



June 23, 2018

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Maharashtra, India.
Scrip Code: **500470/ 890144**

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra
Mumbai - 400 051.
Maharashtra, India.
Symbol: **TATASTEEL/ TATASTEELPP**

Dear Sir, Madam,

Sub: Notice of the 111th Annual General Meeting ('AGM')

Please find enclosed herewith Notice of the 111th AGM of Tata Steel Limited scheduled to be held on Friday, July 20, 2018 at 3.00 p.m. (IST) at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020.

This is for your information and records.

Thanking you.

Yours faithfully,
Tata Steel Limited

Mrs. Anita Kalyani
Interim Company Secretary

Encl: As above

TATASTEEL LIMITED

Registered Office Bombay House 24 Homi Mody Street Fort Mumbai 400 001 India
Tel 91 22 6665 8282 Fax 91 22 6665 7724 Website www.tatasteel.com
Corporate Identity Number L27100MH1907PLC000260

Notice

Notice is hereby given that the 111th Annual General Meeting of the Members of Tata Steel Limited will be held on Friday, July 20, 2018, 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 – 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, 2018 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – 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, 2018 and the Report of the Auditors thereon.

Item No. 3 – Declaration of Dividend

To declare dividend of:

- ₹10/- per fully paid Ordinary (equity) Share of face value ₹10/- each (**'fully paid shares'**) for the Financial Year 2017-18.
- ₹2.504 per partly paid Ordinary (equity) Share of face value ₹10/- each (**'partly paid shares'**) (paid-up ₹2.504 per share) for the Financial Year 2017-18.

Item No. 4 – Re-Appointment of a Director

To appoint a Director in the place of Mr. N. Chandrasekaran (DIN:00121863), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

Special Business:

Item No. 5 – Appointment of Mr. Saurabh Agrawal as a Director

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

"RESOLVED THAT Mr. Saurabh Agrawal (DIN:02144558), who was appointed by the Board of Directors as an Additional Director of the Company effective August 10, 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 as a Director of the Company liable to retire by rotation."

Item No. 6 – Re-appointment of Mr. Koushik Chatterjee as Whole Time Director designated as Executive Director and Chief Financial Officer and payment of remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013, as amended (**'Act'**), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Koushik Chatterjee (DIN:00004989) as Whole Time Director designated as Executive Director and Chief Financial Officer (**'ED & CFO'**) of the Company for a period of five years with effect from November 9, 2017 to November 8, 2022 upon the terms and conditions set out in the Statement annexed to the Notice convening the 111th Annual General Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act with liberty to the Board of Directors (the **'Board'**) which term includes a duly constituted Committee of the Board of Directors to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and ED & CFO.

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."

Item No. 7 – 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 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 applicable taxes and out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number - 000001) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2019.

RESOLVED FURTHER THAT the Board of Directors (the '**Board**' which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorised 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. 8 – Issue of Non-Convertible Debentures on private placement basis not exceeding ₹12,000 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 may 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 authorised 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 ₹12,000 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 authorised 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 8 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at the Annual General Meeting ('**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 in number 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 an appropriate resolution or authority as applicable.
- (e) Corporate members intending to send their authorised representatives to attend the Annual General 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 7, 2018 to Friday, July 20, 2018 (both days inclusive) for the purpose of Annual General Meeting and dividend (on fully paid as well as partly paid Ordinary Shares) for Financial Year 2017-18.
- (i) If dividend on both fully paid Ordinary Shares and partly paid Ordinary Shares (collectively '**Ordinary Shares**') as recommended by the Board of Directors is approved at the Meeting, payment of such dividend will be made on and from Monday, July 23, 2018, as under:
 - In respect of Ordinary shares held in physical form, to all those Members whose names appear in 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 6, 2018.
 - 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 6, 2018.

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 Members at the Registered Office of the Company during business hours on all working days, up to the date of the 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 Registrars 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.
- (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 the 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. Hence, in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Integrated Report 2017-18 is being sent through electronic mode to those Members whose e-mail 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 e-mail addresses, physical copies of the Integrated Report 2017-18 are being sent by the permitted modes. Members may note that the Integrated Report 2017-18 will also be available on the Company's website 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 may contact the Company or TSR Darashaw Limited for assistance in this regard.
- (p) To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with TSR Darashaw Limited/Depository Participant.

