

## Notice

THE HUNDRED AND SIXTH 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 14th August, 2013, 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, 2013 and the Balance Sheet as at that date together with the Reports 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. Nusli N. Wadia, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in the place of Mr. Subodh Bhargava, who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in the place of Mr. Jacobus Schraven, who retires by rotation and is eligible for re-appointment.
6. To appoint a Director in the place of Dr. Karl-Ulrich Koehler, who retires by rotation and is eligible for re-appointment.
7. To appoint auditors and fix their remuneration.
8. To appoint a Director in the place of Mr. D. K. Mehrotra, who was appointed an Additional Director of the Company by the Board of Directors with effect from 22nd October, 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.
9. To appoint a Director in the place of Mr. Koushik Chatterjee, who was appointed an Additional Director of the Company by the Board of Directors with effect from 9th November 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.
10. To appoint a Director in the place of Mr. O. P. Bhatt, who was appointed an Additional Director of the Company by the Board of Directors with effect from 10th June, 2013 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.

11. **Appointment of Mr. Koushik Chatterjee as Executive Director and Group Chief Financial Officer**

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

“RESOLVED that pursuant to Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), read with Schedule XIII of the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Koushik Chatterjee, Executive Director and Group Chief Financial Officer of the Company for the period from 9th November, 2012 to 8th November, 2017 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. Koushik Chatterjee.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**NOTES:**

- (a) The relative Explanatory Statements, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 8 to 11 above, are annexed hereto. The relevant details of directors seeking appointment/re-appointment under Item Nos. 3 to 6 and 8 to 10 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, 17th July, 2013 to Tuesday, 23rd July, 2013 (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 16th August, 2013 to 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 Wednesday, 17th July, 2013. 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 16th July, 2013, as per details furnished by the Depositories for this purpose.
- Shareholders are requested to provide Bank details to facilitate payment of dividend, etc., either in electronic mode or for printing on the payment instruments.
- (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 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 2004-05. Members who have not yet encashed their dividend warrant(s) for the financial years ended 31st March, 2006 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 2005-06 declared on 5th July, 2006 can be claimed by the shareholders by 4th July, 2013.

By Order of the Board of Directors

**A ANJENEYAN**

*Company Secretary &  
Chief of Compliance*

Mumbai, 11th June, 2013.

**Registered Office:**

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