



June 27, 2023

The Secretary, Listing Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.  
Maharashtra, India.  
Scrip code: 500470

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

Dear Madam, Sirs,

**Subject: Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of Tata Steel Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') held on June 27, 2023**

We refer to our letter dated May 25, 2023, wherein the Company had submitted the notice of the meeting of the equity shareholders of Tata Steel Limited vide order of the NCLT dated May 16, 2023.

Pursuant to the Order in the Company Scheme Application No. CA(CAA)/115/MB-IV/2023 ('**Order**') and in compliance with applicable provisions of the Companies Act, 2013 ('**Act**') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), each as amended from time to time, the meeting of the Equity Shareholders of the Company ('**Members**') was held on Tuesday, June 27, 2023, at 12:00 Noon (IST) through two-way video conferencing/other audio-visual means ('**VC/OAVM**') ('**Meeting**') to approve the Scheme of Amalgamation amongst Tata Steel Limited and Tata Steel Long Products Limited and their respective shareholders ('**Scheme**'). The Scheme was approved by the Shareholders of the Company with requisite majority. The Company also facilitated the live webcast of the proceedings of the Meeting.

In this regard, please find enclosed the following:

- (i) Summary of the proceedings of the Meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations enclosed as **Annexure - A**.

## **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



- (ii) Results of the postal ballot and remote e-voting (prior to as well as during the meeting), in relation to the item of business transacted at the said Meeting, as required under Regulation 44(3) of the SEBI Listing Regulations enclosed as **Annexure - B**.
- (iii) The Scrutinizer's Report dated June 27, 2023, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 enclosed as **Annexure – C**.

The Meeting concluded at 12.55 p.m. (IST).

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at [www.tatasteel.com](http://www.tatasteel.com) and the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

You are requested to kindly take the same on record.

Yours faithfully,  
**Tata Steel Limited**

**Parvatheesam Kanchinadham**  
Company Secretary &  
Chief Legal Officer (Corporate & Compliance)

Encl: as above



Annexure – A

**Summary of Proceedings of the Meeting of the Equity Shareholders of Tata Steel Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, held on June 27, 2023**

The meeting of the equity shareholders of the Company convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench (**'Hon'ble Tribunal/NCLT'**) was held on Tuesday, June 27, 2023, at 12 Noon (IST) through two-way video conferencing/other audio-visual means (**'VC/OAVM'**) (**'Meeting'**). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 (**'Act'**), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC / OAVM, 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'**).

Mr. Parvatheesam Kanchinadham, Company Secretary & Chief Legal Officer (Corporate & Compliance), welcomed the Members to the Meeting and provided them with the necessary details relating to their participation at the Meeting through VC/OAVM. He informed that the Company had provided its Members with the facility to cast their vote through remote e-voting electronically using the facility provided by NSDL. He further informed that the remote e-voting facility was also made available during the Meeting for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

He further informed that 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, Practicing Company Secretaries were appointed as Scrutinizer to scrutinize the votes cast by remote e-voting (prior to as well as during the Meeting), in a fair and transparent manner.

Mr. N. Chandrasekaran, appointed in accordance with the Directions of the NCLT, presided over the meeting as the Chairperson for the Meeting. He informed the Members that the Meeting was convened pursuant to the directions of the NCLT in the matter of the Scheme of Amalgamation amongst Tata Steel Limited and Tata Steel Long Products Limited and their respective shareholders. The requisite quorum being present, the Chairperson called the Meeting to order.

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All the Directors of the Company (except Mr. Noel Naval Tata, Ms. Farida Khambata and Mr. Deepak Kapoor) who were present at the Meeting through VC/OAVM from their respective locations introduced themselves to the Members.

The Chairperson then informed the Members that, the representatives of M/s Price Waterhouse & Co. Chartered Accountants LLP, Statutory Auditors and M/s Parikh and Associates, Secretarial Auditors and Scrutinizers for the remote e-voting (prior to as well as during the meeting), were also present at the Meeting through VC/OAVM.

The Chairperson informed that the Notice of the Meeting, the Statement under Section 102 read with Section 230 to Section 232 of the Companies Act, 2013, the rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, the Scheme of Amalgamation, and other relevant documents in connection with the said Scheme had been dispatched to the Members through electronic means via email to those shareholders whose email addresses were registered with the Company/Registrar & Transfer Agent/ Depository Participant(s)/Depositories as on May 19, 2023. In addition, the advertisements containing the details of the Meeting and e-voting were duly published in newspapers, in accordance with the directions of the Hon'ble Tribunal.

