



February 9, 2024

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 February 9, 2024**

We refer to our letter dated January 5, 2024, wherein the Company had submitted the notice of the meeting of the equity shareholders of Tata Steel Limited to be held on February 9, 2024.

Pursuant to the Order dated December 14, 2024 in the Company Scheme Application No. CA (CAA) No. 246/MB/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 Friday, February 9, 2024, at 11:00 a.m. (IST) through two-way video conferencing/other audio-visual means ('VC/OAVM') ('Meeting') to approve the Scheme of Amalgamation amongst Tata Steel Limited and Angul Energy Limited and their respective shareholders ('Scheme'). The Company also facilitated the live webcast of the proceedings of the Meeting.

The Scheme has been approved by the Shareholders of the Company with requisite majority.

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**.
- (ii) Results of the 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**.

**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  
Corporate Identification Number L27100MH1907PLC000260 Website [www.tatasteel.com](http://www.tatasteel.com)



- (iii) The Scrutinizer's Report dated February 9, 2024, 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 11:55 a.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.

**Summary of Proceedings of the Meeting of the Equity Shareholders of Tata Steel Limited ('Company') held pursuant to the directions, of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), on Friday, February 9, 2024**

The Meeting of the Equity Shareholders of the Company convened pursuant to the directions of the NCLT was held today, i.e., **Friday, February 9, 2024**, at 11:00 a.m. (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 Shareholders to the Meeting and provided them with the necessary details relating to their participation in the Meeting through VC/OAVM. He informed that the Company had provided its Shareholders with the facility to cast their votes prior to the Meeting, through remote e-voting electronically, using the facility provided by National Securities Depository Limited. He further informed that the voting facility was also made available during the Meeting for the benefit of Shareholders who were present during the Meeting and had not cast their votes earlier through remote e-voting.

He further informed that Ms. Vratika Jain (Membership No. 416714), of M/s. N. B. Shah & Associates, Chartered Accountant, was appointed as the Scrutinizer by the NCLT to scrutinize the votes cast by remote e-voting prior to the Meeting as well as e-voting during the Meeting, in a fair and transparent manner.

The Hon'ble NCLT, vide its orders dated December 14, 2023, had appointed Mr. Deepak Kapoor, Independent Director of the Company as the Chairperson for the meeting. Accordingly, Mr. Kapoor presided over the Meeting as the Chairperson for the Meeting. He informed the Shareholders that the Meeting was convened for Shareholders to consider and if thought fit, approve the Scheme of Amalgamation amongst Tata Steel Limited and Angul Energy Limited and their respective Shareholders. The requisite quorum being present, the Chairperson called the Meeting to order.

All the Directors of the Company (except Mr. N. Chandrasekaran, Mr. Noel Naval Tata, Ms. Farida Khambata, Dr. Shekhar C. Mande and Mr. Saurabh Agrawal) who were present at the Meeting through VC/OAVM from their respective locations introduced themselves to the Shareholders.

The Chairperson then informed the Shareholders that, the representatives of M/s Price Waterhouse & Co. Chartered Accountants LLP, Statutory Auditors, M/s Parikh and Associates, Secretarial Auditors and Ms. Vratika Jain (Membership No. 416714) of M/s. N. B. Shah & Associates, Chartered Accountant, Scrutinizer for the remote e-voting prior to the Meeting as well as e-voting during the meeting, were also present at the Meeting through VC/OAVM.

The Chairperson informed that (a) the Notice of the Meeting, (b) 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, (c) the Scheme of Amalgamation and (d) other relevant documents in connection with the said Scheme

and as referred to in the Notice had been dispatched to the Shareholders through electronic means via e-mail to those shareholders whose e-mail addresses were registered with the Company/Registrar & Transfer Agent/Depository Participant(s)/Depositories as on Friday, December 29, 2023. In addition, the advertisements containing the details of the Meeting, sending of the Notice to the Meeting and details on e-voting were duly published in newspapers, in accordance with the directions of the NCLT.

The details of authorized representations received from corporate shareholders were informed to the Shareholders. Since there was no requirement of physical attendance of Shareholders, the Chairperson informed the Shareholders that the requirement of appointing proxies was not applicable. Further, it was informed to the Shareholders that the documents that were referred to in the Notice were available for inspection in electronic mode for the Shareholders, on request as well as made available on the website of the Company at [www.tatasteel.com](http://www.tatasteel.com)

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

The Chairperson then briefed the Shareholders regarding the salient features, synergies, need, rationale and benefits of Scheme of Amalgamation.