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/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), e-mail address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India 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 2017-18. Members holding shares in physical form are requested to submit the filled-in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

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 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time and the Secretarial Standard on General Meetings ('SS-2') 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**') and the services will be provided by NSDL. Instructions for remote e-voting (including process and manner of 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. The Notice of the Annual General Meeting indicating the instructions of remote e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.tatasteel.com

2. The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the Members (including proxies) attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
3. Members who have cast their vote by remote e-voting prior to the Annual General Meeting may 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 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio No. for shares held in physical form, 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: Shareholders already registered with NSDL for e-voting will not receive the PDF file 'TSL remote e-voting.pdf'. They can use their existing password to log in and cast their vote.

- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com/>. The browser may be accessed either on computer or mobile.
- iii. Click on Shareholder's section – Login
- iv. A new screen will open. Enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are already registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com> with your existing IDeAS login and password for casting your vote electronically.

NOTE: Shareholders who have forgotten the User Details/ Password can use 'Forgot User Details/Password?' (who are holding shares in Demat account with NSDL or CDSL) or 'Physical User Reset Password?' (who are holding physical shares) option available on www.evoting.nsdl.com. If the Shareholder is still unable to get the password by aforesaid options, the Shareholder can send a request to evoting@nsdl.co.in mentioning his/her Demat account number/folio number, PAN, name and registered address.

- In case Shareholders are holding shares in demat mode with NSDL, User ID is the combination of 8 character DPID + 8 character Client ID.

Example: If your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****

- In case Shareholders are holding shares in demat mode with CDSL, User ID is the combination of 16 digit Beneficiary ID. Example: If your Beneficiary ID is 12***** then your User ID is 12*****
 - In case Shareholders are holding shares in physical mode, User ID is the combination of EVEN No. + Folio No. Example: If EVEN is 108384 (fully paid shares) and Folio is S1***** then User ID is 108384S1***** and, If EVEN is 108385 (partly paid shares) and Folio is PV***** then User ID is 108385PV*****
- 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. If your e-mail-id is not registered, initial password will be communicated on your registered address.
 - vi. 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.
 - vii. Please take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box. Now click on the 'Log in' button. Home page of remote e-voting will open.
 - viii. Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
 - ix. Select 'EVEN' (E-Voting Event Number) of Tata Steel Limited which is 108384 for fully paid Ordinary Shares and 108385 for partly paid Ordinary Shares. Now you are ready for remote e-voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
 - xi. Upon confirmation, the message 'Vote cast successfully' will be displayed. You can take print out of the same by clicking on the print option on the confirmation page.
 - xii. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xiii. Institutional Shareholders (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 Scrutiniser through e-mail to tsl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in on or before the closing of e-voting.

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(s) along with EVEN (E-Voting Event Number), User ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) 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 or send a request at evoting@nsdl.co.in
- ii. The remote e-voting period commences on Monday, July 16, 2018 (9.00 a.m. IST) and ends on Thursday, July 19, 2018 (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 Friday, July 13, 2018, 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 Friday, July 13, 2018 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 Friday, July 13, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or csg-unit@tsrdarashaw.com (RTA e-mail). 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 e-mail 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 Dhabliwala

(Membership No. FCS 8331) of M/s Parikh & Associates, Practising Company Secretaries, as the Scrutiniser to scrutinise 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 Scrutiniser, allow voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
- ix. The Scrutiniser 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 Scrutiniser'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 Scrutiniser'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 amitv@nsdl.co.in or evoting@nsdl.co.in or on (+91 22 2499 4360/1800-222-990) or write at NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

By Order of the Board of Directors

sd/-

PARVATHEESAM K.
Company Secretary
ACS: 15921

Mumbai
May 16, 2018

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
E-mail: cosec@tatasteel.com

Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act')

The following Statement sets out all material facts relating to Item Nos. 5 to 8 mentioned in the accompanying Notice.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Saurabh Agrawal as an Additional (Non-Executive) Director of the Company, liable to retire by rotation, on August 7, 2017 effective August 10, 2017. Pursuant to the provisions of Section 161 of the Act and Article 121 of the Articles of Association of the Company, Mr. Saurabh Agrawal will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing, from a member, proposing the candidature of Mr. Agrawal for the office of Director. Mr. Agrawal once appointed will be liable to retire by rotation and will be subject to the Company's Policy on Retirement of Directors.