The details of authorized representations received from corporate shareholders were informed to the Members. Since there was no physical attendance of Members, and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, it was informed to the Members that the documents that were referred to in the Notice were available for inspection in electronic mode for the Members, on request.

With the consent of the Members, the Notice convening the Meeting was taken as read.

The Chairperson then briefed the Members regarding the salient features, synergies, need, rationale and benefits of Scheme of Amalgamation amongst Tata Steel Limited and Tata Steel Long Products Limited and their respective shareholders.

The following resolution set out in the Notice convening the Meeting was put up to the Members for voting during the Meeting:

<b>Item No.</b>	<b>Details of the Resolution</b>
1.	Approval for the Scheme of Amalgamation amongst Tata Steel Limited and Tata Steel Long Products Limited and their respective shareholders.



The Chairperson then invited the Members to express their views, ask questions and seek clarifications on the proposed Scheme. The Chairperson appropriately responded to the questions asked and clarifications sought by the Members.

The Chairperson then authorized Mr. Parvatheesam Kanchinadham, the Company Secretary & Chief Legal Officer (Corporate & Compliance) to carry out the e-voting process and conclude the Meeting. He further informed the Members that the voting results would be disseminated to the Stock Exchanges on which the Company's shares are listed and would also be made available on the website of the Company at [www.tatasteel.com](http://www.tatasteel.com) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 2 working days of the conclusion of the Meeting.

The Chairperson then thanked the Members for attending and participating at the Meeting. He also thanked the Board of Directors for joining the Meeting virtually.

The remote e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon the completion of the remote e-voting process Mr. Kanchinadham declared the Meeting as closed.

The Scrutinizer's Report was received after the conclusion of the Meeting on June 27, 2023, and as set out therein, the said resolution was declared as passed with requisite majority.

Yours faithfully,  
**Tata Steel Limited**

A handwritten signature in black ink, appearing to read 'Parvatheesam', with a horizontal line underneath.

**Parvatheesam Kanchinadham**  
Company Secretary &  
Chief Legal Officer (Corporate & Compliance)



**Annexure – B**

**Voting Results of the Meeting**

<b>Date of the Meeting</b>	June 27, 2023
<b>No. of shareholders as on the cut-off date (June 20, 2023)</b>	37,93,475
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter group	Meeting was held through VC/OAVM.
Public	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoter and Promoter group	8
Public	204

**Tata Steel Limited**

**Parvatheesam Kanchinadham**

Company Secretary &

Chief Legal Officer (Corporate & Compliance)

**TATA STEEL LIMITED**

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Combined e-voting results in respect of the equity shareholders (including public shareholders):

Resolution Required: (Special)			Approval for the Scheme of Amalgamation amongst Tata Steel Limited and Tata Steel Long Products Limited and their respective Shareholders.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	414,35,94,780	413,19,10,850	99.7180	413,19,10,850	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>413,19,10,850</b>	<b>99.7180</b>	<b>413,19,10,850</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Institutions	E-Voting	515,02,52,863	454,85,22,759	88.3165	454,85,22,759	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>454,85,22,759</b>	<b>88.3165</b>	<b>454,85,22,759</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Non-Institutions	E-Voting	292,76,84,987	6,88,17,495	2.3506	686,35,438	1,82,057	99.7354	0.2646
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>6,88,17,495</b>	<b>2.3506</b>	<b>6,86,35,438</b>	<b>1,82,057</b>	<b>99.7354</b>	<b>0.2646</b>
<b>Total</b>		<b>1222,15,32,630</b>	<b>8,74,92,51,104</b>	<b>71.5888</b>	<b>8,74,90,69,047</b>	<b>1,82,057</b>	<b>99.9979</b>	<b>0.0021</b>

\*Rujvalika Investments Limited (a wholly owned subsidiary company), holding 1,16,83,930 Ordinary (equity) Shares forming part of the Promoter Group, refrained from voting as these shares do not carry any voting rights.



Combined e-voting results in respect of the public shareholders:

Resolution Required: (Special)			Approval for the Scheme of Amalgamation amongst Tata Steel Limited and Tata Steel Long Products Limited and their respective Shareholders.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	414,35,94,780	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public Institutions	E-Voting	515,02,52,863	454,85,22,759	88.3165	4,54,85,22,759	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>454,85,22,759</b>	<b>88.3165</b>	<b>454,85,22,759</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Non-Institutions	E-Voting	292,76,84,987	6,88,17,495	2.3506	6,86,35,438	1,82,057	99.7354	0.2646
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>6,88,17,495</b>	<b>2.3506</b>	<b>6,86,35,438</b>	<b>1,82,057</b>	<b>99.7354</b>	<b>0.2646</b>
<b>Total</b>		<b>1222,15,32,630</b>	<b>461,73,40,254</b>	<b>37.7804</b>	<b>461,71,58,197</b>	<b>1,82,057</b>	<b>99.9961</b>	<b>0.0039</b>

\*Rujuvalika Investments Limited (a wholly owned subsidiary company), holding 1,16,83,930 Ordinary (equity) Shares forming part of the Promoter Group, refrained from voting as these shares do not carry any voting rights.





