NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Tata Steel Special Economic Zone Limited will be held on Friday, July 25, 2025 at 10.45 a.m. (IST) through video conferencing ('VC') / Other Audio visual Means, to transact the following business:

SPECIAL BUSINESS

Item No. 1 – Appointment of Mr. Sandeep Bhattacharya as a Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Sandeep Bhattacharya (DIN: 07071894), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive) of the Company effective January 2, 2025, in terms of Section 161 of the Companies Act 2013 ("**Act**") read with related Rules (including any modification or re-enactment thereof) and in accordance with the Articles of Association of the Company, and who holds office up to the date of this Extra Ordinary General Meeting of the Company, 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 Director of the Company, liable to retire by rotation."

Item No. 2 – Appointment of Ms. Atrayee Sanyal as a Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Atrayee Sanyal (DIN: 07011659), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive) of the Company effective January 2, 2025, in terms of Section 161 of the Companies Act 2013 ("**Act**") read with related Rules (including any modification or re-enactment thereof) and in accordance with the Articles of Association of the Company, and who holds office up to the date of this Extra Ordinary General Meeting of the Company, 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 her candidature for the office of a Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Item No. 3 – Appointment of Mr. D B Sundara Ramam as a Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. D B Sundara Ramam (DIN: 06437027), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive) of the Company effective May 8, 2025, in terms of Section 161 of the Companies Act 2013 ("**Act**") read with related Rules (including any modification or re-enactment thereof) and in accordance with the Articles of Association of the Company, and who holds office up to the date of this Extra Ordinary General Meeting of the Company, 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 Director of the Company, liable to retire by rotation."

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended, ('**Act**') forms part of this Notice. Additional information, pursuant to the 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 this Extra Ordinary General Meeting ('**Meeting**' / '**EGM**') is furnished as an annexure to this Notice.

2. Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020, General Circular No. 09/2023 dated September 25, 2023 and the latest being General Circular No. 09/2024 dated September 19, 2024 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as '**MCA Circulars**'), the Company is convening the Extra Ordinary General Meeting ('**EGM'**) Video Conferencing ('**VC**') or Other Audio-Visual Means ('**OAVM**'), without the physical presence of the Members. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at 2B, 2nd Floor, Fortune Towers, Chandrasekharpur, Bhubaneswar – 751 023, Odisha, which will be deemed venue of the EGM.

3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. The Members can join the EGM 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. Pursuant to the provisions of the Act, the Institutional / corporate shareholders (i.e., other than individuals, HUFs, NRI, etc.) intending to appoint their authorized representatives to attend the EGM through VC are requested to send a certified and scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., to the Company at swati.sheth@tatasteel.com, authorizing their representative to attend the EGM through VC / OAVM on their behalf and to vote at the meeting.

6. The Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

8. Voting at the EGM shall be carried out through poll or show of hands by Members.

9. If a poll is demanded under Section 109 of the Act, the designated email id of the Company viz. swati.sheth@tatasteel.com will be used for voting purposes.

10. Members can post their questions in advance at the above-mentioned e-mail address, in relation to the items of business proposed to be transacted at the Meeting. Further, they can also post their queries on the same e-mail address during the meeting as well.

11. The manner in which the Members can participate in the EGM through VC / OAVM is given hereunder:

  i) The Members will be provided with a facility to attend the EGM through VC/OAVM using 'Microsoft Teams', which is a two-way Video-conferencing facility. The web link for the same has been sent to the Members on their registered e-mail addresses along with the Notice convening the EGM.

  ii) Members are encouraged to join the Meeting through laptops having webcam facility and a high-speed internet facility for better connectivity and to avoid any disturbance during the Meeting.

  iii) 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.

12. Members are encouraged to submit their questions in advance, if any, to the Company at swati.sheth@tatasteel.com on or before 10:00 a.m. (IST) on July 25, 2025, with respect to the special business to be transacted at the EGM. Members are requested to submit their queries from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio Number and mobile number. The same will be suitably responded to during the EGM.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile number, Permanent Account Number, mandates, nominations, power

of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective DPs in case the shares are held in electronic form and to the Company in case the shares are held in physical form.

14. Pursuant to Section 72 of the Act, the facility for making nomination is available to the Member(s) of the Company in respect of the shares held by them. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participants.

15. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which the Directors are interested and all relevant documents referred to in the Notice, shall be available for on-line inspection by the Members of the Company, without payment of fees upto and including the date of EGM. Members desirous of inspecting the same may send their requests at swati.sheth@tatasteel.com from their registered e-mail addresses mentioning their names and folio numbers/DP ID and Client ID.

16. If any Member wishes to inspect any documents pursuant to the resolutions set out in this notice, may do so by sending the request to the Company at swati.sheth@tatasteel.com.

17. In case of any queries with respect to joining the Meeting, the Members may write to Ms. Swati Sheth at swati.sheth@tatasteel.com or call at +91 9830365783, for any support either before or during the Meeting.

    (Ms. Swati Sheth for support other than IT related issues and Mr. Dipti Ranjan Bal for IT Support at +91 9937069852).

By Order of the Board of Directors

Swati Sheth
Company Secretary
Membership No. ACS: 23852

Mumbai
July 24, 2025

Registered Office:
2B, 2nd Floor, Fortune Towers
Chandrasekharpur
Bhubaneswar
Odisha – 751 023.
Tel: 0674-2603000
CIN: U45201OR2006PLC008971
Website: www.gip.city
E-mail: swati.sheth@tatasteel.com

Annexure to Notice

Details of Director seeking appointment / re-appointment at the Extra Ordinary General Meeting

[Pursuant to SS-2 of the Secretarial Standard on General Meetings]

Profile of Mr. Sandeep Bhattacharya, Non-Executive Director

Particulars of experience and qualification of Mr. Sandeep Bhattacharya

Mr. Sandeep Bhattacharya (54) was appointed as an Additional, Non-Executive Director of the Company effective January 2, 2025.

Qualification

Mr. Bhattacharya has completed his B.Sc in Mathematics from the Calcutta University and is a qualified Cost and Works Accountant from the Institute of Cost and Works Accountants of India. He has further completed his PGDM, Business Management from the prestigious IMT Ghaziabad.

Experience

Mr. Bhattacharya joined Tata Steel in 2011 as Chief Finance & Accounts, Orissa Projects. He spent his initial years in as Assistant Vice President (Business Finance) at Bharat Oman Refineries Ltd. He was designated as Chief Financial Transaction & Control before taking up the role of Chief Financial Operations & Business Finance. He was appointed as VP Financial Control & Business Analytics in 2024.

He has worked in different capacities within Tata Steel in Financial Operations, Business Finance & Corporate Reporting. In 2014, he was appointed as Chief Financial Transaction & Control and later re-designated as Chief Financial Operations & Business Finance.
Mr. Bhattacharya has rich experience in leadership roles across diverse functions including finance and treasury. Currently, he is serving as Vice President, Financial Control & Business Analytics at Tata Steel.

Board Meeting Attendance and Remuneration

Mr. Bhattacharya attended 4 Board Meetings held during the year since his appointment. As per the guidelines of Tata Steel Group, he is not paid any remuneration.

Relationship with other Directors, Manager and other KMPs

There is no *inter-se* relationship between Mr. Sandeep Bhattacharya and other Members of the Board.

Terms and conditions of Appointment

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

Shareholding in the Company

Mr. Sandeep Bhattacharya does not hold any Equity Shares in the Company.

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

Directorships:

- TRF Limited
- Tata Steel Business Delivery Centre Limited
- Bhushan Steel (South) Limited
- Tata Steel Advanced Materials Limited
- Tata Steel Utilities and Infrastructure Services Limited
- Tata Steel (Thailand) Public Company Ltd.
- TS Global Procurement Company Pte. Ltd

Member of Board Committees

TRF Limited
Audit Committee – Member

Bhushan Steel (South) Limited
Audit Committee - Member

Tata Steel Advanced Materials Limited
Audit Committee - Member

Tata Steel Utilities and Infrastructure Services Limited
Audit Committee - Member

Tata Steel (Thailand) Public Company
Audit Committee - Member

TS Global Procurement Company Pte. Ltd
Audit Committee – Member

Details of Director seeking appointment / re-appointment at the Extra Ordinary General Meeting

[Pursuant to SS-2 of the Secretarial Standard on General Meetings]

<u>Profile of Ms. Atrayee Sanyal, Non-Executive Director</u>

<u>Particulars of experience and qualification of Ms. Atrayee Sanyal</u>

Mr. Ms. Atrayee Sanyal (55) was appointed as an Additional, Non-Executive Director of the Company effective January 2, 2025.

