

Registered Office: 5th Floor, C/2, Fortune Tower, Chandrasekharpur,
Bhubaneswar, Odisha-751023
Email: tanmay.sahu@tatasteelsez.com
CIN: U45201OR2006PLC008971

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the members of Tata Steel Special Economic Zone Limited will be held on August 25, 2020 at 11:30 AM(IST) through video conferencing('VC')/Other Audio visual Means('OAVM'), to transact the following business:

ORDINARY BUSINESS:

Item no.1 - Adoption of Audited Financial Statements:

To receive, consider and adopt the audited Balance Sheet and Statement of Profit and Loss Account for the year ended March 31, 2020 together with the report of the Board of Directors and Auditors thereon.

Item no.2 - Re-appointment of a Director:

To appoint a Director in place of R Ranganath, Director (DIN:06725337) who retires by rotation as per the provisions of section 152 (6) of the Companies Act 2013 and Articles of Association of the Company; and being eligible, seeks re-appointment..

Item no.3- Fixation of Remuneration of the Statutory Auditors for the FY-21 & FY-22:

To fix remuneration of the Statutory Auditors of the Company i.e. Price Waterhouse & Co. Chartered Accountants, for a period of two years i.e. financial year 2020-21 & financial year 2021-22.

"RESOLVED THAT pursuant to provisions of section 139(1) read with rules of the Companies Act, 2013 and any other applicable provision, the remuneration of statutory auditors i.e. Price Waterhouse & Co. Chartered Accountants, LLP [Firm Regn. No. 304026E/ E-300009] is and hereby fixed at Rs. 57,000 per annum excluding tax and out of pocket expenses for a period of 2 years (FY-21 & FY-22)."

SPECIAL BUSINESS:

Item no.4- Appointment of Mr. Chanakya Chaudhary as Director:

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Chanakya Chaudhary (DIN:02139568), who was appointed by the Board of Directors, as an Additional Director of the Company effective November 20, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

RESOLVED FURTHER THAT Mr. Tanmay Kumar Sahu, Company Secretary of the company be and is hereby authorized to do all such act(s), deed(s), thing(s) and writing(s) as may be necessary, expedient and incidental to give effect to this resolution.”

NOTES

1. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4 above is annexed hereto. Additional information, pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of Director(s) seeking appointment/re-appointment at the Annual General Meeting is furnished, is annexed hereto.
2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, the 14th AGM of the Company is being held through VC/OAVM on Tuesday, August 25, 2020 at 11.30 a.m. (IST). The deemed venue for the 14th AGM will be at 5th Floor, Zone C/2 Fortune Towers, Chandrasekharpur, Bhubaneswar-751023.
3. Pursuant to provisions of the Act, a member is entitled to attend and vote at the Annual General Meeting (the "Meeting") and is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, route map and attendance slip are not annexed to this notice.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders, 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.
7. In line with the MCA Circular dated May 5, 2020, the Notice of the AGM along with the annual report & Annual Accounts 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. The Notice convening the 14th AGM has been uploaded on the website of the Company at www.tatasteelsez.com.
8. Corporate members intending to appoint their authorized representatives to attend the AGM through VC are requested to send a certified copy of the Board Resolution to the Company on e-

- mail ID company.secretary@tatasteelzone.com authorizing their representative to attend and vote on their behalf at the meeting.
9. Members can post their questions in advance at the above-mentioned email, in relation to the items of business proposed to be placed at the Meeting. They can post their queries on the same email Id during the meeting as well.
 10. Voting on each resolution will be done by show of hands by Members during the Meeting.
 11. If a poll is demanded under Section 109 of the Act, the designated email id of the Company viz. company.secretary@tatasteelzone.com will be used for voting purposes.
 12. The manner in which members can participate in the VC AGM is given hereunder:
 - i. The Members will be provided with a facility to attend the AGM through VC using 'Microsoft Teams', which is a two-way Video-conferencing facility. The weblink for the same is sent to the members on their registered e-mail address along with the notice of the AGM and Annual Report for Financial Year 2019-20.
 - ii. Members are encouraged to join the Meeting through Laptops having webcam for better experience.
 - iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. The Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at company.secretary@tatasteelzone.com. The same will be replied by the Company suitably during the AGM.
 13. Pursuant to section 91 of Companies Act 2013, the register of members and the share transfer book of the Company will remain closed from August 11, 2020 till August 25, 2020.
 14. All documents referred to in the accompanying Notice and Statement of facts are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m upto the date of the Annual General Meeting.
 15. In case of any queries with respect to joining the meeting, the Members may write to the Company at company.secretary@tatasteelzone.com or call at +91 9778114453 (Ms. Susovita Tripathy for Support other than IT related issues) or +91 9937069852 (Mr. Dipti Ranjan Bal for IT support) before or during the meeting.