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

Item No.	Details of the Resolution
1.	Approval for the Scheme of Amalgamation amongst Tata Steel Limited and Angul Energy Limited and their respective Shareholders

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

The Chairperson then authorized Mr. Parvatheesam Kanchinadham, the Company Secretary & Chief Legal Officer (Corporate & Compliance), to carry out the e-voting process during the Meeting and conclude the Meeting. He further informed the Shareholders 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 two (2) working days of the conclusion of the Meeting.

The Chairperson then thanked the Shareholders 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 Shareholders 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 February 9, 2024, and as set out therein, the said resolution was declared as passed with requisite majority.

**Annexure - B****Voting Results of the Meeting**

<b>Date of the Meeting</b>	February 9, 2024
<b>No. of shareholders as on the cut-off date (February 2, 2024)</b>	44,05,568
<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	9
Public	78



Resolution Required: Special			Approval for the Scheme of Amalgamation amongst Tata Steel Limited and Angul Energy 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	4131910850	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>413,19,10,850</b>	<b>99.7180</b>	<b>4131910850</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Institutions	E-Voting	535,56,30,453	460,69,14,092	86.0200	4606914092	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>460,69,14,092</b>	<b>86.0200</b>	<b>460,69,14,092</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Non-Institutions	E-Voting	279,81,07,706	595,26,080	2.1274	5,94,43,214	82,866	99.8608	0.1392
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>5,95,26,080</b>	<b>2.1274</b>	<b>5,94,43,214</b>	<b>82,866</b>	<b>99.8608</b>	<b>0.1392</b>
<b>Total</b>		<b>1229,73,32,939</b>	<b>879,83,51,022</b>	<b>71.5468</b>	<b>879,82,68,156</b>	<b>82,866</b>	<b>99.9991</b>	<b>0.0009</b>

\*Rujvalika Investments Limited (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.



Resolution Required: Special			Approval for the Scheme of Amalgamation amongst Tata Steel Limited and Angul Energy Limited and their respective Shareholders					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	535,56,30,453	460,69,14,092	86.0200	460,69,14,092	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>		<b>460,69,14,092</b>	<b>86.0200</b>	<b>460,69,14,092</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Non-Institutions	E-Voting	279,81,07,706	5,95,26,080	2.1274	5,94,43,214	82,866	99.8608	0.1392
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>		<b>5,95,26,080</b>	<b>2.1274</b>	<b>5,94,43,214</b>	<b>82,866</b>	<b>99.8608</b>	<b>0.1392</b>
<b>Total</b>		<b>1229,73,32,939</b>	<b>466,64,40,172</b>	<b>37.9468</b>	<b>466,63,57,306</b>	<b>82,866</b>	<b>99.9982</b>	<b>0.0018</b>





# N. B. SHAH & ASSOCIATES

*Chartered Accountants*

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702, Skyline Wealth Space, Above Kia Motors, Vidyavihar (W), Mumbai –  
400086M. No.: [8657462655](tel:8657462655) /Email: [nbshah@nbshah.com](mailto:nbshah@nbshah.com)

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To

The Chairperson appointed for the meeting of the Equity Shareholders

**TATA STEEL LIMITED**

CIN: L27100MH1907PLC000260

Bombay House, 24, Homi Mody Steet,

Mumbai – 400 001

**Sub: Consolidated Scrutinizer's Report on the results of voting by equity shareholders of Tata Steel Limited through remote e-voting process (prior to and during the meeting) at the meeting convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' 'NCLT') of Tata Steel Limited held on Friday, February 09, 2024 at 11:00 a.m. IST ('Meeting'), through video conferencing/other audio visual means ('Meeting'), 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 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') and as per the directions issued by the Hon'ble Tribunal vide Order dated December 14, 2023 in Company Scheme Application CA (CAA) No. 246/MB/2023.**

Dear Sir,

I, Vratika Jain (ACA 416714) of M/s N.B. Shah & Associates, Practicing Chartered Accountant, have been appointed by the Hon'ble Tribunal, vide its Order dated December 14, 2023 in Company Scheme Application CA(CAA) No. 246/MB/2023 ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230-232 of the Companies Act, 2013 ('Act') read with Arrangement Rules and Sections 108 of the Act read with Management Rules read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of 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'), on the resolution seeking approval of the equity shareholders to the Scheme of Amalgamation amongst Tata Steel Limited and Angul Energy Limited and their respective shareholders ('Scheme'), in terms of the Notice dated January 5, 2024, convening the said meeting.





