

NOTICE

Notice is hereby given that the 110th Annual General Meeting of the Members of Tata Steel Limited will be held on Tuesday, August 8, 2017, at 3.00 p.m. IST at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 a) - Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 1 b) - Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare dividend of ₹10/- per Ordinary (equity) Share of ₹10/- each for the Financial Year 2016-17.

Item No. 3 – Re-Appointment of a Director

To appoint a Director in the place of Mr. Dinesh Kumar Mehrotra (DIN: 00142711), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

Item No. 4 – Re-Appointment of a Director

To appoint a Director in the place of Mr. Koushik Chatterjee (DIN: 00004989), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

Item No. 5 – Appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification or variation thereof, and pursuant to the recommendations of the Audit Committee and the Board of Directors, Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants having Firm Registration No. 304026E/E300009, be and are hereby appointed as the Auditors of the Company in place of the retiring auditors, Messrs Deloitte Haskins and Sellis LLP, Chartered Accountants, for a period of five years to hold office from the conclusion of this Annual General Meeting

till the conclusion of the 115th Annual General Meeting of the Company to be held in the year 2022, to examine and audit the accounts of the Company, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the appointment of Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants, as the Auditors of the Company shall be subject to ratification by the Members of the Company at every subsequent Annual General Meeting (as applicable under the Companies Act, 2013) held after this Meeting.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

SPECIAL BUSINESS:

Item No. 6 – Appointment of Mr. N. Chandrasekaran as a Director

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

“RESOLVED THAT Mr. N. Chandrasekaran (DIN: 00121863), who was appointed by the Board of Directors as an Additional Director of the Company effective January 13, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (**“Act”**) and Article 121 of the Articles of Association 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 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

Item No. 7 – Appointment of Dr. Peter (Petrus) Blauwhoff as an Independent Director

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

“RESOLVED THAT Dr. Peter (Petrus) Blauwhoff (DIN: 07728872), who was appointed by the Board of Directors as an Additional Director of the Company effective February 7, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (**“Act”**) and Article 121 of the Articles of Association 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 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Dr. Peter (Petrus) Blauwhoff, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing February 7, 2017 through February 6, 2022."

Item No. 8 – Appointment of Mr. Aman Mehta as an Independent Director

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

"RESOLVED THAT Mr. Aman Mehta (DIN: 00009364), who was appointed by the Board of Directors as an Additional Director of the Company effective March 29, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("**Act**") and Article 121 of the Articles of Association 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 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act as amended from time to time, Mr. Aman Mehta, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing March 29, 2017 through August 31, 2021."

Item No. 9 – Appointment of Mr. Deepak Kapoor as an Independent Director

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

"RESOLVED THAT Mr. Deepak Kapoor (DIN: 00162957), who was appointed by the Board of Directors as an Additional Director of the Company effective April 1, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("**Act**") and Article 121 of the Articles of Association 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 of the Act proposing his

candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act as amended from time to time, Mr. Deepak Kapoor, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing April 1, 2017 through March 31, 2022."

Item No. 10 – Ratification of Remuneration of Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of ₹18 lakh plus out-of-pocket expenses incurred in connection with the audit payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number - 000001) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules 2014, for the Financial Year ending March 31, 2018.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company."

Item No. 11 – Issue of Non-Convertible Debentures on private placement basis not exceeding ₹10,000 crore

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment, modification or variation thereof for the time being in force, and subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by the Securities and Exchange Board of India ("**SEBI**"), as amended, including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the enabling provisions of the listing agreements

entered into with the Stock Exchanges where the ordinary (equity) shares or other securities of the Company are listed (the **“Stock Exchanges”**), and subject to the applicable regulations, rules, notifications, circulars and guidelines prescribed by the Reserve Bank of India (**“RBI”**), the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as might be required from the Government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority as may be required (the **“Appropriate Authority”**) and subject to such conditions and/ or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, 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 include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), subject to the total borrowings of the Company not exceeding the borrowing powers approved by the Members from time to time under Section 180(1) (c) of the Act, the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and/ or series, whether secured or unsecured, cumulative or non-cumulative, listed or unlisted, redeemable non-convertible debentures including but not limited to bonds and/ or other debt securities, denominated in Indian rupees or any foreign currency (**“NCDs”**), aggregating to an amount not exceeding ₹10,000 crore or its equivalent in one or more currencies, at par or at premium or at a discount, either at issue or at redemption, on a private placement basis, during the period of one year from the date of this Annual General Meeting or such other period as may be permitted under the Act and other applicable laws, as the Board in its absolute discretion deems fit and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized on behalf of the Company to determine the terms of issue including the class of investors to whom the NCDs are to be issued, time, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing (in India or overseas) and to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and to resolve and settle all questions and difficulties that may arise at any stage from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors or any Director(s) or executive(s)/ officer(s)

of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this Resolution.”

Notes:

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 5 to 11 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- (c) Members are requested to note that a person can act as a 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.
- (d) The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. 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.
- (e) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
- (f) In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
- (g) Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- (h) The Register of Members and Share Transfer Books of the Company will be closed from Saturday, July 22, 2017 to

Tuesday, August 8, 2017 (both days inclusive) for the purpose of Annual General Meeting and dividend for Financial Year 2016-17.

