



November 26, 2016

Ref : G - 455

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 Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.
Maharashtra, India.
Symbol: TATASTEEL

Dear Sirs/Madam,

Sub: Notice of Extraordinary General Meeting

This is with reference to our letter dated November 25, 2016.

In this connection we enclose herewith the Notice convening the Extraordinary General Meeting (EGM) of the Company to be held on Wednesday, December 21, 2016 at 3.00 p.m. (IST) at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020.

The Notice of EGM is also available on our website i.e www.tatasteel.com.

This disclosure is being made in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

This is for your information and records.

Yours faithfully,
Tata Steel Limited


Parvatheesam K
Company Secretary

TATA STEEL LIMITED

Registered Office Bombay House 24 Homi Mody Street Mumbai 400 001 India
Tel 91 22 6665 8282 Fax 91 22 6665 7724 website www.tatasteel.com
Corporate Identity Number L27100MH1907PLC000260

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of Tata Steel Limited (Company), on the requisition of Tata Sons Limited, which holds 29.75% of the paid-up Ordinary Share capital of the Company, will be held on Wednesday, December 21, 2016, at 3.00 p.m. IST at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020 to transact the following business:

SPECIAL BUSINESS:

Item No. 1

REMOVAL OF MR. C. P. MISTRY AS DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”

Item No. 2

REMOVAL OF MR. NUSLI N. WADIA AS DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Nusli N. Wadia (Director Identification Number 00015731) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
4. Members/Proxyholder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
5. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
6. Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/depository participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. www.tatasteel.com.
7. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
8. The Special Notice and Requisition dated November 10, 2016 received from Tata Sons Limited, in original, is available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on any working day of the Company up to the date of the Meeting. The said Notice & Requisition shall also be available for inspection at the venue of the Meeting.
9. **Process and Manner for voting through electronic means:**
 - i. In compliance with Section 108 of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their votes electronically, through the e-voting services provided by the National Securities Depository Limited (NSDL) on the resolutions set forth in this Notice. The Members may cast their votes using an

electronic voting system from a place other than the venue of the EGM (remote e-voting). The instructions for e-voting are given herein below. The Resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at the EGM.

- ii. The facility for voting, either through electronic voting system or ballot paper shall be made available at the EGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM.
- iii. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file namely "TSL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - v. If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
 - vi. The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice, making sure that it contains a minimum of eight digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of Tata Steel Limited which is 105772. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to tsl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

- B. In case a Member receives physical copy of the Notice of the EGM (for Members whose e-mail addresses are not registered with the Company/Depositories or requesting physical copy):
 - i. Initial password is provided in the enclosed Attendance Slip along with EVEN (e-voting number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) as above in (A), to cast your vote.

Other Instructions:

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members, available at the 'downloads section' of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- ii. The remote e-voting period commences on Sunday, December 18, 2016 (9.00 a.m. IST) and ends on Tuesday, December 20, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, December 14, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, December 14, 2016 and as per the Register of Members of the Company.
- iv. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date, i.e. December 14, 2016, may obtain the login ID and password by sending a request at e-voting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting

- your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the EGM through electronic voting system or ballot paper.
- vi. The Board of Directors has appointed Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331) of M/s Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the EGM in a fair and transparent manner.
- vii. At the EGM, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer allow voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
- viii. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes at the EGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- ix. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- x. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.tatasteel.com and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors
For Tata Steel Limited

Sd/-

Parvatheesam Kanchinadham
Company Secretary
(ACS: 15921)

Mumbai
November 25, 2016

Registered Office:

Bombay House,
24, Homi Mody Street, Fort,
Mumbai 400 001
Tel: +91 22 6665 8282 • Fax: +91 22 6665 7724
Email: cosec@tatasteel.com; Website: www.tatasteel.com
CIN – L27100MH1907PLC000260

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**SPECIAL BUSINESS:****Item No. 1**

