, Fort, Mumbai, Maharashtra, 400001. The equity shares of Transferee Company are listed on the BSE and NSE. The global depository receipts of the Transferee Company are listed on the Luxembourg Stock Exchange and the London Stock Exchange. The unsecured redeemable non-convertible debentures of the Transferee Company are listed on the wholesale debt market segments of the BSE.</p> <p>The Transferee Company is engaged in the business of manufacturing steel and offers a broad range of steel products including a portfolio of high value added downstream products such as hot rolled, cold rolled and coated steel, rebars, wire rods, tubes and wires. The Transferee Company is also amongst the lowest cost integrated steel manufacturers in India, with 100% (hundred percent) captive iron ore sources. The Transferee Company also has a well-established distribution network. The business segments of Transferee Company include agriculture, automotive steels, construction, consumer goods, energy &amp; power, engineering and material handling.</p> <p>As on September 22, 2022, (being the date of board approval on the Scheme), the Transferee Company holds 56,92,651 equity shares constituting 95.01% of the equity share capital of Transferor Company.</p> <p>The Board of Directors of Transferee Company as on the date of this Disclosure Document are as under:</p> <table border="1"> <thead> <tr> <th align="center">Sl No</th> <th align="center">Name of the Director</th> <th align="center">Designation</th> <th align="center">DIN</th> </tr> </thead> <tbody> <tr> <td align="center">1.</td> <td>Mr. Natarajan Chandrasekaran</td> <td>Chairman, Non-Executive Director</td> <td align="center">00121863</td> </tr> <tr> <td align="center">2.</td> <td>Mr. Noel Naval Tata</td> <td>Vice Chairman, Non-Executive Director</td> <td align="center">00024713</td> </tr> <tr> <td align="center">3.</td> <td>Mr. Deepak Kapoor</td> <td>Independent Director</td> <td align="center">00162957</td> </tr> <tr> <td align="center">4.</td> <td>Ms. Farida Khambata</td> <td>Independent Director</td> <td align="center">06954123</td> </tr> <tr> <td align="center">5.</td> <td>Mr. Vijay Kumar Sharma</td> <td>Independent Director</td> <td align="center">02449088</td> </tr> <tr> <td align="center">6.</td> <td>Ms. Bharti Gupta Ramola</td> <td>Independent Director</td> <td align="center">00356188</td> </tr> <tr> <td align="center">7.</td> <td>Dr. Shekhar C Mande</td> <td>Independent Director</td> <td align="center">10083454</td> </tr> <tr> <td align="center">8.</td> <td>Mr. Saurabh Agrawal</td> <td>Non-Executive Director</td> <td align="center">02144558</td> </tr> <tr> <td align="center">9.</td> <td>Mr. T. V. Narendran</td> <td>Chief Executive Officer and Managing Director</td> <td align="center">03083605</td> </tr> </tbody> </table>	Sl No	Name of the Director	Designation	DIN	1.	Mr. Natarajan Chandrasekaran	Chairman, Non-Executive Director	00121863	2.	Mr. Noel Naval Tata	Vice Chairman, Non-Executive Director	00024713	3.	Mr. Deepak Kapoor	Independent Director	00162957	4.	Ms. Farida Khambata	Independent Director	06954123	5.	Mr. Vijay Kumar Sharma	Independent Director	02449088	6.	Ms. Bharti Gupta Ramola	Independent Director	00356188	7.	Dr. Shekhar C Mande	Independent Director	10083454	8.	Mr. Saurabh Agrawal	Non-Executive Director	02144558	9.	Mr. T. V. Narendran	Chief Executive Officer and Managing Director	03083605
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		10.	Mr. Koushik Chatterjee	Executive Director and Chief Financial Officer	00004989
As on November 22, 2023, the promoter (i.e., Tata Sons Private Limited) and promoter group of the Transferee Company, together hold 33.70% shares in the Transferee Company. Tata Sons Private limited holds 32.24% in the Transferee Company.					

## BUSINESS OVERVIEW AND STRATEGY

### Company Overview:

The Indian Steel & Wire Products Limited / Transferor Company /ISWP is a subsidiary of Tata Steel Limited/ Transferee Company with the Transferee Company holding 95.01% of the issued and paid-up capital of the Transferor Company, as on the date of the approval of the Scheme by the Board of Directors of Transferor Company. The Transferor Company is an unlisted public limited company and was incorporated on December 2, 1935, under the provisions of Indian Companies Act, VII of 1913, and is an existing company within the meaning of the Companies Act, 2013. The Corporate Identity Number of the Transferor Company is U27106WB1935PLC008447 and its registered office is situated at Flat 7 D & E, 7<sup>th</sup> Floor, Everest House, 46C Chowringhee Road, Kolkata - 700 071.

The Transferor Company has two manufacturing units located at Jharkhand, India for manufacturing welding electrodes, GI wires, MIG wires, nails, barbed wire, wire rod, TMT, amongst others and Cast Iron & Steel rolls, respectively. The wire division of the Transferor Company acts as an external processing agent (“EPA”) for the Transferee Company and receives conversion charges for the work undertaken from Transferee Company. A manufacturing unit of the Transferor Company i.e., Jamshedpur Engineering & Machine Manufacturing Company (“JEMCO”) produces Cast Iron & Steel Rolls for integrated steel plants and re-rollers and engineering castings for steel plants, automobile industry and power plants, etc.