<u>Qualification</u>

Ms. Sanyal is a graduate from Calcutta University and a qualified MBA, General Management Program from the prestigious CEDEP (INSEAD). She has also won the British Chevening Scholarship in leadership & management.

<u>Experience</u>

Ms. Sanyal joined Tata Steel in 1998 in the Marketing Division. She spent her initial years in Marketing & Sales, spearheading the branding journey of the company. She was designated as Chief of Marketing & Sales for Branded Products Retail and Solutions in 2014 before taking up the role in Human Resource Division in 2017. She was appointed as Vice President HRM in 2021. In her career span of 25 years, she has led the departments/functions of marketing & sales, chief diversity officer and human resources in various capacities.

Ms. Sanyal has rich experience in leadership roles in human resources and marketing & sales. Currently, she is serving as Vice President – Human Resource Management at Tata Steel.

<u>Board Meeting Attendance and Remuneration</u>

Ms. Sanyal attended 4 Board Meetings held during the year. As per the guidelines of Tata Steel Group, she is not paid any remuneration.

Relationship with other Directors, Manager and other KMPs

There is no *inter-se* relationship between Ms. Atrayee Sanyal and other Members of the Board.

Terms and conditions of Appointment

Ms. Sanyal is a Non-Executive Director of the Company.

Shareholding in the Company

Ms. Atrayee Sanyal does not hold any Equity Shares in the Company.

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

Directorships:

- Tata Steel Business Delivery Centre Limited
- Tata Steel Utilities and Infrastructure Services Limited
- Neelachal Ispat Nigam Limited
- Indian Iron and Steel Sector Skill Council
- Xavier Institute of Management, Bhubaneswar

Member of Board Committees

Nil

Annexure to Notice

Details of Director seeking appointment / re-appointment at the Extra Ordinary General Meeting

[Pursuant to SS-2 of the Secretarial Standard on General Meetings]

Profile of Mr. D B Sundara Ramam, Non-Executive Director

Particulars of experience and qualification of Mr. D B Sundara Ramam

Mr. D B Sundara Ramam (55) was appointed as an Additional, Non-Executive Director of the Company effective May 8, 2025.

Qualification

Mr. Sundara Ramam is a qualified B.Sc. Engineering in Mining discipline from NIT, Rourkela. Mr. Sundara Raman holds a First Class Mine Manager's Competency Certificate in Coal from DGMS. In 1999, he completed General Management program from XLRI, Jamshedpur. Besides various internal training programs conducted within India, he has also attended various programs, abroad which includes Tata Group Executive Leadership Development Program at UK, Training program at Sustainable Mineral Institute at Brisbane, Australia, Sr. Executive Management Programme at CEDEP, France and Global Leadership Development Programme.

Experience

Mr. Sundara Ramam joined Tata Steel as a graduate trainee in 1990. He worked in various capacities in Coal & Iron ore mines of Raw Materials Division, Ferro Alloys Division & Principal Executive Officer (PEO) to CEO & MD, Tata Steel for the last 34 years.

He was designated as Vice President – Raw Materials before taking up the role of Vice President Corporate Services at Tata Steel, the position he currently holds.

Mr. Sundara Ramam has rich experience in leadership roles across diverse functions. Currently, he is serving as Vice President – Corporate Services at Tata Steel.

Board Meeting Attendance and Remuneration

Mr. Sundara Ramam has not attended any Board Meetings of the Company held during the year since his appointment. As per the guidelines of Tata Steel Group, he will not be paid any remuneration.

Relationship with other Directors, Manager and other KMPs

There is no *inter-se* relationship between Mr. D B Sudnara Ramam and other Members of the Board.

Terms and conditions of Appointment

Mr. Sundara Ramam is a Non-Executive Director of the Company.

Shareholding in the Company

Mr. Sundara Ramam does not hold any Equity Shares in the Company.

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

Directorships:

Indian companies

- Federation of India Mineral Industries
- The Indian Ferro Alloy Producers Association
- Indian Iron and Steel Sector Skill Council
- Foundation for Technology and Business incubation, Rourkela
- New Millennium Iron Corp
- Minas De Benga (Maritius) Limited
- Tata Steel Minerals Canada Ltd
- T S Global Procurement Company Pte Ltd., Singapore
- T S Asia (Hongkong) Limited