- (i) If dividend on Ordinary Shares as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made on and from Thursday, August 10, 2017, as under:
- In respect of Ordinary Shares held in physical form, to all those Members whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, July 21, 2017.
 - In respect of Ordinary Shares held in electronic form, to all beneficial owners of the shares, as per details furnished by the Depositories for this purpose, as of the close of business hours on Friday, July 21, 2017.

Members are requested to provide Bank details to facilitate payment of dividend, etc., either in electronic mode or for printing on the payment instruments.

- (j) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.
- (k) Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
- (l) As per the provisions of the Companies Act, 2013, facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant(s).
- (m) The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Directors' Report in respect of unclaimed and unpaid dividends and transfer of dividends/shares to Investor Education and Protection Fund.
- (n) Section 20 of the Companies Act, 2013 permits service of documents on Members by a company through electronic mode. So in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Integrated Report 2016-17 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant unless any Member has

requested for a physical copy of the Report. For Members who have not registered their email addresses, physical copies of the Integrated Report 2016-17 are being sent by the permitted mode. Members may note that Integrated Report 2016-17 will also be available on the Company's website i.e. www.tatasteel.com.

- (o) Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management. Members can contact the Company or TSR Darashaw Limited for assistance in this regard.
- (p) To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with TSR Darashaw Limited/Depository Participant(s).

Updation of Members' details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), email address, bank details for payment of dividend, etc. Further the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market.

A form for capturing the above details is appended in the Integrated Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant(s).

Process and manner for voting through electronic means:

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (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 Company is pleased to provide to its Members the facility to cast their votes electronically, through e-voting services provided by National Securities Depository Limited ("NSDL"), on 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 Annual General Meeting ("**remote e-voting**"). Instructions for remote e-voting are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.

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

The process and manner 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/Depository Participant(s)):

- 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.

NOTE: Members already registered with NSDL for remote e-voting will not receive the PDF file "TSL remote e-voting.pdf".

- 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

NOTE: Members who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available.

User ID

- a) In case Members are holding shares in demat mode,
For NSDL: 8 character DP ID followed by 8 digits
Client ID and
For CDSL: 16 digits beneficiary ID
- b) In case Members are holding shares in physical mode,
USER-ID is the combination of Even No.+Registered
Folio No.
- 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

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.

- vi. Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
- vii. Select "EVEN" (E-Voting Event Number) of Tata Steel Limited which is 106393. Now you are ready for remote e-voting as Cast Vote page opens.
- viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
- x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xi. Institutional Members (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 is/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 Annual General Meeting (for Members whose e-mail addresses are not registered with the Company/Depository Participant(s) or requesting physical copy):

- i. Initial password is provided in the enclosed Attendance Slip along with EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xi) 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 shareholders and User Manual on e-Voting System for Shareholders, 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 Thursday, August 3, 2017 (9.00 a.m. IST) and ends on Monday, August 7, 2017 (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 Tuesday, August 1, 2017, 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 the vote subsequently.
- iii. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- iv. 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 i.e Tuesday, August 1, 2017 and as per the Register of Members of the Company.

- v. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., Tuesday, August 1, 2017, may obtain the login ID and password by sending a request at evoting@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 have forgotten your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990 or email at evoting@nsdl.co.in
- vi. Please note, only 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 shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Annual General Meeting through e-voting or ballot paper.
- vii. 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, Practising Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
- viii. At the Annual General Meeting, 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.
- ix. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, 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 or a person authorised by him in writing who shall countersign the same.
- x. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- xi. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.tatasteel.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person

authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

- xii. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact Mr. Amit Vishal, Senior Manager at amity@nsdl.co.in or evoting@nsdl.co.in or on (+91 22 2499 4360 / 1800 222 990) or at NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013.

By Order of the Board of Directors

sd/-

Parvathesam K
Company Secretary
(ACS: 15921)

Mumbai
May 16, 2017

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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")

The following Statement sets out all material facts relating to Item Nos. 5 to 11 mentioned in the accompanying Notice.

Item No. 5:

The Statement for this item is provided, though strictly not required, as per Section 102 of the Act.

In terms of Section 139 of the Act, the term of Messrs Deloitte Haskins and Sells LLP, the current Statutory Auditors of the Company, will end at the conclusion of the 110th Annual General Meeting ("AGM") of the Company and the Company is required to appoint new Statutory Auditors to conduct the Statutory Audit of the books of accounts of the Company for the Financial Year 2017-18 onwards.

The Board of Directors recommend the appointment of Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 304026E/E300009) as the Statutory Auditors of the Company, for a period of 5 years commencing from the conclusion of the 110th AGM till the conclusion of the 115th AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act). The detailed background on the

process followed while recommending the new firm is provided in the Directors' Report.

Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6:

The Board of Directors ("**Board**") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. N. Chandrasekaran as an Additional (Non-Executive) Director of the Company effective January 13, 2017. Pursuant to the provisions of Section 161 of the Act and Article 121 of the Articles of Association of the Company, Mr. N. Chandrasekaran will hold office up to the date of the ensuing Annual General Meeting ("**AGM**") and is eligible to be appointed a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, along with the requisite deposit of ₹1,00,000/-, proposing the candidature of Mr. Chandrasekaran for the office of Director. Mr. Chandrasekaran, once appointed, will be liable to retire by rotation and will be subject to the Tata Group Policy on Retirement of Directors adopted by the Company.

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

The profile and specific areas of expertise of Mr. Chandrasekaran are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Chandrasekaran, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

Item No. 7:

The Board of Directors ("**Board**"), upon recommendation of the Nomination and Remuneration Committee, appointed Dr. Peter (Petrus) Blauwhoff as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective February 7, 2017. Pursuant to the provisions of Section 161 of the

Act and Article 121 of the Articles of Association of the Company, Dr. Blauwhoff will hold office up to the date of the ensuing Annual General Meeting ("**AGM**") and is eligible to be appointed a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, along with the requisite deposit of ₹1,00,000/-, proposing the candidature of Dr. Blauwhoff for the office of Director.

The Company has received from Dr. Blauwhoff (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Dr. Blauwhoff as an Independent Director of the Company for a period commencing February 7, 2017 through February 6, 2022. Dr. Blauwhoff, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Dr. Blauwhoff is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Dr. Blauwhoff as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Dr. Blauwhoff are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Dr. Blauwhoff, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members.

Item No. 8:

The Board of Directors ("**Board**") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Aman Mehta, as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective March 29, 2017. Pursuant to the provisions of Section 161 of the Act and Article 121 of the Articles of Association of the Company, Mr. Mehta will hold office up to the date of the ensuing Annual General Meeting ("**AGM**") and is eligible to be appointed a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, along with the requisite deposit of ₹1,00,000/-, proposing the candidature of Mr. Mehta for the office of Director.

The Company has received from Mr. Aman Mehta (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Mehta as an Independent Director of the Company for a period commencing March 29, 2017 through August 31, 2021. Mr. Mehta, once appointed, will not be liable to retire by rotation and will be subject to the Tata Group Policy on Retirement of Directors adopted by the Company.

In the opinion of the Board, Mr. Mehta is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Mr. Mehta as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Mr. Mehta are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Mehta, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members.

Item No. 9:

The Board of Directors ("**Board**") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Deepak Kapoor as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective April 1, 2017. Pursuant to the provisions of Section 161 of the Act and Article 121 of the Articles of Association of the Company, Mr. Deepak Kapoor will hold office up to the date of the ensuing Annual General Meeting ("**AGM**") and is eligible to be appointed a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, along with the requisite deposit of ₹1,00,000/-, proposing the candidature of Mr. Kapoor for the office of Director.

The Company has received from Mr. Deepak Kapoor (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not

disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Kapoor as an Independent Director of the Company for a period commencing April 1, 2017 through March 31, 2022. Mr. Kapoor, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Kapoor is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management of the Company. A copy of the letter of appointment of Mr. Kapoor as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Mr. Kapoor are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kapoor, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

The Board recommends the resolution set forth in Item No. 9 for the approval of the Members.

Item No. 10:

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time ("**Cost Audit Rules**"), to have the audit of its cost records for products covered under the Cost Audit Rules conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs Shome & Banerjee, Cost Accountants as the Cost Auditor for Financial Year 2017-18.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2018.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 10 of the Notice.

The Board recommends the resolution set forth in Item No. 10 for the approval of the Members.

Item No. 11:

Over the last few years, the Company has been investing in its steel making facilities in India while continuing to upgrade its facilities in Europe and South-East Asia. The Company seeks to balance its growth ambitions with its goal of having a healthy balance sheet. Growth opportunities are carefully evaluated and benchmarked against its cost of capital. Moreover, all selected growth projects are phased keeping in mind the financial health of the Company.

As a step towards improving its capital structure, the Company strives to maximise the use of internal accruals and to monetise its non-core assets regularly to fund capital expenditure. The Company also seeks to continuously optimise its borrowings by ensuring they are aligned in terms of quantum, risk, maturity and cost with its earnings profile. Financial markets are very dynamic in nature and it is hard to predict when and which market may provide us with windows of opportunity to raise capital that is cost-effective, has better terms and can help lengthen our maturity profile.

The provisions of Sections 23, 42 and 71 of the Act read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "**PAS Rules**"), provide that a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a special resolution. The second proviso to Rule 14(2)(a) of the PAS Rules provides that in case of an offer or invitation to subscribe to Non-Convertible Debentures ("**NCDs**") on private placement basis, the Company can obtain previous approval by means of a special resolution once a year for all offers or invitations for such NCDs during the year.

The pricing for any instrument which may be issued by the Company on the basis of the Resolution set out at Item No. 11 of the Notice will be done by the Board or a Committee thereof in accordance with applicable laws including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and foreign exchange regulations, as may be applicable.

The Members of the Company through the resolution passed by Postal Ballot on August 1, 2014 had approved the borrowing limits pursuant to the provisions of the Section 180(1)(c) of the Act of ₹70,000 crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. As on March 31, 2017, the net worth of the Company is ₹51,934 crore and the total debt of the Company is ₹28,285 crore including outstanding NCDs of ₹10,176 crore.