1. Tata Sons Limited (Tata Sons or the Requisitionist), holding 29.75% of the paid-up equity share capital of the Company, has sought the removal of Mr. Cyrus P. Mistry from the Board of Directors of the Company pursuant to issuance of Special Notice dated November 10, 2016 under Section 169(2) of the Companies Act, 2013. The copy of the said Special Notice is being sent along with this Notice for the information of the shareholders.
2. Mr. Cyrus P. Mistry was appointed as a Non-Executive Director (liable to retire by rotation) of the Company on August 14, 2012. The Board of Directors of the Company elected Mr. Cyrus P. Mistry as the Deputy Chairman of the Board of Directors of the Company with effect from November 9, 2012 and as Chairman of the Board of Directors of the Company with effect from December 28, 2012. Mr. Cyrus P. Mistry retired by rotation at the Annual General Meeting held on August 12, 2016 and was re-appointed as a Director of the Company. Mr. Cyrus P. Mistry serves as a Member of the Nomination and Remuneration Committee and the Executive Committee of the Board of the Company.
3. The Board of Directors of the Company would like to clarify that the copy of the Special Notice issued by the Requisitionist is being sent along with this Notice with a view to provide the relevant background concerning Item 1 of special business to be transacted at the EGM. Consequently, the Company, the Board of Directors of the Company and its officers do not take any responsibility for the same.
4. The relevant information in relation to attendance, remuneration and evaluation of Mr. Cyrus P. Mistry as a director of the Company is contained in the Corporate Governance Section of the Directors' Report and in its Annexure 4, which is part of the Integrated Report of the Company for the Financial Year 2015-16. Similar details may be found in the previous Annual Reports of the Company. The reports are available on the Company's website www.tatasteel.com. The Annual Reports of the Company are open for inspection at the Registered Office of the Company between 10.00 am and 1.00 pm on any working day of the Company up to the date of the meeting. Further, any Member wishing to obtain a copy of such report may write to the Company Secretary.

5. On November 25, 2016, the Board of Directors of the Company adopted a resolution through circulation to replace Mr. Cyrus P. Mistry as the Chairman of the Board with immediate effect and to elect Mr. O. P. Bhatt, an Independent Director, as the Chairman of the Board. Mr. Bhatt will serve as the Chairman till the outcome of the Extraordinary General Meeting of the Company. The Board of Directors appointed an Independent Director as the Chairman keeping in mind principles of good corporate governance and to provide impartial leadership to the Company in its preparation and conduct of the EGM. This decision was taken to also ensure stability to the Company and in the larger interest of Tata Steel's stakeholders including but not limited to employees, trading partners, financial stakeholders and local community around its operations.
6. Mr. Cyrus P. Mistry has informed the Company that he intends to make both, written and oral representation to the shareholders in respect of his removal. The Company will in terms of Section 169(4) of the Companies Act, 2013, subject to the proviso of the said Section and if the time permits it to do so, circulate the written representation to the shareholders.

Other than Mr. Cyrus P. Mistry, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution set out in Item No. 1 of the Notice.

Item No. 2

1. Tata Sons Limited (Tata Sons or the Requisitionist), holding 29.75% of the paid-up equity share capital of the Company, has sought the removal of Mr. Nusli N. Wadia from the Board of Directors of the Company pursuant to issuance of Special Notice under Section 169(2) of the Companies Act, 2013. The copy of the said Special Notice is being sent along with this Notice for the information of the shareholders.
2. Mr. Nusli N. Wadia was first appointed as a Director of the Company on August 29, 1979. Mr. Nusli N. Wadia has throughout been a Non-Executive Director of the Company. Post coming into effect of Clause 49 of the Listing Agreement in February 2000, Mr. Nusli N. Wadia was categorized as an Independent Director. Upon the Companies Act, 2013 becoming effective, in compliance with Section 149 thereof, the Company at the Annual General Meeting held on August 14, 2014, appointed Mr. Nusli N. Wadia as an Independent Director and he continues to be so as of the date of this Notice. Mr. Nusli