To

The Chairman appointed for the Meeting of the Equity Shareholders

**TATA STEEL LIMITED**

CIN: L27100MH1907PLC000260

Bombay House, 24, Homi Mody Street,

Mumbai - 400 001

**Sub: Consolidated Scrutinizer's report on the results of voting by shareholders of Tata Steel Limited through remote e-voting process (prior to and during the meeting) at the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" "NCLT") convened meeting of the equity shareholders of Tata Steel Limited held on Tuesday, June 27, 2023 at 12.00 noon IST ("Meeting"), through video conferencing/other audio visual means, pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" or "NCLT") vide orders dated May 16, 2023 in the Company Scheme Application No. C.A.(CAA)/115(MB-IV)2023.**

Dear Sir,

I, P. N. Parikh (FCS 327) of M/s Parikh and Associates, Practicing Company Secretaries, have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal" or "NCLT"**), by its Orders dated May 16, 2023, in Company Scheme Application **C.A.(CAA)/115(MB-IV)2023 ("Order")**, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process (prior to and during the meeting), in a fair and transparent manner, at the meeting of the equity shareholders of Tata Steel Limited convened by the said orders of NCLT and held on Tuesday, June 27, 2023 at 12.00 noon (IST) through video conferencing/other audio visual means, pursuant to the provisions of the Section 230-232 of the Companies Act, 2013 ("Act") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the resolution seeking approval of the equity shareholders to the Scheme of Amalgamation amongst Tata Steel Limited and Tata Steel Long Products Limited and their respective shareholders ("**Scheme**"), in terms of the Notice dated May 25, 2023, convening the said meeting.

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited (NSDL) by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.
2. The voting period for the remote e-voting prior to the meeting commenced on **Friday, June 23, 2023 at 9.00 a.m. (IST) and ended on Monday, June 26, 2023 at 5.00 p.m. (IST).**
3. The Company had also provided remote e-voting facility to the Equity Shareholders present at the NCLT Convened meeting through VC / OAVM and who had not cast their votes earlier either through remote e-voting prior to the meeting.
4. The **cut-off date was Tuesday, June 20, 2023** for the purpose of deciding the shareholders entitled to vote through remote e-voting and e-voting conducted at the meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated May 25, 2023 convening the meeting of the Equity shareholders of the Company along with the Scheme and Statement under Sections 102, 230(3), 232(2) of the Act read with and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity shareholders in respect of the resolution passed at the meeting of the Company 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) / Depositories as on May 19, 2023.
6. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting and the votes cast under remote e -voting facility prior to the NCLT convened meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("**RTA**") and the authorisations lodged with the Company/ Company's RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, and e-voting at the meeting on the resolution contained in the Notice convening NCLT convened meeting of the Equity shareholders.

9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize e-voting process and e-voting at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" votes, based on the reports generated from the remote e-voting system, and e-voting at the meeting provided by NSDL.
10. The Resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting and e-voting at the meeting seeking approval of the equity shareholders of the Company are given below.

**Resolution:**

**"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 Ministry of Corporate Affairs, Section 2(1B) of the Income Tax Act, 1961, 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/DIL1/CIR/P/2021/000000665 dated November 23, 2021 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 31, 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 such other approvals, permissions and sanctions of any other regulatory or statutory authorities, 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 Tata Steel Long 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 regulatory or statutory 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."

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8442	874,90,69,047	100.00 (Rounded off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
138	1,82,057	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

11. All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meeting were handed over to the Company Secretary & Chief Legal Officer (Corporate & Compliance) of the Company for safe keeping.

