

## Notice

THE HUNDRED AND FIFTH ANNUAL GENERAL MEETING OF TATA STEEL LIMITED will be held at the Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai-400 020, on Tuesday, the 14th August, 2012, at 3.00 p.m., to transact the following business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2012 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. B. Muthuraman, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in the place of Mr. Ishaat Hussain, who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in the place of Mr. Andrew Robb, who retires by rotation and is eligible for re-appointment.
6. To appoint auditors and fix their remuneration.
7. To appoint a Director in the place of Mr. Cyrus Pallonji Mistry, who was appointed an Additional Director of the Company by the Board of Directors with effect from 21st May, 2012 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.
8. To appoint a Director in the place of Mrs. Mallika Srinivasan, who was appointed an Additional Director of the Company by the Board of Directors with effect from 21st May, 2012 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 her candidature for the office of Director under the provisions of Section 257 of the Act.

### NOTES:

- (a) The relative Explanatory Statements, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 7 and 8 above, are annexed hereto. The relevant details of directors seeking appointments/ re-appointment under Item Nos. 3 to 5, 7 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, 18th July, 2012 to Tuesday, 24th July, 2012 (both days inclusive).
- (d) If dividend on Ordinary Shares as recommended by the Board of Directors is passed at the meeting, payment of such dividend will be made on and from 17th August, 2012 to those members whose names are on the Company's Register of Members on Wednesday, 18th July, 2012. 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 17th July, 2012, 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 the IEPF all unclaimed/unpaid dividends in respect of the financial years 1995-96 to 2003-04. 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. It may be noted that the unclaimed dividend for the financial year 2004-05 declared on 27th July, 2005 can be claimed by the shareholders by 26th July, 2012.

By Order of the Board of Directors

**A. ANJENEYAN**

*Company Secretary &  
Chief of Compliance*

Mumbai, 22nd May, 2012.

**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. 7 and 8 of the accompanying Notice dated 22nd May, 2012.

2. **Item Nos. 7 and 8:** Mr. Cyrus Pallonji Mistry and Mrs. Mallika Srinivasan, were appointed as additional directors by the Board with effect from 21st May, 2012. In terms of Section 260 of the Act and Article 121 of the Company's Articles of Association, Mr. Cyrus Pallonji Mistry and Mrs. Mallika Srinivasan hold office as Directors only till the date of the forthcoming Annual General Meeting, but are eligible for appointment. Notices have been received from members as required by Section 257 of the Act, signifying their intention to propose the candidatures of Mr. Cyrus Pallonji Mistry and Mrs. Mallika Srinivasan for the office of Director.
3. Mr. Cyrus Pallonji Mistry is a graduate of Civil Engineering from Imperial College, UK and has an M.Sc. in Management from London Business School. He has been associated with the Shapoorji Pallonji Group since 1994. Under Mr. Mistry's guidance, Shapoorji Pallonji's construction business has grown from a turnover of USD 20 million to approximately USD 1.5 billion, with presence in over 10 countries. He joined the Board of Tata Sons Limited in 2006 and is presently the Executive Deputy Chairman. He is also Director of Tata Industries Limited, The Tata Power Company Limited, Tata Teleservices Limited and Tata Consultancy Services Limited.
4. Mrs. Mallika Srinivasan, holds degrees of Master of Business Management from Wharton School of Business, University of Pennsylvania, USA and Master of Arts in Econometrics from the University of Madras, Chennai. She has been associated with Tractors and Farm Equipment Limited since 1985 and presently is the Chairman & Chief Executive Officer. She is also on the Boards of TAFE Motors and Tractors Limited and Tata Global Beverages Limited. Mrs. Mallika Srinivasan is recognised for her professionalism, commitment to excellence and contributions to Indian industry and Academia.
5. The Board considers it desirable that the Company should continue to avail itself of the services of Mr. Cyrus Pallonji Mistry and Mrs. Mallika Srinivasan as Directors and accordingly commend the Resolutions at Item Nos. 7 and 8 for approval by the Members.
6. None of the Directors other than Mr. Cyrus Pallonji Mistry and Mrs. Mallika Srinivasan is interested in the Resolutions at Item Nos. 7 and 8.

