



Ref: G – 486

December 22, 2016

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 (East), Mumbai - 400 051  
Maharashtra, India.  
Symbol: TATASTEEL

Dear Madam, Sirs,

**Sub: Proceedings and Voting Results of the Extraordinary General Meeting (“EGM”) of Tata Steel Limited**

The EGM of Tata Steel Limited (“the Company”) was held on December 21, 2016 at 3.00 p.m. (IST) at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400020. The EGM was convened at the requisition of Tata Sons Limited, Promoter and Principal Shareholder of the Company.

The meeting considered the resolution for removal of Mr. Nusli N. Wadia as Director of the Company.

In this regard, please find enclosed the following:

- 1) **Annexure – I** : Summary of the proceedings of the EGM of the Company as required under Regulation 30, Part-A of Schedule - III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”).
- 2) **Annexure – II** : Voting Results in the prescribed format as required under Regulation 44(3) of the Listing Regulations.
- 3) **Annexure – III** : Report of Scrutinizer dated December 21, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

Further, as already informed to the stock exchanges vide our disclosure dated December 17, 2016, the Hon’ble Court of Bombay has on December 16, 2016 in the matter of Mr. Janak Mathuradas & Ors against Union of India & Ors (Tata Steel Limited being Defendant No 6) ordered that the resolution passed at the EGM with regard to the removal of Mr. Nusli Wadia as a Director of the Company, shall be subject to the orders passed by the Court at the interim stage. Also, until further orders, one seat among the Directors permissible under the Articles of Association of the Company will remain unfilled.

*Panakesan*

**TATA STEEL LIMITED**



The Voting Results along with the Scrutinizer's Report is made available on the Company's website at [www.tatasteel.com](http://www.tatasteel.com) and on the website of National Securities Depository Limited – [www.evoting@nsdl.com](mailto:www.evoting@nsdl.com) .

This is for your information and records.

Yours faithfully,  
**Tata Steel Limited**

A handwritten signature in black ink, appearing to read 'Parvatheesam K', written over a horizontal line.

**Parvatheesam K**  
Company Secretary

Encl: As above



Annexure – I

**Summary of proceedings of the Extraordinary General Meeting**

The Extraordinary General Meeting (“EGM”/ “Meeting”) of shareholders of Tata Steel Limited (“the Company”) was held on December 21, 2016, at 3.00 p.m. (IST) at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020.

Mr. O. P. Bhatt, Independent Director, chaired the Meeting. All Directors of the Company except Mr. Nusli N. Wadia were present at the Meeting. After declaring the quorum to be present, the Chairman called the Meeting to order.

The Chairman introduced the Members of the Board and the Company Secretary who were present on the dais. The Chairman then informed the shareholders that the Company had received a Special Notice under Section 169 read with Section 115 of the Companies Act, 2013 from Tata Sons Limited, including a requisition to convene an EGM of shareholders of the Company under Section 100(2) of the Companies Act, 2013 to consider two ordinary resolutions for the removal of Mr. Cyrus P. Mistry and Mr. Nusli N. Wadia as Directors of the Company and hence this EGM was convened. The Chairman further informed that the Notice convening the EGM and the representations made by the two directors in terms of Section 169(4) of the Companies Act, 2013 were sent to the shareholders. With the permission of the shareholders, the Notice convening the meeting and the written representations of Mr. Cyrus P. Mistry and Mr. Nusli N. Wadia were taken as read.

The Chairman also informed the members that Resolution No. 1 pertained to the removal of Mr. Cyrus P. Mistry as Director of the Company. Mr. Mistry had voluntarily resigned as a Director of the Company effective December 19, 2016. The Board had taken note of the resignation and the necessary regulatory filings were made. He informed the shareholders that in view of this development, the Resolution relating to Mr. Mistry had become infructuous, as it was redundant to remove a director who had already resigned.

The Chairman then informed the shareholders that only Resolution No. 2 regarding removal of Mr. Nusli N. Wadia as Director was to be considered at the EGM. The Chairman placed before the shareholders the resolution for removal of Mr. Nusli N Wadia as Director of the Company. The Chairman informed the shareholders that Mr. Wadia was not present at the meeting but had sent a communication to the Company Secretary and had requested that the same be read out to the shareholders. The Chairman requested the Company Secretary to read out Mr. Wadia’s letter to the shareholders. The Company Secretary read out the letter of Mr. Wadia dated December 20, 2016.

*P. Paravessan*

**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](http://www.tatasteel.com)  
Corporate Identity Number L27100MH1907PLC000260



The Chairman informed the shareholders that in compliance with the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), the Company has provided to the shareholders the facility to exercise their vote through electronic means. Further, the Chairman informed the Members that the facility of electronic voting was made available at the venue of the Meeting for the Members who had not exercised their vote earlier.

He also informed that the Board had appointed Mr. P.N. Parikh or failing him Mr. Mitesh of M/s Parikh & Associates, Practicing Companies Secretaries, as Scrutinizer to scrutinize the e-voting process as well as voting at the EGM in a fair and transparent manner.

The Chairman requested the Company Secretary to explain to the shareholders the procedure for voting at the meeting and authorized him to conduct the voting procedure.

Shareholders present were then given the opportunity to ask questions and seek clarifications. The Chairman responded to the questions appropriately.

Post the question and answer session, the Chairman thanked the shareholders present at the Meeting and then concluded the Meeting by authorising the Company Secretary to carry out the voting process and declare the voting results. He informed the shareholders that the voting results would be made available on the websites of the Company and NSDL within 48 hours of the conclusion of the meeting.