Thanking you,

Yours faithfully,

Pravinchandra Nahalchand Parikh  
Digitally signed by Pravinchandra Nahalchand Parikh  
Date: 2023.06.27 17:26:57 +05'30'

P. N. Parikh  
**Parikh & Associates**  
**Practising Company Secretaries**  
FCS: 327 CP No.: 1228  
UDIN: F000327E000511585  
111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd.,  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri (West), Mumbai - 400053

Place: Mumbai  
Dated: 27.06.2023

**TATA STEEL LIMITED**  
*Parvatheesam*  
**(PARVATHEESAM KANCHINADHAM)**  
**COMPANY SECRETARY &**  
**CHIEF LEGAL OFFICER (CORPORATE & COMPLIANCE)**

To

The Chairman appointed for the Meeting of the Equity Shareholders

**TATA STEEL LIMITED**

CIN: L27100MH1907PLC000260

Bombay House, 24, Homi Mody Street,  
Mumbai 400001

**Sub: Consolidated Scrutinizer's Report with respect to voting by shareholders (excluding promoters and promoter group) of Tata Steel Limited through remote e-voting process (prior to and during the meeting) at the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) convened meeting of the equity shareholders of Tata Steel Limited held on Tuesday, June 27, 2023 at 12.00 noon IST ("Meeting"), through video conferencing/other audio visual means, pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" or "NCLT") vide orders dated May 16, 2023 in the Company Scheme Application No. C.A.(CAA)/115(MB-IV)2023.**

Dear Sir,

I, P. N. Parikh of Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal**" or "**NCLT**"), by its Orders dated May 16, 2023, in Company Scheme Application **C.A.(CAA)/115(MB-IV)2023** ("**Order**") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process (prior to and during the meeting), in a fair and transparent manner, at the meeting of the Equity Shareholders (excluding promoters and promoter group) of Tata Steel Limited convened by the said orders of NCLT and held on Tuesday, June 27, 2023 at 12.00 noon (IST) through video conferencing/other audio visual means, pursuant to the provisions of the Section 230-232 of the Companies Act, 2013 ("Act") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Arrangement Rules**"), and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the resolution seeking approval of the equity shareholders to the Scheme of Amalgamation amongst Tata Steel Limited and Tata Steel Long Products Limited and their respective shareholders ("**Scheme**"), in terms of the Notice dated May 25, 2023, convening the said meeting.

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1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited ('NSDL') by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.
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3. The Company had also provided remote e-voting facility to the Equity Shareholders present at the NCLT Convened meeting through VC / OAVM and who had not cast their votes earlier through remote e-voting prior to the meeting.
4. The **cut-off date was Tuesday, June 20, 2023** for the purpose of deciding the shareholders entitled to vote through remote e-voting and e-voting conducted at the meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated May 25, 2023 convening the meeting of the Equity shareholders of the Company along with the Scheme and Statement under Sections 102, 230(3), 232(2) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity shareholders in respect of the resolution passed at the meeting of the Company 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) / Depositories as on May 19, 2023.
6. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting and the votes cast under remote e -voting facility prior to the NCLT convened meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("RTA") and the authorisations lodged with the Company/ Company's RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, and e-voting at the meeting on the resolution contained in the Notice convening NCLT convened meeting of the Equity shareholders.

9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize e-voting process and e-voting at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" votes, based on the reports generated from the remote e-voting system, and e-voting at the meeting provided by NSDL.
10. The Resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting and e-voting at the meeting seeking approval of the equity shareholders (excluding promoters and promoter group) of the Company are given below.

**Resolution:**

**"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 Ministry of Corporate Affairs, Section 2(1B) of the Income Tax Act, 1961, 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/DIL1/CIR/P/2021/000000665 dated November 23, 2021 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 31, 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 such other approvals, permissions and sanctions of any other regulatory or statutory authorities, 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 Tata Steel Long 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 regulatory or statutory 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.”

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8424	461,71,58,197	100.00 (Rounded off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
138	1,82,057	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

11. All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meeting were handed over to the Company Secretary & Chief Legal Officer (Corporate & Compliance) of the Company for safe keeping.

Thanking you,  
Yours faithfully,

Pravinchandra  
Nahalchandra  
Parikh

Digitally signed by  
Pravinchandra  
Nahalchandra Parikh  
Date: 2023.06.27  
17:27:21 +05'30'

P. N. Parikh  
**Parikh & Associates**  
**Practising Company Secretaries**  
FCS: 327 CP No.: 1228  
UDIN: F000327E000511521  
111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd.,  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri (West), Mumbai - 400053

Place: Mumbai  
Dated: 27.06.2023

**TATA STEEL LIMITED**  
*Parvatheesam Kanchinadham*  
**(PARVATHEESAM KANCHINADHAM)**  
**COMPANY SECRETARY &**  
**CHIEF LEGAL OFFICER (CORPORATE & COMPLIANCE)**