ISWP has two types of business model, Value Added Products (“VAP”) and Direct Business. Under VAP business model, ISWP works as a steel processing centre (“SPC”) for TSL for manufacturing of Wire Rods, TMT Rebars, Wires of different grades. TSL supplies raw material to ISWP for conversion into finished product marketed by itself. The direct business model consists of Welding Consumables (Electrode & MIG Wire), Nails and Rolls & Castings. Direct Business is managed end-to-end by ISWP.

For further details, please refer to section titled “Objects/Rationale of the Scheme” on page 10 of this Disclosure Document.

### Product/Service Offering:

- Wire Rods and TMT, marketed by Tata Steel
- Graphene, marketed by Tata Steel
- Zinc Purification
- Wires of different grades, Barbed Wires, Binding Wires and Chain Links
- Welding electrodes, MIG Wires & Nails, are marketed by ISWP under the registered brand “Spark”<sup>1</sup>.
- Rolls & Castings are marketed and sold by ISWP in the name of “JEMCO”.

### Revenue segmentation by product/service offering as below:

*INR Crore*

Sl. No.	Products	As at September 30, 2023 (Unaudited Limited Review)	FY 2023 (Audited)
1	Wire Rods	68.73	112.19
2	Wires	46.24	95.29
3	Welding Electrodes	0.52	3.63
4	MIG Wires	15.88	26.73
5	Nails	6.80	36.01
6	Rolls & Casting	11.81	22.00
7	Zinc Purification	0.55	1.01
8	Graphene	0.56	3.43
9	Secondary Products	22.46	41.70
	<b>TOTAL</b>	<b>173.55</b>	<b>341.99</b>

<sup>1</sup> Registered in the name of Transferee Company

**Geographies Served (for Direct Business):**

- Rolls & Castings:** Bihar, Chhattisgarh, Haryana, Jharkhand, Madhya Pradesh, Maharashtra, Odisha, Rajasthan, Uttar Pradesh and West Bengal
- Nails:** Andhra Pradesh, Assam, Bihar, Chhattisgarh Delhi, Jharkhand, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Odisha, Telangana, Tripura, Uttar Pradesh, and West Bengal
- Welding Products:** Chhattisgarh, Haryana, Jharkhand, Karnataka, Maharashtra, Odisha, Rajasthan, Uttarakhand and West Bengal

**Revenue segmentation by geographies as below:****1. Revenue segmentation for Rolls & Castings**

Sr. No.	Location	<i>INR Crore</i>	
		As at September 30, 2023 (Unaudited Limited Review)	FY 2023 (Audited)
1	Bihar	-	0.39
2	Chhattisgarh	0.68	2.15
3	Haryana	0.58	0.26
4	Jharkhand	6.26	7.60
5	Madhya Pradesh	0.57	0.87
6	Maharashtra	1.46	2.54
7	Odisha	2.42	4.08
8	Rajasthan	-	1.64
9	Uttar Pradesh	0.20	0.53
10	West Bengal	0.19	2.95

**2. Revenue segmentation for Nails**

Sr. No.	Location	<i>INR Crore</i>	
		As at September 30, 2023 (Unaudited Limited Review)	FY 2023 (Audited)
1	Andhra Pradesh	-	0.87
2	Assam	1.21	7.30
3	Bihar	0.44	7.49
4	Chhattisgarh	-	0.18
5	Delhi	-	0.57
6	Jharkhand	0.77	1.76
7	Karnataka	0.41	2.35
8	Kerala	0.86	4.16
9	Madhya Pradesh	-	0.06
10	Maharashtra	0.46	1.59
11	Nepal (Export)	-	0.27
12	Odisha	0.51	3.92
13	Tamil Nadu	0.03	-
14	Tripura	1.61	3.22
15	Uttar Pradesh	0.42	0.88
16	West Bengal	0.08	1.39

**3. Revenue segmentation for Welding Products (MIG Wire)**

Sr. No.	Location	<i>INR Crore</i>	
		As at September 30, 2023 (Unaudited Limited Review)	FY 2023 (Audited)
1	Chhattisgarh	2.86	2.23
2	Bihar	0.03	-
3	Delhi	0.05	-
4	Haryana	0.40	1.37
5	Jharkhand	6.44	12.86
6	Karnataka	0.68	0.90
7	Madhya Pradesh	-	0.79
8	Maharashtra	2.38	2.77
9	Odisha	0.02	0.39

10	Rajasthan	-	0.08
11	Uttar Pradesh	0.09	0.19
12	Uttarakhand	0.14	0.44
13	West Bengal	2.79	4.71

#### 4. Revenue segmentation for Welding Products (Welding Electrode)

INR Crore

Sr. No.	Location	As at September 30, 2023 (Unaudited Limited Review)	FY 2023 (Audited)
1	Chhattisgarh	0.02	0.11
2	Jharkhand	0.28	0.95
3	Odisha	0.21	2.52
4	Uttar Pradesh	-	0.001
5	West Bengal	0.01	0.05