The Company has received from Mr. Agrawal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and 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. Agrawal are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Agrawal, to whom the resolution relates, is 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:

Mr. Koushik Chatterjee was appointed as the Whole Time Director and Group Chief Financial Officer of your Company for a period of five years with effect from November 9, 2012 till November 8, 2017 and the said appointment was approved by the Shareholders at the Annual General Meeting of the Company held on August 14, 2013. Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board'), on October 30, 2017, re-appointed Mr. Chatterjee as a Whole Time Director, designated as Executive Director and Chief Financial Officer ('ED & CFO') for a further period of five years with effect from November 9, 2017 to November 8, 2022, subject to approval of the Shareholders.

Mr. Chatterjee joined the Company in 1995. He was appointed as the Vice President Finance in 2004, Group CFO in 2008 and appointed

on the Board in 2012 as Executive Director. During his tenure in the Company, he has led the Company's finance function and provided financial stewardship in the areas of financial strategy, large and complex financing in India and overseas, mergers and acquisitions, risk management, controlling, investor relations and taxation. He has also been deeply involved in portfolio restructuring and turnaround situations, public policy on financial governance and pension restructuring in the UK.

On the recommendations of the NRC, the Board at its meeting held on October 30, 2017 and May 16, 2018 approved the terms and conditions of Mr. Koushik Chatterjee's re-appointment, subject to the approval of the Shareholders.

The main terms and conditions relating to the re-appointment of Mr. Koushik Chatterjee as ED & CFO are as follows:

(1) Period: For a period of 5 years, i.e from November 9, 2017 to November 8, 2022.

(2) Nature of Duties: The ED & CFO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board and/or CEO & Managing Director of Tata Steel Limited from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board and/or CEO & Managing Director of Tata Steel Limited in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the ED & CFO from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

(3) A. Remuneration:

a) Basic Salary

Current Basic Salary of ₹10,25,000/- per month, up to a maximum of ₹15,00,000/- per month, with annual increments effective April 1, each year, as may be decided by the Board, based on merit and taking into account the Company's performance for the year.

b) Benefits, perquisites and allowances

Details of Benefits, Perquisites and Allowances are as follows:

- i. Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House maintenance and utility allowances aggregating 85% of Basic Salary.

- ii. Hospitalisation, Transport, Telecommunication and other facilities:

- a. Hospitalisation and major medical expenses for self, spouse and dependent parents and children;
 - b. Car, with driver provided, maintained by the Company for official and personal use; and
 - c. Telecommunication facilities including broadband, internet, fax.
- iii. Other perquisites and allowances as given below, subject to maximum of 55% limit of the annual basic salary.

The categories of perquisites/allowances to be included within the 55% limit would be-

- a. Monthly Supplementary Allowances/Personal Accident Insurance/Club Membership fees – 38.34%
 - b. Leave Travel Concession/Allowance – 8.33%
 - c. Medical Allowance – 8.33%
- iv. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund, as per the Rules of the Company.
- v. Mr. Chatterjee will be entitled to leave in accordance with the rules of the Company. Privilege leave earned but not availed by him would be encashable in accordance with the Rules of the Company.

c) Bonus/performance linked incentive/commission

Mr. Chatterjee shall be entitled to bonus/performance linked incentive, Long Term Incentive Plan ('LTIP') and/or commission based on certain performance criteria laid down by the Board and/or Committee thereof, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount of bonus/performance linked incentive, LTIP and/or Commission will be based on performance as evaluated by the Board or a Committee thereof, duly authorised in this behalf.

B. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Mr. Koushik Chatterjee, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive, Long Term Incentive Plan as approved by the Board.