- N. Wadia serves as the Chairman of the Nomination and Remuneration Committee and as a Member of the Executive Committee of the Board of the Company.
3. The Board of Directors of the Company would like to clarify that the copy of the Special Notice issued by the Requisitionist is being sent along with this Notice with a view to provide the relevant background concerning Item 2 of special business to be transacted at the EGM. Consequently, the Company, the Board of Directors of the Company and its officers do not take any responsibility for the same.
 4. The relevant information in relation to attendance, remuneration and evaluation of Mr. Nusli N. Wadia as a director of the Company is contained in the Corporate Governance Section of the Directors' Report and in its Annexure 4, which is part of the Integrated Report of the Company for the Financial Year 2015-16. Similar details may be found in the previous Annual Reports of the Company. The reports are available on the Company's website www.tatasteel.com. The Annual Reports of the Company are open for inspection at the Registered Office of the Company between 10.00 am and 1.00 pm on any working day of the Company up to the date of the meeting. Further, any Member wishing to obtain a copy of such report may write to the Company Secretary.
 5. Mr. Nusli N. Wadia, vide his letter dated November 21, 2016 addressed to the Board of Directors and the Company Secretary, has *inter alia*, termed the reasons provided by the Requisitionist in the Special Notice for his removal as baseless, false, defamatory and libellous and have been made with the intention of harming his reputation. Further, Mr. Nusli N. Wadia has questioned the ability of the Requisitionist to requisition a general meeting and vote to remove him as a Director (he being an Independent Director) from the Board of the Company. The said letter is open for inspection at the Registered Office of the Company between 10.00 am and 1.00 pm on any working day of the Company up to the date of the meeting.
 6. Mr. Nusli N. Wadia, vide his letter dated November 23, 2016 addressed to the Board of Directors and the Company Secretary, has requested the Board of Directors to forthwith institute an independent investigation upon the allegations as set out in the Special Notice issued by Tata Sons Limited dated November 10, 2016 or state otherwise on the allegations. The letter was tabled at the Board of Directors meeting held on November 25, 2016. The said letter is open for inspection at the Registered Office of the Company between 10.00 am and 1.00 pm on any working day of the Company up to the date of the meeting
 7. Mr. Nusli N. Wadia has informed the Company that he intends to make both written and oral representation to the shareholders in respect of his removal. The Company will in terms of Section 169(4) of the Companies Act, 2013, subject to proviso of the said Section and if the time permits it to do so, circulate the written representation to the shareholders.
- Other than Mr. Nusli N. Wadia, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution set out in Item No. 2 of the Notice.

By Order of the Board of Directors
For Tata Steel Limited

Sd/-

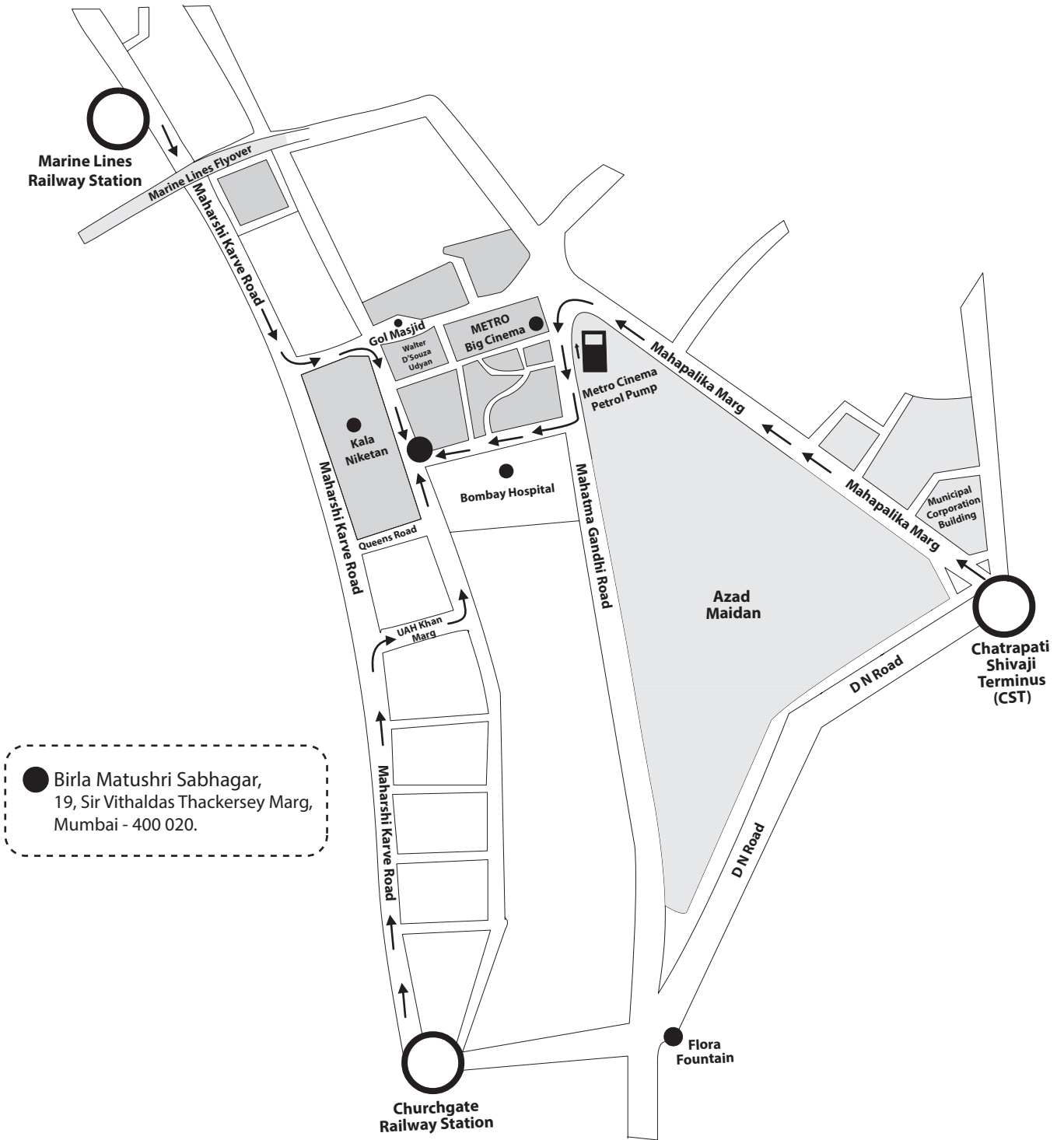
Parvatheesam Kanchinadham
Company Secretary
(ACS: 15921)