#### Key Performance Indicators:

The Key Performance indicator are provided hereunder:

SI No	Parameters	Unit of Measurement	As at September 30, 2023 (Unaudited Limited Review)	FY2023 (Audited)	FY2022 (Audited)
1	Installed Capacity				
i	ISWP	MT	3,43,550	2,74,840	2,74,840
ii	JEMCO	MT	12,024.5	12,024.5	12,024.5
2	Production				
i	ISWP	MT	1,71,440	2,97,806	3,38,444
ii	JEMCO	MT	1,592	8,388	10,604
3	Revenue from Operations	INR Cr	173.55	341.99	354.15
4	Profit After Tax (PAT)	INR Cr	0.09	(0.29)	19.85

#### Client Profile or Industries Served:

- Wire Rods & TMT: Constructions, Manufacturing of downstream products
- Wires: Poultry, Fencing, Farming, Railway sleepers, etc.
- Electrode: Construction, Engineering Applications
- Nails: Furniture Fabrication, Wooden Packaging and Shuttering Works during Construction.

#### Revenue segmentation in terms of top 5/10 clients or Industries

Sl. No.	Client	Industry(ies)	% of Revenue in Total Revenue
1	Tata Steel Limited	Metals & Mining	61.40
2	Ganesh Steel	Construction	2.20
3	RSB Transmissions (I) Limited	Manufacture of Motor vehicles, trailers and others	1.40
4	NSPCL (NTPC-SAIL Power Company Limited)	Thermal Power Plant (Power Generation)	1.10
5	R. K. Products	Zinc Sulphate Manufacturing	0.90

#### Intellectual Property, if any:

The Company has, as on September 30, 2023, the below-mentioned Intellectual Property:

Sl. No.	Act	Granted	Applied	Withdrawn/ Refused/ Expired	Validity
1	The Trademark Act, 1999 (ISWP Logo)	20/08/2023	31/07/2023	-	Period of 10 years from 31/07/2023
2	The Trademark Act, 1999 (ISWP Wordmark)	20/08/2023	31/07/2023	-	Period of 10 years from 31/07/2023

**Market Share:**

The Market Share of the products marketed / manufactured by the Company are given hereunder:

Particulars	Welding Electrode	MIG Wire	Nails	Rolls & Castings
Market Demand per Annum (MT)	2,40,000	2,01,667	2,67,128	32,184
ISWP Present Supply per Annum (MT)	300	5,000	2,500	1,800
Market Share (%)	<b>0.125</b>	<b>2.479</b>	<b>0.935</b>	<b>5.59</b>

Source: As per ISWPL Management Internal Assessment

**Manufacturing plants:**

- ISWP**

Indranagar, Jamshedpur – 831004,  
Jharkhand, India

**Activities undertaken:** Manufacture of welding electrodes, GI wires, MIG wires, nails, barbed wire, wire rod, TMT, amongst others.

- JEMCO**, a division (manufacturing unit) of ISWP

PO - Telco Works, Jamshedpur – 831 004,  
Jharkhand, India

**Activities undertaken:** Manufacture of Rolls & Castings for integrated steel plants and engineering castings for steel plants, automobile industry and power plants etc.

The other direct business products of ISWP, i.e. MIG Wire, Electrodes and Nails are manufactured by external processing agents (EPAs) appointed by ISWP.

**Employee Strength**

Department/Function	No of employees as on September 30, 2023
Manufacturing	481
Sales and marketing	20
Quality assurance	32
Others (Finance, Admin, HR, Legal, etc)	137

**BUSINESS STRATEGY**

Following are some of the key business objectives of the Transferor Company:

1. Aim to drive operational excellence and maximising value creation;
2. Be a preferred supplier of innovative and high-quality downstream products through new products development initiatives;
3. Double the profits and revenue by 2027;
4. Be a benchmark in Safety, Health and Environmental stewardship within Tata Steel Group;
5. Achieve digital transformation through process automation.

For further details, please refer to the section titled “Objects/ Rationale of the Scheme” on page 10 of this Disclosure Document.