To allow the Company the flexibility to tap into these pools opportunistically, the Company is seeking approval from its Members under Sections 23, 42, 71 and other applicable provisions, if any, of the Act, read together with the PAS Rules and Companies (Share Capital & Debentures) Rules, 2014, to issue securities, as set out in the Special Resolution at Item No. 11 of the Notice, not exceeding ₹10,000 crore through issuance of NCDs in the international and / or domestic capital markets.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 11 of the Notice.

The Board recommends the resolution set forth in Item No. 11 for the approval of the Members.

By Order of the Board of Directors

sd/-

Parvathesam K
Company Secretary
(ACS: 15921)

Mumbai
May 16, 2017

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

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Profile of Mr. Dinesh Kumar Mehrotra



Mr. Dinesh Kumar Mehrotra (64) was appointed as a Member of the Board effective October 22, 2012.

In the past, Mr. Mehrotra served as the Chairman of Life Insurance Corporation of India ("LIC"). Prior to that he was the Managing Director of LIC. He also served as the Executive Director (International Operations) to lead the Corporation's overseas thrust. Mr. Mehrotra joined LIC

as a Direct Recruit Officer in 1977 and in an illustrious career spanning 35 years, served in several pivotal positions in LIC. Mr. Mehrotra has attended several important knowledge forums in India and abroad and is associated with the apex training institutes of insurance in India like the National Insurance Academy and the Insurance Institute of India.

Mr. Mehrotra is an Honours Graduate in Science from the University of Patna.

Particulars of experience, attributes or skills that qualify candidate for Board membership

Mr. Mehrotra has demonstrated executive leadership as the former Chairman of LIC and he has provided valued insights and perspectives to the Board deliberations on complex financial and operational issues. His unique insights with respect to regulatory and policy matters, compliance and internal controls has strengthened the Board's collective knowledge, capabilities and experience.

Board Meeting Attendance and Remuneration

During the year, Mr. Mehrotra attended ten out of the eleven Board Meetings held.

Details regarding the compensation is provided in the Corporate Governance Report forming part of the Directors' Report.

Bodies Corporate (other than Tata Steel Limited) in which Mr. Dinesh Kumar Mehrotra holds Directorships and Committee memberships

Directorships

1. Metropolitan Stock Exchange of India Limited
2. Cams Insurance Repository Services Limited
3. Indian Energy Exchange Limited
4. VLS Finance Limited

5. Computer Age Management Services Private Limited
6. Tata AIA Life Insurance Company Limited
7. West End Housing Finance Limited

Chairperson of Board Committees

Metropolitan Stock Exchange of India Limited

- Audit Committee
- Nomination and Remuneration cum Compensation Committee

Indian Energy Exchange Limited

- Audit Committee
- Surveillance Committee

Computer Age Management Services Private Limited

- Audit Committee
- Nomination and Remuneration Committee
- Investment Committee

Tata AIA Life Insurance Company Limited

- Investment Committee

Member of Board Committees

Metropolitan Stock Exchange of India Limited

- Corporate Social Responsibility Committee
- Stakeholder Relationship Committee

Indian Energy Exchange Limited

- Nomination and Remuneration Committee

VLS Finance Limited

- Audit Committee

Tata AIA Life Insurance Company Limited

- Audit Committee

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

There is no inter-se relationship between Mr. Dinesh Kumar Mehrotra, other Members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

Mr. Dinesh Kumar Mehrotra does not hold any Ordinary (equity) Shares of the Company.

Profile of Mr. Koushik Chatterjee



Mr. Koushik Chatterjee (48) was inducted as a Whole-time Director of the Company effective November 9, 2012. Mr. Chatterjee is responsible for all corporate functions such as Finance, Legal, Secretarial, Communications and Regulatory Affairs among others. He is also the Company's Executive Director in charge for the Tata Steel operations in Europe.

Mr. Chatterjee joined the Company in 1995. During his stint in the Company, he worked in the areas of Corporate Finance and Planning. Mr. Chatterjee also worked in the Group Executive Office at Tata Sons Limited and became General Manager-Corporate Finance in 2002. Mr. Chatterjee re-joined the Company on August 1, 2003 and was appointed the Vice President (Finance) effective August 1, 2004. During his tenure, Mr. Chatterjee led the first overseas acquisition of the Company - NatSteel Asia which has 2 MnTPA finishing facilities in 7 countries in South East Asia. He subsequently led the acquisition of a 1.7MnTPA Millennium Steel (now Tata Steel Thailand) in Thailand. In 2006-07, he played a critical role in the acquisition of Corus Group plc for USD 13.7 billion, leading the country's largest capital raising process for the acquisition.

Mr. Chatterjee is a frequent speaker in various academic, professional and policy forums in India and abroad including the McKinsey Global CFO Forum 2008, Economist Conferences, G20 Summit, London Business School, Oxford University, International Integrated Reporting Council and CII. He is a member of the Primary Market Advisory Committee on Capital Markets of SEBI and was a member of the Takeover Regulations Advisory Committee of SEBI, which drafted the new Takeover Code. He has recently been appointed as the first Indian on the Global Preparers Forum which is an advisory body of the International Accounting Standards Board, London.