Mumbai
November 25, 2016

Registered Office:

Bombay House,
24, Homi Mody Street, Fort,
Mumbai 400 001
Tel: +91 22 6665 8282 • Fax: +91 22 6665 7724
Email: cosec@tatasteel.com; Website: www.tatasteel.com
CIN – L27100MH1907PLC000260

Route Map to the EGM Venue



TATA STEEL

Tata Steel Limited

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

Tel.: +91 22 6665 8282 • Fax: +91 22 6665 7724

Corporate Identity No.: (CIN) – L27100MH1907PLC000260 • Website: www.tatasteel.com • Email: cosec@tatasteel.com

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRAORDINARY GENERAL MEETING ON WEDNESDAY, DECEMBER 21, 2016 AT 3.00 P.M. IST

at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai-400 020.

I hereby record my presence at the Extraordinary General Meeting of the Company held on Wednesday, December 21, 2016 at 3.00 p.m. IST at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020.

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member: _____ Signature: _____

Name of the Proxyholder/ _____ Signature: _____

Authorised Representative

1. Only Member/Proxyholder/Authorised Representative can attend the Meeting.
2. Member/Proxyholder/Authorised Representative should bring his/her copy of the Notice of the EGM for reference at the Meeting.

TATA STEEL

Tata Steel Limited

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

Tel.: +91 22 6665 8282 • Fax: +91 22 6665 7724

Corporate Identity No.: (CIN) – L27100MH1907PLC000260 • Website: www.tatasteel.com • Email: cosec@tatasteel.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No./Client ID No. _____ DP ID No. _____

I/We, being the member(s) of _____ Equity Shares of Tata Steel Limited, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

3. Name: _____ E-mail Id: _____

Address: _____

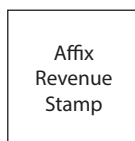
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, December 21, 2016 at 3.00 p.m. IST at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Special Business			
1	Removal of Mr. C. P. Mistry as Director		
2	Removal of Mr. Nusli. N. Wadia as Director		

Signed this _____ day of _____ 2016



Signature of Shareholder _____ Signature of Proxy holder(s) _____

NOTES:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Bombay House, 24, Homi Mody Street, Fort, Mumbai - 400 001, not less than 48 hours before the commencement of the Meeting.
- ** 2. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

(on the letterhead of Tata Sons Limited)

November 10, 2016

The Board of Directors
Tata Steel Limited
Bombay House,
24 Homi Mody Street,
Mumbai 400001.

Madam, Sirs,

Re: Issue of Special Notice and Requisition under the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for convening an Extraordinary General Meeting of the shareholders of Tata Steel Limited

1. Tata Sons Limited is a shareholder of Tata Steel Limited ("**Tata Steel**") and holds, as on the date of this letter, 28,88,97,646 Ordinary shares representing 29.75% of the paid up Ordinary share capital of Tata Steel.
2. Pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, we submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of Tata Steel, in the manner prescribed under applicable law, to pass the following 2 (two) resolutions.