**BOARD OF DIRECTORS\***

Sr. No.	Name	Designation	Experience & Educational Qualification	Other Directorships
1.	Mr. Amit Ghosh  DIN: 00482967	Independent Director	<p>Mr. Amit Ghosh, a PGDBM from XLRI, Jamshedpur, is a Member of the Institute of Cost Accountants of India. He possesses over 37 years of experience in various greenfield ventures, brownfield expansion/diversification and acquired ongoing concerns.</p> <p>Mr. Ghosh has served Tata Steel Limited and its multiple group companies. His areas of expertise include corporate financial restructuring, strategic planning exercises including value chain analysis to assist business growth, credit enhanced solutions to address transactional risks in commercial deals, acquisition integration and implementation of turnaround plans among others.</p> <p>Mr. Ghosh also is a member of The Institute of Directors.</p>	<p>Indian Companies: NIL</p> <p>Foreign Companies: NIL</p>
2.	Ms. Ramya Hariharan  DIN: 06928511	Independent Director	<p>Ms. Ramya Hariharan, currently a corporate lawyer, is an LLB and a Company Secretary. She specialises in mergers and acquisition, general corporate advisory, projects and banking and finance. She is the founder and proprietor of Citadel Law Chambers and Partner in HSA Advocate, Kolkata.</p> <p>She has worked closely with the Government of West Bengal in several transactions. She has advised on several PPP projects including integrated township projects, water projects, etc. and has been closely involved in structuring the transaction and in the documentation process. Ms. Hariharan was one of the co-founder of Argus Partners, and served as partner in charge of the Kolkata Office of Argus Partners. Prior to Argus, she worked with Amarchand Mangaldas after a stint in litigation and intellectual property practice.</p>	<p>Indian Companies:</p> <ol style="list-style-type: none"> <li>1. Kkalpana Industries (India) Limited</li> <li>2. Ddev Plastiks Industries Limited</li> <li>3. TRF Limited</li> <li>4. Amalgam Steel &amp; Power Limited</li> <li>5. Medica TS Hospital Private Limited</li> </ol> <p>Foreign Companies: NIL</p>
3.	Mr. Ashish Anupam  DIN: 08384201	Chairman, Non-Executive, Non-Independent Director	<p>Mr. Ashish Anupam is a B.E. in Mechanical from BIT, Mesra, Ranchi. He has also completed General Management Programme from CEDEP (INSEAD, France).</p> <p>During his career in Tata Steel, he has worked in various functions and in different capacities/roles including Operations, International Trading, Marketing &amp; Sales, and overall general management within India &amp; Overseas. Mr. Anupam was the President and CEO of NatSteel Holdings Pte. Ltd., Singapore from July 2015, till March 2019. He was also the Chairman of SEAISI (Southeast Asia Iron &amp; Steel Institute) for a period of two years (2016-2018). Prior to being appointed as the Vice President – Long Products at Tata Steel Limited, he was the Managing Director of Tata Steel Long Products Limited, a listed subsidiary company of Tata Steel Limited.</p> <p>Mr. Anupam serves on several Boards of Tata Steel Group Companies. He is currently the Chairman of the Board of The Siam Industrial Wire Co. Limited, TSN Wires Co., Tata Steel Thailand Limited, and The Indian Steel &amp; Wire Product Limited</p>	<p>Indian Companies:</p> <ol style="list-style-type: none"> <li>1. Neelachal Ispat Nigam Limited</li> <li>2. Federation of India Minerals Industries</li> <li>3. The Bengal Chamber of Commerce and Industry</li> </ol> <p>Foreign Companies:</p> <ol style="list-style-type: none"> <li>1. Tata Steel (Thailand) Public Company</li> <li>2. The Siam Industrial Wire Co. Limited</li> <li>3. TSN Wires Co. Limited</li> <li>4. Bhushan Steel (Australia) Pty. Limited</li> </ol>
4.	Mr. Sanjib Nanda	Non-Executive, Non-	<p>Mr. Sanjib Nanda, a Chartered Accountant, is currently working as a Vice President, Financial Operations &amp; Corporate Reporting at Tata Steel Limited since 1st July, 2021. He previously led the Finance &amp; Accounts function as CFO of NatSteel Group and</p>	<p>Indian Companies:</p>

Sr. No.	Name	Designation	Experience & Educational Qualification	Other Directorships
	DIN: 01045306	Independent Director	<p>Tata Steel BSL post the acquisition of erstwhile Bhushan Steel Limited through IBC process.</p> <p>Over the past 15 years, Mr. Nanda has led various Group Finance functions at Tata Steel Limited including Capital Markets, Treasury, Corporate Finance &amp; Banking, Strategy, M&amp;A and Finance Transformation projects. He has also worked for over a decade in the area of International Sales &amp; Marketing, heading the South-East Asia region for Tata Steel Limited and subsequently leading the worldwide steel trading business.</p> <p>Prior to joining Tata Steel Limited, Mr. Nanda worked with A F Ferguson &amp; Company (now known as Deloitte), the leading Chartered Accountant firm in India, and was involved in Audits of large Indian and multinational corporates, as well as Foreign Banks and advisory services of multinational companies.</p>	<ol style="list-style-type: none"> <li>1. Bhushan Steel (South) Limited</li> <li>2. Angul Energy Limited</li> <li>3. Tata Steel Business Delivery Centre Limited</li> <li>4. Tata Steel Advanced Materials Limited</li> <li>5. TRF Limited</li> <li>6. Mjunction Services Limited</li> <li>7. Tata Steel Downstream Products Limited</li> </ol> <p>Foreign Companies:</p> <ol style="list-style-type: none"> <li>1. Bhushan Steel (Australia) Pty Ltd</li> <li>2. Bowen Energy Pty. Limited</li> <li>3. Bowen Coal Pty Ltd</li> <li>4. Bowen Consolidated Pty Ltd</li> <li>5. TS Global Procurement Co. Pte. Limited</li> <li>6. Tata NYK Shipping Pte. Limited</li> <li>7. Tata Steel (Thailand) Public Company Limited</li> <li>8. T Steel Holdings Pte. Limited</li> <li>9. T S Global Holdings Pte Limited</li> </ol>
5.	Mr. Abhijit Avinash Nanoti  DIN: 10040908	Managing Director	<p>Mr. Abhijit Avinash Nanoti is an Electronics Engineer and has also completed one-year full time General Management Program form XLRI Jamshedpur. Mr. Nanoti joined Tata Steel Limited in the year 1999 after working for approximately 6 years in Tire and Plastic Industry.</p> <p>Over the past 24 years in Tata Steel Limited, he has worked in various roles such as Operations and Maintenance of Rolling Mills, executed large scale capital projects for Kalinganagar and Jamshedpur, Supply Chain Management, Procurement and Contract Manufacturing, etc.</p> <p>Mr. Nanoti has rich experience in leadership roles across diverse functions of business including Digitization at Shopfloor, driving value creation with suppliers &amp; customers and driving systematic improvement through TQM methodology.</p>	<p>Indian Companies:</p> <ol style="list-style-type: none"> <li>1. Hockey Ace Foundation</li> </ol> <p>Foreign Companies: NIL</p>