Mr. Chatterjee is an Honours Graduate in Commerce from Calcutta University and a Fellow Member of The Institute of Chartered Accountants of India.

Particulars of experience, attributes or skills that qualify candidate for Board membership

Mr. Koushik Chatterjee has valuable experience in managing the issues faced by large and complex corporations as a result of his services at Tata Sons Limited and Tata Steel Limited.

Mr. Chatterjee brings to the Board extensive experience in the areas of business responsibility (re-structuring and turnaround of large organisations), business development (mergers, acquisitions and divestments), strategies relating to financing and raising of capital, strategic communication, risk management, crisis leadership, public affairs, advocacy, legal, compliance and governance.

Mr. Chatterjee's experience demonstrates his leadership capability, general business acumen and knowledge of complex financial and operational issues that large corporations face.

By virtue of his background and experience Mr. Chatterjee has an extraordinarily broad and deep knowledge of the steel industry. His experiences will enable him to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to the Company.

His re-appointment will strengthen the Board's knowledge, capability and experience.

Board Meeting Attendance and Remuneration

During the year, Mr. Chatterjee attended each of the eleven Board Meetings held.

Mr. Chatterjee, being an Executive Director was not paid any sitting fees for attending the meetings of the Board/Committees.

Details regarding the compensation is provided in the Corporate Governance Report forming part of the Directors' Report.

Bodies Corporate (other than Tata Steel Limited) in which Mr. Koushik Chatterjee holds Directorships and Committee memberships

Directorships

1. Tata Metaliks Limited
2. The Tinsplate Company of India Ltd
3. Tata Steel Special Economic Zone Limited
4. Tata Steel Foundation (Section 8 Company)
5. Tata Steel Europe Limited
6. TS Global Holdings Pte. Ltd.
7. TS Global Minerals Holdings Pte. Ltd.
8. TS Global Procurement Co. Pte. Ltd.

Member of Board Committees

Tata Metaliks Limited

Nomination and Remuneration Committee

The Tinsplate Company of India Ltd.

Nomination and Remuneration Committee

Tata Steel Special Economic Zone Limited

Nomination and Remuneration Committee

Tata Steel Europe Limited

Audit Committee
Executive Committee
Board Pension Committee

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

There is no inter-se relationship between Mr. Koushik Chatterjee, other Members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

Mr. Koushik Chatterjee holds 1,320 Ordinary (equity) Shares of the Company.

Profile of Mr. N. Chandrasekaran



Mr. N. Chandrasekaran (53) was appointed as a Member of the Board effective January 13, 2017 and as Chairman of the Board effective February 7, 2017.

Mr. Chandrasekaran is the Chairman of Tata Sons Limited and the former Chief Executive Officer and Managing Director of Tata Consultancy Services Limited (TCS), a leading global IT solution and consulting firm, a position he has held since 2009.

Mr. Chandrasekaran joined TCS in 1987 after completing his Master's in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu, India.

He has been on the Board of India's Central Bank, the Reserve Bank of India since 2016. He has served as the Chairperson of IT Industry Governors at the World Economic Forum, Davos, in 2015-16. He has been playing an active role in the Indo-US and India-UK CEO Forums. He is also part of India's business taskforces for Australia, Brazil, Canada, China, Japan and Malaysia. He served as the Chairman of Nasscom, the apex trade body for IT services firms, in India in 2012-13 and continues to be a Member of its Governing Executive Council.

Mr. Chandrasekaran has received several awards and recognitions in the business community. Recently, he was honoured with the 'Business Leader Award' at the ET Awards for Corporate Excellence 2016. He was also awarded Qimpro Platinum Standard Award 2015 (Business) and Business Today's Best CEO 2015 (IT and ITES). He was voted the 'Best CEO' for the fifth consecutive year by the Institutional Investor's 2015 Annual All-Asia Executive Team rankings. During 2014, he was voted as one of CNBC TV 18 Indian Business Icons. He was also awarded CNN-IBN Indian of the Year 2014 in the business category. Mr. Chandrasekaran was presented with the 'Best CEO for 2014' award by Business Today for the second consecutive year. He has also received the Medal of the City of Amsterdam - Frans Banninck Coq - in recognition of his endeavour to promote trade and economic relations between Amsterdam and India.

Mr. Chandrasekaran was conferred with an honorary doctorate by Jawaharlal Nehru Technological University, Hyderabad, India (2014). He has received an honorary doctorate from Nyenrode Business Universiteit, Netherland's top private business school (2013). He has also been conferred honorary degrees by many Indian universities such as the Gitam University, Visakhapatnam, Andhra Pradesh (2013); Kalinga Institute of Industrial Technology University, Bhubaneswar, Odisha (2012); and the Sri Ramaswami Memorial University, Chennai, Tamil Nadu (2010).