By Order of the Board of Directors
For **Tata Steel Special Economic Zone Limited**



Tanmay Kumar Sahu
Company Secretary

Date : August 3, 2020
Place : Bhubaneswar

STATEMENT OF FACTS[PURSUANT TO SECTION 102(1) OF COMPANIES ACT 2013]

The following statement sets out all material facts relating to Item no. 4 mentioned in the accompanying notice.

Item No.4: Appointment of Mr. Chanakya Chaudhary as Director:

Pursuant to the provisions of section 152 of Companies Act 2013, Mr. Chanakya Chaudhary was appointed as an additional Director w.e.f 20th November 2019 by the Board of Directors of the Company. As per section 161 of Companies Act 2013, Mr. Chaudhary shall hold office till the conclusion of this Annual General Meeting.

Pursuant to the provisions of Section 161 of the Act, Mr. Chanakya Chaudhary will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Chaudhary for the office of Director. Mr. Chaudhary once appointed will be liable to retire by rotation.

The Company has received from Mr. Chaudhary (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act

Brief Profile of Mr. Chanakya Chaudhary (DIN:02139568):

Mr. Chanakya Chaudhary (Age:55 years) joined Tata Steel in 1988 as Graduate Engineer Trainee in the Raw Material Division at Jharia, Dhanbad. During his stint in the Collieries division, he has worked in various capacities in the Fluidised Bed Power Plant, Training Institute, Underground mine, Jamadoba Coal Washery etc. Subsequently, he was transferred to Total Quality Management (TQM) (Business Excellence Group), wherein he was responsible for working with various divisions of Tata Steel for getting ISO-9000 certification, employee involvement in small group activities and preparation of annual quality improvement plans. He is a Certified Auditor for ISO 9000 and has been working as a lead assessor for Tata Group in its journey of Business Excellence and for JRD Quality Value Award. He was heading the Corporate Affairs office of Tata Steel at New Delhi as Chief Resident Executive and on 1st November 2013 he was appointed as Group Director-Corporate Communication & Regulatory Affairs. In his last assignment, he has served as Vice President - Raw Materials. Currently, he is the Vice President - Corporate Services in Tata Steel.

Mr. Chaudhary is a Bachelor of Engineering (Honours) Mechanical from BITS, Pilani and has undergone various prestigious management programmes like Young Managers Programme at

INSEAD, France in 1997, Tata Group Executive Leadership Programme in 2007 conducted by Michigan Ross School of Business & Executive MBA from CEDEP, France in 2008-09.

Board Meeting Attendance and Remuneration

Mr. Chaudhary has been appointed at nil remuneration and has attended one Board meeting during the financial year 2019-20.

Relationship with other Directors, Manager and other KMPs

There is no inter-se relationship between Mr. Chaudhary and other Members of the Board or KMP(s).

Terms and Conditions of Appointment

Mr. Chaudhary is a Non-Executive Director of the Company.

Shareholding in the Company

Mr. Chaudhary does not hold any Share in the Company.

Bodies Corporate (other than Tata Steel Special Economic Zone Limited) in which Mr. Chaudhary holds Directorships and Committee memberships

Directorships:

S&T Mining Company Pvt. Ltd

T M Mining Company Ltd.

Tata Steel Foundation

Medica TS Hospital Pvt. Ltd

Jamshedpur Football and Sporting Pvt. Ltd

Steel City Press Ltd

Jamshedpur Utilities and Services Company Ltd

Hockey Ace Foundation

NICCO Jubilee Park Ltd

Federation of India Mineral Industries

Tata Steel Mining Limited

Chairman/Member of Committees in other body corporates (other than Tata Steel Special Economic Zone Limited) [Committees include statutory Committee]:

Nomination and Remuneration Committee

Jamshedpur Utilities and Services Company Ltd : Member

The Board of Directors in its meeting held on 12th May 2020 has recommended passing of resolution no.4 by the shareholders which relates to appointment of Mr. Chanakya Chaudhary as Director of the Company, whose office shall be liable to retire by rotation.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Chanakya Chaudhary to whom the resolution relates, is concerned or interested in the resolution.

By Order of the Board of Directors
For **Tata Steel Special Economic Zone Limited**



Tanmay Kumar Sahu
Company Secretary

Date : August 3, 2020
Place : Bhubaneswar