\*As on the date of this Disclosure Document

**OBJECTS/ RATIONALE OF THE SCHEME**

**Rationale for amalgamation of Transferor Company with Transferee Company:**

The amalgamation will ensure creation of a combined entity, hosting value-added long products under the Transferee Company, leading to 'One-Tata Steel' in front of customers which will improve shareholder value of the merged entity. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.

The companies believe that the financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of the companies pooled in the merged entity, will lead to optimum use of infrastructure, cost reduction and efficiencies, productivity gains and logistic advantages and reduction of administrative and operational costs and thereby maximising shareholder value of the merged entity.

The proposed Scheme would result in the following synergies:

- (a) **Operational efficiencies:** The proposed amalgamation would result in synergy benefits arising out of single value chain thereby reducing costs and increasing operational efficiencies. Centralization of inventory primarily stores, spares, maintenance, repairs and operations (MRO), and services can be managed centrally which will increase scale of operations thereby improving negotiating power, reducing sourcing and inventory management costs. The amalgamation is expected to result in better alignment, optimized power consumption, sharing of best practices, cross-functional learnings, better utilisation of common facilities and greater efficiency in debt and cash management.
- (b) **Faster execution of projects in pipeline:** The growth projects of the Transferor Company will be fast tracked by leveraging the Transferee Company's technical expertise and financial resources.
- (c) **Simplified structure and management efficiency:** In line with group level 5S strategy – simplification, synergy, scale, sustainability, and speed – the amalgamation will simplify group holding structure, improve agility to enable quicker decision making, eliminate administrative duplications, consequently reducing administrative costs of maintaining separate entities.
- (d) **Sales and marketing:** Sales and distribution network will be pooled, providing greater market penetration. The culture of customer delight will be fostered by transitioning to the culture of 'one-face' to customers thereby making it easier to address customer needs by providing them uniform product and service experience, resolving customer complaints, ensuring on-time deliveries, and improved service quality. With common credit management, customers are expected to benefit from the channel financing facility.
- (e) **Sharing of best practices in sustainability, safety, health and environment:** Adoption of improved safety, environment and sustainability practices owing to a centralized committee at combined level to provide focused approach towards safety, environment and sustainability practices resulting in overall improvement. Further, overall technology maturity can be enhanced by the Companies through unfettered access to each other's information technology applications and systems.

Thus, the proposed amalgamation is beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of the Transferor Company and Transferee Company.

For further details, please refer to the Scheme.

<b>Details of means of finance</b>	Not Applicable
<b>Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/ rights issues, if any, of the company in the preceding 10 years</b>	Not Applicable
<b>Name of monitoring agency, if any</b>	Not Applicable
<b>Terms of issuance of convertible security, if any</b>	Not Applicable

**PRE-SCHEME SHAREHOLDING PATTERN OF THE TRANSFEROR COMPANY\***

Sr. No.	Particulars	No. of shareholders	No. of shares	% Holding
1	<b>Promoter and Promoter Group</b>	<b>9</b>	<b>56,93,451</b>	<b>95.02</b>
a.	Tata Steel Limited	1	56,92,651	95.01
b.	Individuals	8	800	0.01
2	<b>Public</b>	<b>801</b>	<b>2,98,445</b>	<b>4.98</b>
	<b>Total</b>	<b>810</b>	<b>59,91,896</b>	<b>100.00</b>

\* As on September 22, 2022

Number / amount of equity proposed to be sold by the selling shareholders, if any: Not applicable

### FINANCIALS

The financial information (Ind-AS) of Transferor Company is provided below:

(₹ Crore except per share data)