Particulars of experience, attributes or skills that qualify candidate for Board membership

Under the leadership of Mr. Chandrasekaran, TCS became the largest private sector employer in India with the highest retention rate in a globally competitive industry. Under Mr. Chandrasekaran's leadership, TCS was rated as the world's most powerful brand in IT services in 2015 and was recognised as a Global Top Employer by the Top Employers Institute across 24 countries. A technopreneur known for his ability to make big bets on new technology, Mr. Chandrasekaran shaped TCS's strong positioning in the emerging digital economy with a suite of innovative digital products and platforms for enterprises, some of which have since scaled into sizeable new businesses.

Mr. Chandrasekaran having been the CEO of TCS brings with him valuable experience in managing the issues faced by large and complex organisations. The Company and the Board will immensely benefit by leveraging his demonstrated leadership capability, general business acumen and knowledge of complex financial and operational issues faced by the Company.

Mr. Chandrasekaran also brings rich experience in various areas of business, technology, operations, societal and governance matters.

Board Meeting Attendance and Remuneration

During the year, Mr. N. Chandrasekaran attended two Board Meetings that were held post his appointment as Director.

Details regarding the compensation is provided in the Corporate Governance Report forming part of the Directors' Report. Mr. Chandrasekaran being the Executive Chairman of Tata Sons did not accept commission from the Company.

Bodies Corporate (other than Tata Steel Limited) in which Mr. N. Chandrasekaran holds Directorships and Committee memberships

Directorships

1. Tata Sons Limited
2. Tata Consultancy Services Limited
3. Tata Motors Limited
4. The Indian Hotels Company Limited
5. The Tata Power Company Limited
6. TCS Foundation (Section 8 company)
7. Jaguar Land Rover Automotive Plc
8. Reserve Bank of India

Chairperson of Board Committees

Tata Consultancy Services Limited

Corporate Social Responsibility Committee
Executive Committee

Tata Motors Limited

Executive Committee

Member of Board Committees

Tata Sons Limited

Nomination and Remuneration Committee
Special Committee

Tata Consultancy Services Limited

Nomination and Remuneration Committee
Risk Management Committee

Tata Motors Limited

Nomination and Remuneration Committee

The Indian Hotels Company Limited

Nomination and Remuneration Committee

Reserve Bank of India

Human Resource Management Sub-committee

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

There is no inter-se relationship between Mr. N. Chandrasekaran, other Members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

Mr. N. Chandrasekaran does not hold any Ordinary (equity) Shares of the Company.

Profile of Dr. Peter (Petrus) Blauwhoff



Dr. Peter (Petrus) Blauwhoff (63) was inducted as an Independent Member of the Board of Directors effective February 7, 2017.

Dr. Blauwhoff also serves as the Chairman of the Board of the Netherlands Standardization Institute (NEN), and as a Member of the Supervisory Board of Royal

HaskoningDHV since June 2015. Between 2008 and 2015, Dr. Blauwhoff held the position as the Chief Executive Officer of Deutsche Shell Holding GmbH, Hamburg, Germany. He served, among others, as Chairman of the German National Oil Industry Association and as a Vice-Chairman of the German Forum for Future Energies.

Dr. Blauwhoff holds a Doctorate in Technical Sciences and a graduate degree in Chemical Engineering, with honours (cum laude) from University of Twente, Netherlands.

Particulars of experience, attributes or skills that qualify candidate for Board membership

Dr. Blauwhoff is a successful international leader with over 30 years of experience in the energy industry, in particular the downstream oil and gas business. He has wide range of experience in refining, supply, marketing and end-to-end value creation in challenging downstream organisations. Dr. Blauwhoff comes with strong track record in senior political and customer stakeholder and organisational change management.

Dr. Blauwhoff brings with him extensive experience in stewarding successful transformational changes within established, respected multinational company(ies), deep knowledge of the global manufacturing industry in general and of the energy, oil and gas business in particular and knowledge of European region.

With the above exceptionally distinguished record of accomplishments, Dr. Blauwhoff is well poised to add significant value and strength to the Board.

Board Meeting Attendance and Remuneration

During the year, Dr. Blauwhoff attended one Board Meeting that was held post his appointment.

Details regarding the compensation is provided in the Corporate Governance Report forming part of the Directors' Report.

Bodies Corporate (other than Tata Steel Limited) in which Dr. Peter (Petrus) Blauwhoff holds Directorships and Committee memberships

Directorships

1. Stichting (Foundation) Netherlands Normalisatie Instituut (NEN)
2. Royal HaskoningDHV B.V.
3. Blauwhoff International Consulting
4. Blue Court Holding B.V.
5. Stichting (Foundation) de PAN
6. Kongstein AS

Chairperson of Board Committee

Royal HaskoningDHV B.V.

Remuneration and Nomination Committee

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

There is no inter-se relationship between Dr. Peter (Petrus) Blauwhoff, other Members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

Dr. Peter (Petrus) Blauwhoff does not hold any Ordinary (equity) Shares of the Company.

Profile of Mr. Aman Mehta



Mr. Aman Mehta (70) was appointed as an Independent Member of the Board of Directors effective March 29, 2017. Mr. Mehta has over 39 years of experience in various positions with the HSBC Group from where he retired in January 2004 as CEO Asia Pacific.