Item No. 1

REMOVAL OF MR. C. P. MISTRY AS DIRECTOR

To pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

- (i) Tata Sons Limited is the Promoter of Tata Steel and holds 29.75% of the Ordinary share capital of Tata Steel.
- (ii) Tata Sons Limited is the principal investment holding company and promoter of Tata companies. About 66% of the ordinary share capital of Tata Sons Limited is held by philanthropic trusts, which support education, health, livelihood generation and art and culture. In 2015-16, the revenue of Tata companies, taken together, was over USD 100 billion. These companies collectively employ over 660,000 people. Tata companies are present in over 100 countries

spanning 6 continents and operate with a mission 'To improve the quality of life of the communities we serve globally, through long-term stakeholder value creation based on Leadership with Trust'.

- (iii) On October 24, 2016, the Board of Directors of Tata Sons Limited passed a resolution to replace Mr. Cyrus P Mistry as the Executive Chairman of Tata Sons Limited and revoked all his executive powers, fully supported by the three Directors of Tata Sons Limited nominated by the philanthropic trusts (primarily the Sir Dorabji Tata Trust and the Sir Ratan Tata Trust). It may be noted that the Board of Directors of Tata Sons Limited has lost confidence in Mr. Cyrus P Mistry to lead Tata Sons Limited for a combination of several factors. The Tata Sons' Board, in its collective wisdom, took the decision to replace Mr. Mistry. The Board had felt that the removal of Mr. Mistry as Chairman was absolutely necessary for the future success of the Tata group.
- (iv) Tata Steel, of which Tata Sons Limited is the promoter, forms an integral part of the Tata group and enjoys the right to use the 'Tata' brand by virtue of the Tata Brand Equity and Business Promotion Agreement entered into between Tata Steel and Tata Sons Limited. Substantial goodwill and benefits accrue to Tata Steel by such usage and association with the Tata group.
- (v) Mr. Mistry has not abided by the Governance Guidelines, in the formulation of which he played an active role and himself recommended to the Tata companies its adoption, which required him to resign from the Board of Tata Steel. In addition, Mr. Mistry has made certain unsubstantiated allegations, which cast aspersions not only on Tata Sons Limited and its Board of Directors, but also on the Tata group as a whole, of which Tata Steel Limited is an integral part. The communication, which was marked as 'confidential', was made public. Mr. Mistry's conduct has caused enormous harm to the Tata group, Tata Steel Limited and its stakeholders, including employees and shareholders. Consequently, it is felt

that it would not be appropriate for Mr. Mistry to continue as the Chairman and as a Director of Tata Steel Limited.

- (vi) Therefore, the Board of Directors of Tata Sons Limited by its resolution dated November 10, 2016 has resolved to propose the removal of Mr. Mistry as Director of Tata Steel.

Item No. 2

REMOVAL OF MR. NUSLI N. WADIA AS DIRECTOR

To pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Nusli N. Wadia (Director Identification Number 00015731) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”

Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

- (i) Further, it may be noted that post the developments of October 24, 2016, Mr. Nusli Wadia has been acting in concert with Mr. Cyrus Mistry, and has been acting against the interests of the Tata group. Despite being purportedly an independent director on the boards of certain Tata companies (including this company), in our opinion, Mr. Nusli Wadia has been conducting himself as an interested party in a manner that is

designed to cause harm to the Tata group. He has not been conducting himself independently and instead has been *inter alia*, galvanising independent directors and acting prejudicially. Mr. Wadia’s action may put the company and its future in grave jeopardy and impact the overall morale of the workers, employees and management who have joined a Tata Company. Moreover he has been a director since several decades and considering all these factors, his continuance on the Board is untenable. The principal shareholders have lost confidence in the independence, suitability or bonafides of Mr. Wadia and seek his removal.

- (ii) Consequently, the Board of Directors of Tata Sons Limited by its resolution dated November 10, 2016 has resolved to propose the removal of Mr. Nusli Wadia as Director of Tata Steel.
3. Please also treat this as a special notice under Section 169(2), read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for the aforesaid purpose.

Yours faithfully,
TATA SONS LIMITED

Sd/-
(F.N. Subedar)
Chief Operating Officer &
Company Secretary

Copy to: Company Secretary, Tata Steel Limited