Post the conclusion of the voting at the venue, the scrutinizers report was received. The ordinary resolution has been passed with requisite majority.

This is for your information and records.

Yours faithfully,  
**Tata Steel Limited**

A handwritten signature in black ink, appearing to read 'Parvatheesam K', with a horizontal line underneath.

**Parvatheesam K**  
Company Secretary



Annexure-II

**Tata Steel Limited**

**Voting Results of the Extraordinary General Meeting**

<b>Date of Extraordinary General Meeting</b>	<b>December 21, 2016</b>
<b>Total number of shareholders as on record date</b>	<b>9,05,750</b>
<b>Number of shareholders present in the meeting either in person or through proxy:</b>	<b>1,868</b>
Promoter and Promoter Group	5
Public	1,863
<b>Number of shareholders attended the meeting through Video Conferencing</b>	<b>None</b>
Promoter and Promoter Group	None
Public	None

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

**TATA STEEL LIMITED**

**Removal of Mr. Nusli N. Wadia as Director  
Resolution required - Ordinary**

**Whether promoter/ promoter group are interested in the agenda/resolution? NO**

**Resolution No 2**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group*	E-Voting	30,45,02,341	29,59,17,367	97.18	29,59,17,367	-	100.00	-
		Poll		-	-	-	-	-	-
		Postal Ballot (if applicable)		-	-	-	-	-	-
		<b>Total</b>		<b>29,59,17,367</b>	<b>97.18</b>	<b>29,59,17,367</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
2	Public - Institutional holders	E-Voting	42,64,43,672	30,87,99,020	72.41	25,27,51,409	5,60,47,611	81.85	18.15
		Poll		1,11,26,058	2.61	1,11,26,058	-	100.00	-
		Postal Ballot (if applicable)		-	-	-	-	-	-
		<b>Total</b>		<b>31,99,25,078</b>	<b>75.02</b>	<b>26,38,77,467</b>	<b>5,60,47,611</b>	<b>82.48</b>	<b>17.52</b>
3	Public-Others	E-Voting	24,02,69,426	75,02,083	3.12	65,67,356	9,34,727	87.54	12.46
		Poll		21,12,877	0.88	15,54,591	5,58,286	73.58	26.42
		Postal Ballot (if applicable)		-	-	-	-	-	-
		<b>Total</b>		<b>96,14,960</b>	<b>4.00</b>	<b>81,21,947</b>	<b>14,93,013</b>	<b>84.47</b>	<b>15.53</b>
Total	Total	E-Voting	97,12,15,439	61,22,18,470	63.04	55,52,36,132	5,69,82,338	90.69	9.31
		Poll		1,32,38,935	1.36	1,26,80,649	5,58,286	95.78	4.22
		Postal Ballot (if applicable)		-	-	-	-	-	-
		<b>Total</b>		<b>62,54,57,405</b>	<b>64.40</b>	<b>56,79,16,781</b>	<b>5,75,40,624</b>	<b>90.80</b>	<b>9.20</b>

\* Rujuvalika Investments Limited (a wholly owned subsidiary company), holding 11,68,393 Ordinary (equity) shares refrained from voting as these shares do not carry any voting rights.

**TATA STEEL LIMITED**

**(PARVATHEESAM. K.)  
COMPANY SECRETARY**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
Tata Steel Limited  
Bombay House, 24 Homi Mody Street,  
Fort, Mumbai - 400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and electronic voting at the Extra Ordinary General Meeting of Tata Steel Limited held on Wednesday, December 21, 2016 at 3.00 p.m.**

I, P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Steel Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and the electronic voting process at the meeting in respect of the below mentioned resolutions.

The Notice dated November 25, 2016 along with statement setting out material facts under Section 102 of the Act was sent to the Shareholders in respect of the said resolutions.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided electronic voting facility to the shareholders present at the EGM and who had not cast their vote earlier through remote e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of December 14, 2016 were entitled to vote on the resolutions as contained in the Notice of the EGM.

The voting period for remote e-voting commenced on Sunday, December 18, 2016 at 09:00 a.m. (IST) and ended on Tuesday, December 20, 2016 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the electronic voting at the EGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the EGM, the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and electronic voting system at the EGM.



I now submit my consolidated Report as under on the result of the remote e-voting and electronic voting at the EGM in respect of the said Resolutions.

**Resolution 1: 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.”

*The Chairman of the meeting announced that in view of the resignation of Mr. Cyrus Mistry as Director of the Company effective December 19, 2016, the resolution for his removal has become infructuous. Hence, no voting for this item of the agenda took place at the meeting and the result of remote e-voting for the same has not been provided in the report.*





**Resolution 2: 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.”

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3,601	56,79,16,781	90.80

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,203	5,75,40,624	9.20

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
17	51,475

Thanking you,

Yours faithfully,

  
P. N. Parikh

**Parikh & Associates**

**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111,11<sup>th</sup> Floor, SaiDwar CHS Ltd

Sab TV Lane, Opp.LaxmiIndl. Estate,

Off Link Road, Above Shabari Restaurant,

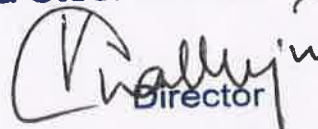
Andheri West, Mumbai - 400053

Place: Mumbai

Dated: December 21, 2016



**Tata Steel Limited**

  
Director