Formerly, he has been a Member of the Supervisory Board of ING Group NV and a Director of Raffles Holdings,

Singapore. He is also a Member of the Governing Board of the Indian School of Business, Hyderabad and a Member of the International Advisory Board of Prudential of America.

Mr. Mehta holds a Graduate Degree in Economics from Delhi University.

Particulars of experience, attributes or skills that qualify candidate for Board membership:

Mr. Mehta has extensive experience in the field of Banking/ Finance and has a proven track record of successfully managing large multinational enterprises. Mr. Mehta occupies himself primarily with Corporate Governance, Board and Advisory Roles in a range of global manufacturing and technology companies such as Tata Consultancy Services Limited. His prior experience enables him to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to large corporations.

Board Meeting Attendance and Remuneration

Post the appointment of Mr. Aman Mehta, no Board meetings were held during the Financial Year 2016-17.

Bodies Corporate (other than Tata Steel Limited) in which Mr. Aman Mehta holds Directorships and Committee memberships

Directorships

1. Tata Consultancy Services Limited
2. Wockhardt Limited
3. Godrej Consumer Products Limited
4. Max Financial Services Limited
5. Vedanta Resources Plc
6. PCCW Limited
7. HKT Limited

Chairperson of Board Committees

Tata Consultancy Services Limited

Audit Committee
Nomination and Remuneration Committee

Max Financial Services Limited

Corporate Social Responsibility Committee

Vedanta Resources Plc

Audit Committee

PCCW Limited

Audit Committee
Nomination Committee
Remuneration Committee

HKT Limited

Nomination Committee

Member of Board Committees

Tata Consultancy Services Limited

Bank Account Committee

Wockhardt Limited

Audit Committee
Shareholder/Investors' Grievance Committee

Godrej Consumer Products Limited

Audit Committee
Nomination and Remuneration Committee

Max Financial Services Limited

Audit Committee
Nomination and Remuneration Committee

Vedanta Resources Plc

Remuneration Committee
Nomination Committee

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

There is no inter-se relationship between Mr. Aman Mehta, other Members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

Mr. Aman Mehta does not hold any Ordinary (equity) Shares of the Company.

Profile of Mr. Deepak Kapoor



Mr. Deepak Kapoor (58) was appointed as an Independent Member of the Board of Directors effective April 1, 2017.

Mr. Deepak Kapoor is the former Chairman of PwC India. Mr. Kapoor has been associated with PwC India for over 30 years. He was named Partner in 1991 and was the Managing Director between 2007 and 2016. As member of PwC's India Leadership Team,

Mr. Kapoor served in various leadership and client service roles.

Mr. Deepak Kapoor is a meritorious Commerce Graduate from Delhi University (third rank holder). He is a Fellow Member of The Institute of Chartered Accountants of India, Fellow Member of The Institute of Company Secretaries of India and a Member of the Institute of Certified Fraud Examiners, USA.

Particulars of experience, attributes or skills that qualify candidate for Board membership

Mr. Deepak Kapoor has led deals for more than eight years and has practiced in the areas of Telecom, Entertainment and Media for over ten years. Mr. Kapoor successfully steered the PwC India during very challenging times and has strengthened the firm's footprint in India. Mr. Kapoor has extensive experience in the audit function as well as business advisory related work. His experience, in India and overseas, encompasses multiple industries including

consumer products, manufacturing, telecom, technology, healthcare, entertainment and media.

Mr. Kapoor's senior executive level experience in business and management provides him with an insightful perspective on strategic planning, risk oversight and operational matters that is valuable to the Board.

Board Meeting Attendance and Remuneration

Mr. Deepak Kapoor was appointed effective April 1, 2017 and hence the above details are not applicable to him for the year ended March 31, 2017.

Bodies Corporate (other than Tata Steel Limited) in which Mr. Deepak Kapoor holds Directorships and Committee membership