# N. B. SHAH & ASSOCIATES

*Chartered Accountants*

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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 **Monday, February 05, 2024 at 9:00 a.m. (IST) and ended on Thursday, February 08, 2024 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 video-conferencing/other audio visual means and who had not cast their votes through remote e-voting prior to the meeting.
4. The **cut-off date was Friday, February 02, 2024** for the purpose of determining 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 January 5, 2024 convening the meeting of the Equity shareholders of the Company along with the Scheme and Statement under Sections 230 to 232 of the Act ('**Scheme**') 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 December 29, 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.



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9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during 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 prior to Meeting and e-voting process during 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 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 July 26, 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'), Hon'ble National Company Law Tribunal, New Delhi 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 Angul Energy 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.



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**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.”

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

Number of members present and voted	Number of valid votes cast by them	% of total number of valid votes cast
7,101	879,82,68,156	100.00 (Rounded Off)

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

Number of members present and voted	Number of valid votes cast by them	% of total number of valid votes cast
131	82,866	0.00

(iii) **Invalid** votes:

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



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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,

VRATIKA JAIN Digitally signed by VRATIKA JAIN  
Date: 2024.02.09 21:42:11 +05'30'

For N.B. Shah & Associates  
CA Vratika Jain  
Partner  
M. No: 416714  
UDIN: 24416714BKGRAF4219

702, Skyline Wealth Space,  
Above Kia Motors,  
Vidhyavihar (W), Mumbai-400086

Place: Mumbai  
Dated: 09.02.2024

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



# N. B. SHAH & ASSOCIATES

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To

The Chairperson appointed for the meeting of the Equity Shareholders

**TATA STEEL LIMITED**

CIN: L27100MH1907PLC000260

Bombay House, 24, Homi Mody Steet,

Mumbai – 400 001

**Sub: Consolidated Scrutinizer's Report on the results of voting by equity shareholders of Tata Steel Limited through remote e-voting process (prior to and during the meeting) at the meeting convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' 'NCLT') of Tata Steel Limited held on Friday, February 09, 2024 at 11:00 a.m. IST ('Meeting'), through video conferencing/other audio visual means ('Meeting'), 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 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') and as per the directions issued by the Hon'ble Tribunal vide Order dated December 14, 2023 in Company Scheme Application CA (CAA) No. 246/MB/2023.**

Dear Sir,

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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 **Monday, February 05, 2024 at 9:00 a.m. (IST) and ended on Thursday, February 08, 2024 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 video-conferencing/other audio visual means and who had not cast their votes through remote e-voting prior to the meeting.
4. The **cut-off date was Friday, February 02, 2024** for the purpose of determining 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 January 5, 2024 convening the meeting of the Equity shareholders of the Company along with the Scheme and Statement under Sections 230 to 232 of the Act ('**Scheme**') 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 December 29, 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.





# N. B. SHAH & ASSOCIATES

## Chartered Accountants

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702, Skyline Wealth Space, Above Kia Motors, Vidyavihar (W), Mumbai –  
400086M. No.: [8657462655](tel:8657462655) /Email: [nbshah@nbshah.com](mailto:nbshah@nbshah.com)

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9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during 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 prior to Meeting and e-voting process during the Meeting seeking approval of the equity shareholders (excluding promoter 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 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 July 26, 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**’), Hon’ble National Company Law Tribunal, New Delhi 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 Angul Energy 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.



# N. B. SHAH & ASSOCIATES

## Chartered Accountants

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**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.

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

Number of members present and voted	Number of valid votes cast by them	% of total number of valid votes cast
7,083	466,63,57,306	100.00 (Rounded Off)

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

Number of members present and voted	Number of valid votes cast by them	% of total number of valid votes cast
131	82,866	0.00

(vi) **Invalid** votes:

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





# N. B. SHAH & ASSOCIATES

*Chartered Accountants*

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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,

VRATIKA JAIN

Digitally signed by VRATIKA JAIN  
Date: 2024.02.09 21:42:53 +05'30'

For N.B. Shah & Associates

CA Vratika Jain

Partner

M. No: 416714

UDIN: 24416714BKGRA4219

702, Skyline Wealth Space,  
Above Kia Motors,  
Vidhyavihar (W), Mumbai-400086

Place: Mumbai

Dated: 09.02.2024

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