(4) Other Terms of Appointment:

- i. The ED & CFO, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the re-appointment of the ED & CFO and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as

may be agreed to between the Board and the ED & CFO, subject to such approvals as may be required.

- iii. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board), in lieu of such notice.
- iv. The employment of the ED & CFO may be terminated by the Company without notice or payment in lieu of notice:
 - a. if the ED & CFO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the ED & CFO of any of the stipulations contained in the Agreement; or
 - c. in the event the Board expresses its loss of confidence in the ED & CFO.
- v. In the event the ED & CFO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- vi. Upon the termination by whatever means of ED & CFO's employment under the Agreement:
 - a. He shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
 - b. He shall not, without the consent of the Board and/or the CEO & Managing Director of Tata Steel Limited, at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies.
- vii. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the ED & CFO unless specifically provided otherwise.
- viii. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Chatterjee will cease to be the ED & CFO and also cease to be a Director of the Company. If at any time, the ED & CFO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the ED & CFO and the Agreement shall forthwith terminate. If at any time, the ED & CFO ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and ED & CFO of the Company.

- ix. The terms and conditions of re-appointment of ED & CFO also include clauses pertaining to adherence to the Tata Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality.

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Chatterjee, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Koushik Chatterjee as Whole Time Director designated as Executive Director and Chief Financial Officer as set out above.

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

Item No. 7:

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, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 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 of the Company for the Financial Year 2018-19.

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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending March 31, 2019.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is 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:

Over the last few years, the Company has been investing in its steelmaking facilities in India while continuing to upgrade its

facilities in Europe and South-East Asia. Following the successful implementation of Phase I of the Kalinganagar Project, the Company would now pursue the next phase of expansion of capacity in Kalinganagar by 5 MnTPA from 3 MnTPA to 8 MnTPA. The Company is also exploring options for inorganic growth and has submitted resolution plans in respect of certain companies undergoing the corporate insolvency resolution process under the Insolvency and Bankruptcy Code. The Company was declared as the successful resolution applicant by the Committee of Creditors of Bhushan Steel Limited ('BSL') on March 22, 2018, subject to obtaining necessary regulatory approvals, including approval from the National Company Law Tribunal ('NCLT'). Further, the NCLT (Principal Bench, New Delhi) vide its Order dated May 15, 2018 has approved the Resolution Plan submitted by the Company for acquiring the controlling stake of BSL. In light of the organic and inorganic growth strategy of the Company, the Company would require significant financial capital. In line with past strategy, the Company will seek to balance its growth ambitions with its goal of having a healthy balance sheet. Moreover, organic growth projects will be phased keeping in mind the financial health of the Company.

As a step towards improving its capital structure, the Company recently completed a Rights Issue of Equity Shares to its existing Shareholders. 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. The Company also opportunistically taps debt capital markets from time to time to meet a portion of its borrowing needs, which often presents windows of opportunity to raise capital that is cost-effective, has better terms and can help lengthen its maturity profile. The flexibility to raise capital through issue of market instruments becomes more important in view of the changing regulatory landscape, with the guidelines released by central bank requiring large borrowers to meet a portion of incremental funding needs through market mechanism.

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 prior 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. 8 of the Notice will be done by the Board (which term includes a duly constituted Committee of the Board of Directors) 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, 2018, the net worth of the Company is ₹63,790 crore and the total debt of the Company is ₹28,126 crore including outstanding NCDs of ₹10,346 crore.

Accordingly, 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 and Debentures) Rules, 2014, as amended, to issue securities, as set out in the Special Resolution at Item No. 8 of the Notice, not exceeding ₹12,000 crore through issuance of NCDs in the international and/or domestic capital markets, within a period of one year from the date of the 111th Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is 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.

By Order of the Board of Directors

sd/-

PARVATHEESAM K.

Company Secretary

ACS: 15921

Mumbai

May 16, 2018

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

E-mail: cosec@tatasteel.com

Annexure to the Notice

Details of the Directors seeking appointment/re-appointment in 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. Natarajan Chandrasekaran



Mr. Natarajan Chandrasekaran (54) 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 Executive Chairman of Tata Sons Limited and the former Chief Executive Officer and Managing Director of Tata Consultancy Services ('TCS'), a leading global IT solution and consulting firm, a position he had held since 2009.

