

Notice

THE HUNDRED AND FOURTH ANNUAL GENERAL MEETING OF TATA STEEL LIMITED will be held at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai - 400 020, on Wednesday, the 3rd August, 2011, at 3.00 p.m., to transact the following business :

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2011 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Ordinary Shares.
3. To appoint a Director in the place of Mr. R. N. Tata, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in the place of Mr. Nusli N. Wadia, who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in the place of Mr. Subodh Bhargava, who retires by rotation and is eligible for re-appointment.
6. To appoint a Director in the place of Mr. Jacobus Schraven, who retires by rotation and is eligible for re-appointment.
7. To appoint auditors and fix their remuneration.
8. To appoint a Director in place of Dr. Karl-Ulrich Koehler, who was appointed an Additional Director of the Company by the Board of Directors with effect from 12th November, 2010, under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.
9. **Commission to Directors other than the Managing and Whole-time Directors**

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution :

“RESOLVED that pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year of the period of five years commencing from 1st April, 2011.”

NOTES:

- (a) The relative Explanatory Statements, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 8 & 9 above, are annexed hereto. The relevant details of directors seeking appointment/re-appointment under Item Nos. 3 to 6 and 8 above, as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting.
- (c) The Register of Members and Transfer Books of the Company will be closed from Wednesday, 6th July, 2011 to Tuesday, 12th July, 2011 (both days inclusive).
- (d) If dividend on Ordinary Shares as recommended by the Board of Directors is passed at the meeting, payment of such dividends will be made on and from 5th August, 2011 to those members whose names are on the Company's Register of Members on Wednesday, 6th July, 2011. In respect of Ordinary Shares held in electronic form, the dividend will be paid to the beneficial owners of shares as at the end of business hours on 5th July, 2011, as per details furnished by the Depositories for this purpose.
- (e) Shareholders 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.
- (f) As per the provisions of the Companies Act, 1956, facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Share Registrars of the Company.
- (g) Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrant(s) for the said period are requested to forward their claims in prescribed Form No. II to The Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to

Office of Registrar of Companies

Central Government Office Bldg.,

'A' Wing, 2nd Floor, Next to Reserve Bank of India,

CBD, Belapur-400 614.

Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be

transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India and no payments shall be made in respect of any such claims by the IEPF.

Accordingly, the Company has transferred to IEPF all unclaimed/unpaid dividends in respect of the financial years 1995-96 to 2002-03. It may be noted that the unclaimed dividend in respect of the financial year 2003-04 is due for transfer to the IEPF on 22nd July, 2011.

Members who have not yet encashed their dividend warrant(s) for the financial years ended 31st March, 2005 onwards, are requested to make their claims to the Company accordingly, without any delay.

By Order of the Board of Directors

A. ANJENEYAN

*Company Secretary &
Chief of Compliance*

Mumbai, 25th May, 2011.

Registered Office :

Bombay House,
24, Homi Mody Street,
Mumbai-400 001.

Annexure to Notice

As required by Section 173 of the Companies Act, 1956, (hereinafter referred to as “the Act”) the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 8 & 9 of the accompanying Notice dated 25th May, 2011.