Sr. No	Particulars	For six months period ended September 30, 2023 (Unaudited Limited Review)	FY 2022-23 (Audited)	FY 2021-22 (Audited)	FY 2020-21 (Audited)
1.	Total income from operations (net)	173.55	341.99	354.15	283.19
2.	Net Profit / (Loss) before tax and extraordinary items	0.32	0.61	26.11	16.30
3.	Net Profit / (Loss) after tax and extraordinary items	0.09	(0.29)	19.85	11.98
4.	Equity Share Capital	8.61	5.99	5.99	5.99
5.	Reserves and Surplus	244.62	136.60	136.06	117.58
6.	Net worth	243.23	142.59	142.05	123.57
7.	Basic earnings per share (₹)	0.14	(0.48)	33.13	20.00
8.	Diluted earnings per share (₹)	-	-	-	-
9.	Return on net worth (%)	-	-	-	-
10.	Net asset value per share (₹)	-	-	-	-

Notes:

1. Net worth is calculated as a sum of Equity Share Capital and Other equity
2. Basic & Diluted earnings per share is computed by dividing the profit for the year after tax by the weighted average number of equity shares outstanding during the year.
3. Return on net worth (%) is computed by dividing the net profit/ (loss) after tax by the Net worth.
4. Net asset value per share is computed by dividing the Net worth by the outstanding number of equity shares.

### INTERNAL RISK FACTORS

The Internal Risk Factors as identified by the Company are below.

1. Unexpected increase in the power tariff due to increase of tariff rate, coal prices governed by global market, Government regulations and usage in power which leads to an impact on the profitability.
2. Disallowance of the Employee State Insurance (“ESI”) exemptions due to adverse decisions given by Court and payment of ESI dues after unfavorable order from the legal authorities denying exemption from the provisions of the ESI Act, 1948 may lead to financial liabilities and high financial impact. The amount involved as per present demand is INR 3.22 crore.
3. Delay in obtaining regulatory approvals, environmental approvals and non-compliances with respect to such approvals may adversely affect the operational activities. Also, changes in Government policies in terms of technology, statutory compliances, environmental norms etc. impact the sustainability / continuity of the business and leads to increase in the cost of operations.
4. Non-utilization of ISWP production capacity due to shortage of orders or high finished goods inventory leading to loss of revenue.
5. Fire incident at underground cable tunnel/ basement, etc. in vital installations due to short circuit, overload in cable tunnel, transformers, oil cellar which may lead to stoppage of production / operations and loss of revenue.



**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

A. Total number of outstanding litigations as on September 30, 2023 against Transferor Company and amount involved

Sr. No.	Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (INR in Crore) @
1	<b>Company</b>						
	<i>By the Company</i>						
	i) Sales Tax	-	53	-	-	-	19.10
	ii) Direct Tax	-	2	-	-	-	4.58
	iii) Central GST & Excise	-	3	-	-	-	0.50
	iv) Criminal matters	2	-	-	-	-	0.04
	v) Civil cases	-	-	-	-	2	1.11
	vi) Employee State Insurance	-	-	11	-	-	3.22
	<i>Against the Company</i>						
	i) Labour cases	-	-	-	-	8	2.44
	iii) Criminal matters	3	-	-	-	-	-
	iv) Civil cases	-	-	-	-	2	0.23
2	<b>Directors</b>						
	By our Directors	-	-	-	-	-	-
	Against the Directors	-	-	-	-	-	-
3	<b>Promoters</b>						
	By Promoters	3	59	4	-	21 <sup>^</sup>	34,956.56
	Against Promoters	16	10	1	-	2 <sup>^</sup>	14,874.24
4	<b>Subsidiaries*</b>						
	By Subsidiaries	-	-	-	-	-	-
	Against Subsidiaries	-	-	-	-	-	-

\* Transferor Company does not have any subsidiary;

@ to the extent ascertainable

<sup>^</sup> Materiality criteria for cases which will have an impact on the Promoter - Rs. 50 Crores and above

B. Brief details of top 5 material outstanding litigations as on September 30, 2023 against Transferor Company and amount involved

Sr. No.	Particulars	Litigation filed by	Pending Before	Current Status	Amount Involved (₹ Crore)
NIL					

C. Regulatory Action, if any, disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any

NIL

D. Brief details of outstanding criminal proceedings as on September 30, 2023 against Promoter i.e., TSL

There are 16 criminal proceedings outstanding against the Promoter, i.e., TSL (including cases involving allegations of violation against the erstwhile Bhushan Steel Limited & its subsidiary companies) under the Mines & Mineral (Development Regulation) Act, 1957, Environment (Protection) Act, 1986, Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, Indian Penal Code, 1860, Payment of Wages Act, 1936, State Acts on these subjects, as well as rules and regulations framed thereunder.

<b>ANY OTHER IMPORTANT INFORMATION AS PER BRLM / TRANSFEROR COMPANY</b>
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Not Applicable
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<b>DECLARATION BY THE TRANSFEROR COMPANY</b>
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We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992 as the case may be, have been complied with and no statement made in this Disclosure Document is contrary to the provisions of the Companies Act, 2013, the SEBI Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in the Disclosure Document are true and correct.