By Order of the Board of Directors

**A. ANJENEYAN**

*Company Secretary &  
Chief of Compliance*

Mumbai, 22nd May, 2012.

**Registered Office:**

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

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

(in pursuance of Clause 49 of the Listing Agreement)

|   |   |  |   |
|---|---|--|---|
| Name of Director  | Mr. B. Muthuraman   | Mr. Ishaat Husain  | Mr. Andrew Robb                         |
| Date of Birth   | 26.09.1944  | 02.09.1947   | 02.09.1942                              |
| Date of Appointment   | 01.10.2009  | 17.07.1999   | 22.11.2007                              |
| Expertise in specific functional areas  | Metallurgy  | Wide experience in the field of Finance & Management   | Wide experience in the field of Finance |
| Qualifications  | B.Tech. (Met),<br>P.G.D.B. M.   | B.A. (Economics) F.C.A.<br>(England & Wales)   | FCMA                                    |
| Directorship held in other public companies (excluding foreign companies)   | Tata International Limited<br>Tata Industries Limited<br>Bosch Limited<br>Strategic Energy Technology Systems Limited | Tata Sons Limited<br>Titan Industries Limited<br>Voltas Limited<br>Tata Teleservices Limited<br>Tata Industries Limited<br>Tata AIG General Insurance Company Limited<br>Tata AIG Life Insurance Company Limited<br>Tata Consultancy Services Limited<br>Tata Sky Limited<br>Tata Capital Limited<br>Bombay Dyeing & Manufacturing Company Limited<br>Viom Networks Limited<br>Go Airlines (India) Limited | NIL                                     |
| Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders'/ Investors' Grievance Committee) | <b>Audit Committee - Member</b><br>Bosch Limited  | <b>Audit Committee - Chairman</b><br>Tata Industries Limited<br>Tata Teleservices Limited<br><b>Audit Committee - Member</b><br>Titan Industries Limited<br>Tata AIG General Insurance Company Limited<br>Tata AIG Life Insurance Company Limited<br>Tata Sky Limited<br>Tata Consultancy Services Limited   | NIL                                     |
| Shareholdings in the Company  | Ordinary Shares - 6,230   | Ordinary Shares - 2,216  | NIL                                     |

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

(in pursuance of Clause 49 of the Listing Agreement)

|  |  |   |
|--|--|---|
| Name of Director   | Mr. Cyrus Pallonji Mistry  | Mrs. Mallika Srinivasan   |
| Date of Birth  | 04.07.1968   | 19.11.1959  |
| Date of Appointment  | 21.05.2012   | 21.05.2012  |
| Expertise in specific functional areas   | Company Director with rich and varied business experience.   | Wide experience in tractors and farm equipment industry.  |
| Qualifications   | Graduate of Civil Engineering from Imperial College, UK.<br><br>M.Sc. in Management from London Business School.                                 | Master of Business Management from Wharton School of Business, University of Pennsylvania, USA.<br><br>Master of Arts in Econometrics from the University of Madras, Chennai.                           |
| Directorship held in other public companies (excluding foreign companies)  | Tata Sons Limited<br>Tata Industries Limited<br>The Tata Power Company Limited<br>Tata Teleservices Limited<br>Tata Consultancy Services Limited | Tractors and Farm Equipment Limited<br>TAFE Access Limited<br>TAFE Reach Limited<br>TAFE Motors and Tractors Limited<br>The United Nilgiri Tea Estates Company Limited<br>Tata Global Beverages Limited |
| Membership/Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders'/ Investors' Grievance Committee) | <b>Audit Committee - Member</b><br>Tata Sons Limited   | <b>Audit Committee - Member</b><br>TAFE Motors and Tractors Limited   |
| Shareholdings in the Company   | NIL  | NIL   |