2. **Item No. 8:** Dr. Karl-Ulrich Koehler has been Chief Executive Officer and Managing Director of Tata Steel Europe Limited since 1st October, 2010. He was appointed Chief Operating Officer of Tata Steel Europe Limited in February 2010. Considering his vast experience of 30 years in the steel industry, the Board thought it prudent to appoint Dr. Karl-Ulrich Koehler as an Additional Non-Executive Non-Independent Director of the Company with effect from 12th November, 2010.
3. In terms of Section 260 of the Act and Article 121 of the Company's Articles of Association, Dr. Karl-Ulrich Koehler holds office as Director only till the date of the forthcoming Annual General Meeting, but is eligible for appointment. Notice has been received from a member as required by Section 257 of the Act, signifying its intention to propose the candidature of Dr. Koehler for the office of Director.
4. Dr. Karl-Ulrich Koehler, aged 55 years, studied metallurgy at Clausthal University of Technology, where he gained his doctorate in 1988. In 2005, he was awarded an honorary professorship in flat steel product technology by Freiberg University. Dr. Koehler is a former member of the executive committee of the World Steel Association and Vice-Chairman of VDEh, the German Iron and Steel Institute. He has worked during his 30 year steel industry career at the companies that today comprise ThyssenKrupp Steel, where he was chairman of the executive board and a member of the executive board of the parent company, ThyssenKrupp AG.
5. The Board considers it desirable that the Company should continue to avail itself of the services of Dr. Koehler as a Director and accordingly commends the resolution at Item No. 8 for approval by the Members.
6. None of the Directors other than Dr. Karl-Ulrich Koehler is interested in the Resolution at Item No. 8.
7. **Item No. 9:** The Shareholders at their meeting held on 5th July, 2006 had approved under the provisions of Section 309 of the Act, the payment of a Commission to the non whole-time Directors of the Company not exceeding one per cent per annum of the net profits of the Company for a period of 5 years commencing 1st April, 2006. Taking into account the responsibilities of the Directors, it is proposed that in terms of Section 309(4) of the Act, the Directors [apart from the Managing Director (MD) and the Whole-time Directors (WTDs)] be paid for each of the five financial years of the Company commencing from 1st April, 2011, remuneration not exceeding one per cent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.
8. All the Directors of the Company except the MD, are concerned or interested in the Resolution at Item No. 9 of the Notice to the extent of the remuneration that may be received by them.

By Order of the Board of Directors

A. ANJENEYAN

*Company Secretary &
Chief of Compliance*

Mumbai, 25th May, 2011.

Registered Office :

Bombay House,
24, Homi Mody Street,
Mumbai-400 001.

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

(in pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. R. N. Tata	Mr. Nusli N. Wadia	Mr. Subodh Bhargava
Date of Birth	28.12.1937	15.02.1944	30.03.1942
Date of Appointment	17.08.1977	29.08.1979	29.05.2006
Expertise in specific functional areas	Eminent industrialist with wide business experience across a variety of industries	Industrialist with rich business experience in general	Wide experience across various industries
Qualifications	B.Sc. Architecture from Cornell University, USA, including 1 year at the Cornell Graduate School of Business Administration	Educated in UK	Mechanical Engineering from University of Roorkee
Directorship held in other public companies (excluding foreign companies)	Tata Sons Limited Tata Industries Limited Tata Motors Limited Tata Chemicals Limited The Indian Hotels Co. Limited The Tata Power Company Limited Tata Global Beverages Limited The Bombay Dyeing & Manufacturing Co. Limited Tata Consultancy Services Limited Tata Teleservices Limited	The Bombay Dyeing & Mfg. Co. Limited Gherzi Eastern Limited The Bombay Burmah Trading Corpn. Limited Tata Motors Limited Britannia Industries Limited Tata Chemicals Limited Go Airlines (India) Limited	Tata Communications Limited Samtel Colour Limited TRF Limited Carborundum Universal Limited GlaxoSmithKline Consumer Healthcare Limited Batliboi Limited SRF Limited Larsen & Toubro Limited Tata Motors Limited Viom Networks Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	NIL	NIL	Audit Committee - Chairman Samtel Color Limited Carborundum Universal Limited Audit Committee-Member Tata Communications Limited TRF Limited SRF Limited Batliboi Limited GlaxoSmithKline Healthcare Limited
Shareholdings in the Company	Ordinary Shares – 25,141	NIL	Ordinary Shares – 1,012

Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting
(in pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Jacobus Schraven	Dr. Karl-Ulrich Koehler
Date of Birth	08.02.1942	01.04.1956
Date of Appointment	17.05.2007	12.11.2010
Expertise in specific Functional areas	Lawyer	Wide experience in steel industry
Qualifications	Masters Degree in Law	Doctorate from Clausthal University of Technology, Germany.
Directorship held in other public companies (excluding foreign companies)	NIL	NIL
Membership/ Chairmanship Committees of other public companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	NIL	NIL
Shareholdings in the Company	NIL	NIL