For **The Indian Steel & Wire Products Limited**



**Abhijit Avinash Nanoti**  
**Managing Director**  
**DIN: 10040908**

**Date:** December 20, 2023

**Place:** Jamshedpur



Ernst & Young Merchant Banking Services LLP  
14th Floor, The Ruby,  
29 Senapati Bapat Marg,  
Dadar West,  
Mumbai - 400 028, India

Tel: +91 22 61920000  
ey.com

December 20, 2023

To  
The Board of Directors  
**Tata Steel Limited**  
Bombay House, 2nd Floor,  
24 Homi Mody Street,  
Fort, Mumbai - 400001

Dear Sirs,

**Sub: Scheme of Amalgamation involving The Indian Steel & Wire Products Limited (the “Company” or “ISWP” or “Transferor Company”) into and with Tata Steel Limited (“TSL” or “Transferee Company”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (collectively the “Act”) and all other applicable rules and regulations, (hereinafter referred to as the “Scheme”)**

**Due Diligence Certificate on the Abridged Prospectus dated December 20, 2023**

Securities and Exchange Board of India (“SEBI”) vide circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended, to the extent applicable (“SEBI Master Circular”) inter-alia prescribed that the listed entity shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format as specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended (“Abridged Prospectus”) in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking their approval on the Scheme. SEBI, vide its circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022, (“SEBI Circular 2022”), replaced the prescribed format as specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI ICDR Regulations.

Further, as per SEBI Master Circular, the accuracy and adequacy of the disclosures on the unlisted entity made in the Abridged Prospectus prepared in the format as mentioned above shall be certified by a SEBI registered Merchant Banker after following the due diligence process.

In this background, we have been engaged by TSL to issue a certificate for the Abridged Prospectus on ISWP to be issued to the shareholders of TSL for seeking their approval on the Scheme.

Accordingly, we, on the basis of the examination of various documents pertaining to ISWP made available to us, discussions with the officials of ISWP and TSL and the management confirmations received from ISWP and TSL, confirm that the information contained in the Abridged Prospectus is in conformity with the format specified for abridged prospectus in the SEBI Circular 2022 and the information disclosed in the Abridged Prospectus is fair, accurate and adequate.

Thanking you,

Yours Sincerely,

**For Ernst & Young Merchant Banking Services LLP**



**Parag Mehta**  
Partner

## Annexure 15

As at March 31, 2022

## PROFORMA BALANCE SHEET OF MERGED ENTITIES

	₹ crore	₹ crore	₹ crore	₹ crore
	TSL	ISWP	Merger impact	Resulting Entity (TSL + ISWP)
<b>Assets</b>				
<b>I Non-current assets</b>				
(a) Property, plant and equipment	87,946.22	56.34		88,002.56
(b) Capital work-in-progress	14,159.32	7.57		14,166.89
(c) Right-of-use assets	5,538.18	-		5,538.18
(d) Goodwill	-	-		-
(e) Intangible assets	806.03	0.71		806.74
(f) Intangible assets under development	382.64	-		382.64
(g) Investments in subsidiaries, associates and joint ventures	29,167.38	-	(3.08)	29,164.30
(h) Financial assets				
(i) Investments	14,234.05	0.00		14,234.05
(ii) Loans	30,195.27	-		30,195.27
(iii) Derivative assets	133.21	-		133.21
(iv) Other financial assets	1,211.81	0.12		1,211.93
(j) Non-current tax assets (net)	3,620.76	8.78		3,629.54
(k) Deferred tax assets	-	1.83		1.83
(k) Other assets	3,301.78	5.14		3,306.92
<b>Total non-current assets</b>	<b>1,90,696.65</b>	<b>80.49</b>	<b>(3.08)</b>	<b>1,90,774.06</b>
<b>II Current assets</b>				
(a) Inventories	19,942.94	35.49		19,978.43
(b) Financial assets				
(i) Investments	96.11	-		96.11
(ii) Trade receivables	3,280.30	37.36	(32.46)	3,285.20
(iii) Cash and cash equivalents	2,671.59	49.03	7.47	2,728.09
(iv) Other balances with banks	183.70	0.52		184.22
(v) Loans	2,368.01	-		2,368.01
(vi) Derivative assets	89.54	-		89.54
(vii) Other financial assets	718.30	4.33	(14.47)	708.16
(c) Retirement benefit assets	-	-		-
(d) Other assets	1,939.08	4.81		1,943.89
(e) Assets held for sale	-	0.03		0.03
<b>Total current assets</b>	<b>31,289.57</b>	<b>131.57</b>	<b>(39.46)</b>	<b>31,381.68</b>
<b>Total assets</b>	<b>2,21,986.22</b>	<b>212.06</b>	<b>(42.54)</b>	<b>2,22,155.75</b>
<b>Equity and liabilities</b>				
<b>III Equity</b>				
(a) Equity share capital	1,222.37	5.99	(5.99)	1,222.37
(b) Other equity	1,24,211.39	136.06	(9.84)	1,24,337.61
<b>Total equity</b>	<b>1,25,433.76</b>	<b>142.05</b>	<b>(15.83)</b>	<b>1,25,559.98</b>
<b>IV Non-current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	20,290.81	-		20,290.81
(ii) Lease obligations	3,726.90	-		3,726.90
(iii) Derivative liabilities	10.18	-		10.18
(iv) Other financial liabilities	883.23	14.00		897.23
(b) Provisions	2,685.00	9.38		2,694.38
(c) Retirement benefit obligations	2,315.91	6.49		2,322.40
(d) Deferred income	0.74	-		0.74
(e) Deferred tax liabilities (net)	8,087.57	-		8,087.57
(f) Other liabilities	4,887.29	-		4,887.29
<b>Total non-current liabilities</b>	<b>42,887.63</b>	<b>29.87</b>	<b>-</b>	<b>42,917.50</b>
<b>V Current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	11,984.66	-		11,984.66
(ii) Lease obligations	522.14	-		522.14
(iii) Trade payables				
(a) Total outstanding dues of micro and small enterprises	678.20	0.26		678.46
(b) Total outstanding dues of creditors other than micro and small enterprises	20,412.94	28.65	(12.24)	20,429.35
(iv) Derivative liabilities	81.48	-		81.48
(v) Other financial liabilities	5,137.54	3.18	(14.47)	5,126.25
(b) Provisions	1,082.42	1.02		1,083.44
(c) Retirement benefit obligations	114.99	0.28		115.27
(d) Deferred income	67.84	-		67.84
(e) Current tax liabilities (net)	1,079.69	-		1,079.69
(f) Other liabilities	12,502.93	6.75		12,509.68
<b>Total current liabilities</b>	<b>53,664.83</b>	<b>40.14</b>	<b>(26.71)</b>	<b>53,678.26</b>
<b>Total equity and liabilities</b>	<b>2,21,986.22</b>	<b>212.06</b>	<b>(42.54)</b>	<b>2,22,155.74</b>
			(0.00)	(0.00)