None

Chairperson and Member of Board Committees

None

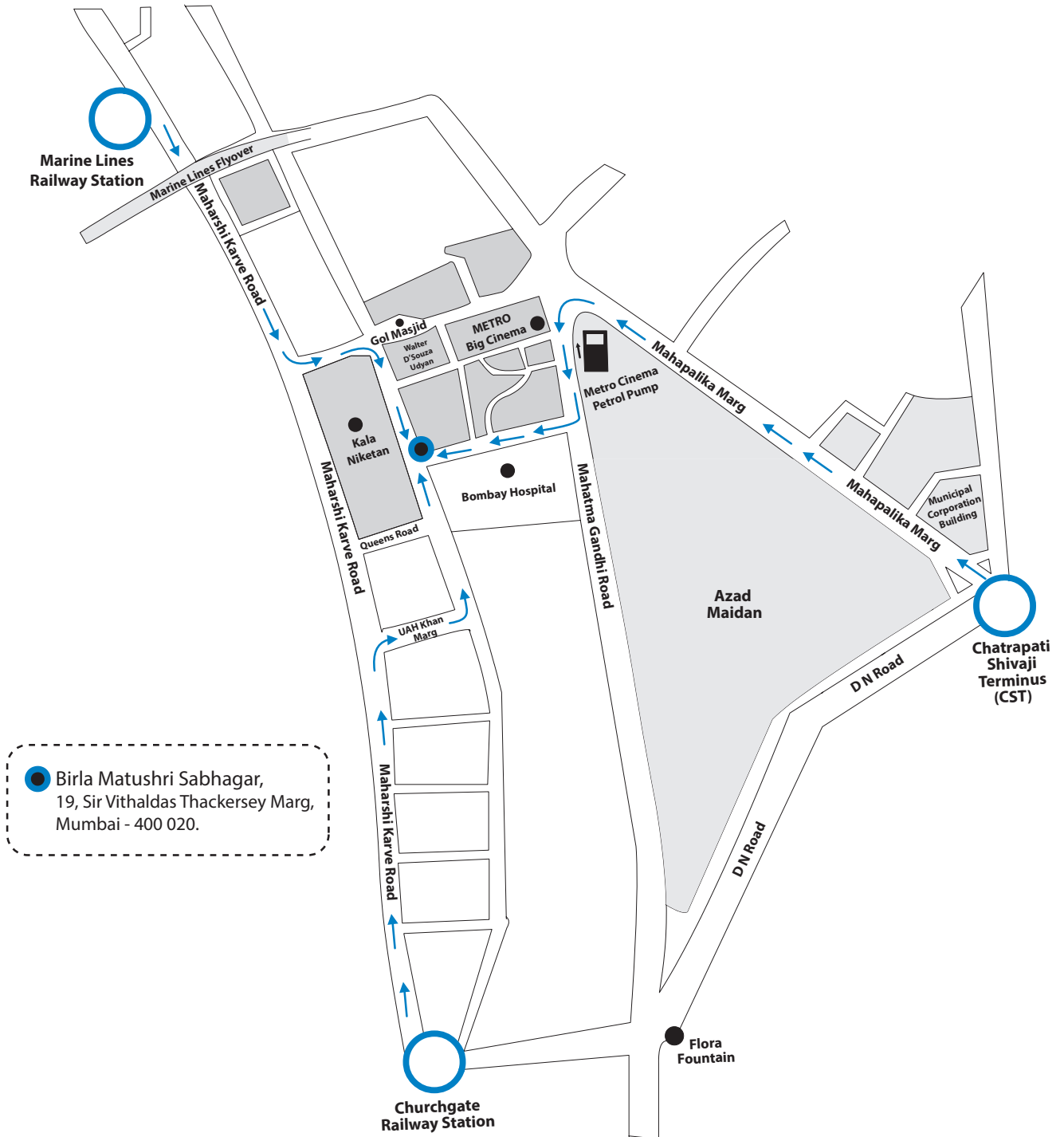
Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

There is no inter-se relationship between Mr. Deepak Kapoor, other Members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

Mr. Deepak Kapoor does not hold any Ordinary (equity) Shares of the Company.

Route Map to the AGM Venue



To,

TSR Darashaw Limited
Unit: Tata Steel Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011

Updation of Shareholders Information

I/We request you to record the following information against my/our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN/Registration No.:* (applicable to Corporate Shareholders)	
Tel. No. with STD Code:	
Mobile No.:	
E-mail id:	

*Self attested copy of the document(s) enclosed.

Bank Details:

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

*A blank cancelled cheque is enclosed to enable verification of bank details.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Sole/First holder

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)

110TH ANNUAL GENERAL MEETING ON TUESDAY, AUGUST 8, 2017, AT 3.00 P.M.

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: _____

I hereby record my presence at the 110th Annual General Meeting of the Company held on Tuesday, August 8, 2017, at 3.00 p.m. IST at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020.

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Integrated Report 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 110th Annual General Meeting of the Company to be held on Tuesday, August 8, 2017, 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
Ordinary Business			
1 a)	Consider and adopt Audited Standalone Financial Statements for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon		
1 b)	Consider and adopt Audited Consolidated Financial Statements for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon		



Resolution No.	Resolution	For	Against
Ordinary Business			
2	Declaration of dividend on Ordinary (equity) Shares for Financial Year 2016-17		
3	Appointment of Director in place of Mr. Dinesh Kumar Mehrotra, (DIN: 00142711) who retires by rotation and being eligible, seeks re-appointment		
4	Appointment of Director in place of Mr. Koushik Chatterjee, (DIN: 00004989) who retires by rotation and being eligible, seeks re-appointment		
5	Appointment of Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants as Statutory Auditors of the Company		
Special Business			
6	Appointment of Mr. N. Chandrasekaran, (DIN: 00121863) as a Director		
7	Appointment of Dr. Peter (Petrus) Blauwhoff (DIN: 07728872) as an Independent Director		
8	Appointment of Mr. Aman Mehta, (DIN: 00009364) as an Independent Director		
9	Appointment of Mr. Deepak Kapoor, (DIN: 00162957) as an Independent Director		
10	Ratification of the remuneration of Messrs Shome & Banerjee, Cost Auditors of the Company		
11	Issue of Non- Convertible Debentures on Private Placement Basis not exceeding ₹10,000 crore		

Signed this _____ day of _____ 2017

Affix
Revenue
Stamp

Signature of Shareholder _____ Signature of Proxyholder(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.