November 2, 2022

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

Dear Sir, Madam,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of The Indian Steel & Wire Products Limited ('ISWP' / 'Transferor Company') into and with Tata Steel Limited ('TSL' / 'Transferee Company' / 'the Company')**

We refer to our application dated September 29, 2022, regarding the above subject.

In terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021, please find enclosed the Complaint Report for the period October 7, 2022 to October 27, 2022 in the prescribed format.

Request you to kindly take the above on record.

Thanking you.

Yours faithfully,

**Tata Steel Limited**

PARVATHEESAM Digitally signed by PARVATHEESAM  
KANCHINADHAM  
 KANCHINADHAM Date: 2022.11.02 14:25:47 +05'30'

**Parvatheesam Kanchinadham**

Company Secretary and  
 Chief Legal Officer (Corporate & Compliance)

Encl: As above

**\*Securities in scrip code 890144 stand suspended from trading effective February 17, 2021.**

**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](http://www.tatasteel.com)  
 Corporate Identity Number L27100MH1907PLC000260



**COMPLAINTS REPORT**  
**(Period: October 7, 2022 to October 27, 2022)**

**Part A**

<b>SN</b>	<b>Particulars</b>	<b>Number</b>
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange / SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

**Part B**

<b>SN</b>	<b>Name of complainant</b>	<b>Date of complaint</b>	<b>Status (Resolved/Pending)</b>
N.A.			

**Tata Steel Limited**

**PARVATHEESAM**  
**KANCHINADHAM**

Digitally signed by  
PARVATHEESAM  
KANCHINADHAM  
Date: 2022.11.02 4:24:07 +05'30'

**Parvatheesam Kanchinadham**  
Company Secretary &  
Chief Legal Officer (Corporate & Compliance)

**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](http://www.tatasteel.com)  
Corporate Identity Number L27100MH1907PLC000260



November 22, 2022

The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot C/1  
G Block, Bandra Kurla Complex, Bandra East  
Mumbai – 400 051, India  
**Scrip Code: TATASTEEL/TATASTLPP\***

Dear Sir, Madam,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of The Indian Steel & Wire Products Limited ('ISWP' / 'Transferor Company') into and with Tata Steel Limited ('TSL' / 'Transferee Company' / 'the Company')**

We refer to our application number 32770 dated September 29, 2022, regarding the above subject.

In terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL 1/CIR/P/2021/0000000665 dated November 23, 2021, please find enclosed the Complaint Report for the period November 01, 2022 to November 21, 2022 in the prescribed format.

Request you to kindly take the above on record.

Thanking you.

Yours faithfully,  
Tata Steel Limited

**Parvatheesam Kanchinadham**  
Company Secretary and  
Chief Legal Officer (Corporate & Compliance)



Encl: As above

*\*Securities in scrip code TATASTLPP stand suspended from trading effective February 17, 2021.*

**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](http://www.tatasteel.com)  
Corporate Identity Number L27100MH1907PLC000260



**COMPLAINTS REPORT**  
(Period: November 01, 2022 to November 21, 2022)

**Part A**

SN	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange / SEBI	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

**Part B**

SN	Name of complainant	Date of complaint	Status (Resolved/Pending)
NIL			

Tata Steel Limited

*Parvathesam*



**Parvathesam Kanchinadham**  
Company Secretary &  
Chief Legal Officer (Corporate & Compliance)

November 22, 2022

**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](http://www.tatasteel.com)  
Corporate Identity Number L27100MH1907PLC000260