Mr. Chandrasekaran holds a Bachelor's degree in Applied Science. He also holds a Master's degree in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu, India.

He was also appointed as a director on the board of India's Central Bank, the Reserve Bank of India in 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 recognition in the business community. 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 JNTU, Hyderabad, India (2014). He has received an honorary doctorate from Nyenrode Business Universiteit, Netherlands' 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); KIIT University,

Bhubaneswar, Odisha (2012) and the SRM University, Chennai, Tamil Nadu (2010).

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

Under the leadership of Mr. Chandrasekaran, TCS became one of 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. Natarajan Chandrasekaran attended all seven Board Meetings that were held. Details regarding the compensation is provided in the Directors' Report and in the Corporate Governance Report forming part of the Directors' Report.

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

Directorships

Tata Sons Limited
Tata Consultancy Services Limited
Tata Motors Limited
The Indian Hotels Company Limited
The Tata Power Company Limited
TCS Foundation (Section 8 company)
Tata Global Beverages Limited
Jaguar Land Rover Automotive Plc
Reserve Bank of India

Chairperson of Board Committees**Tata Consultancy Services Limited**

Corporate Social Responsibility Committee
Executive Committee of the Board

The Tata Power Company Limited

Executive Committee of the Board

Member of Board Committees**Tata Sons Limited**

Nomination and Remuneration Committee
Special Committee

Tata Consultancy Services Limited

Nomination and Remuneration Committee

Tata Motors Limited

Nomination and Remuneration Committee

The Indian Hotels Company Limited

Nomination and Remuneration Committee

The Tata Power Company Limited

Nomination and Remuneration Committee

Tata Global Beverages Limited

Nomination and Remuneration Committee

Reserve Bank of India

Human Resource Management Sub-committee

Jaguar Land Rover Automotive Plc

Nomination and Remuneration Committee

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

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

Shareholding in the Company

Mr. Natarajan Chandrasekaran does not hold any Equity Shares of the Company.

Profile of Mr. Saurabh Agrawal

Mr. Saurabh Agrawal (48) was appointed as a Member of the Board effective August 10, 2017.

Mr. Agrawal joined Tata Sons Limited in June 2017 as Group Chief Financial Officer and was appointed as the Executive Director of Tata Sons in November 2017. Prior to joining the Tata Group, he was the Head of Strategy

at the Aditya Birla Group. In a career spanning over two decades Mr. Agrawal has also been the Head of Corporate Finance Business of Standard Chartered Bank in South Asia and the Head of Investment Banking for India in Bank of America Merrill Lynch.

Mr. Agrawal holds a graduate degree in chemical engineering, with honours, from the Indian Institute of Technology, Roorkee and holds a Post-Graduate Diploma in Management from Indian Institute of Management, Calcutta.

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

Mr. Agrawal has a wide-ranging experience in strategy and capital markets where he had a ringside view of the evolution of Indian economy since the mid-90s. He has advised clients on transactions valued more than US\$16 billion. In addition, Mr. Agrawal has helped various large Indian and Global corporates raise over US\$10 billion from the capital markets.

Mr. Agrawal has experience across strategy and execution, covering a wide range of industries. Mr. Agrawal's leadership capabilities, his rich experience in portfolio optimisation, investment management and capital allocation and his deep understanding of the complex strategic and financial issues will strengthen the Board's collective vision, knowledge, capabilities and experience.

Board Meeting Attendance and Remuneration

During the year, Mr. Agrawal attended four Board Meetings held post his appointment as Director. Details regarding the compensation is provided in the Directors' Report and in the Corporate Governance Report forming part of the Directors' Report.

Bodies Corporate (other than Tata Steel Limited) in which Mr. Saurabh Agrawal holds Directorships and Committee Membership**Directorships**

Tata Sons Limited
Tata Capital Limited
Tata AIA Life Insurance Company Limited
Tata AIG General Insurance Company Limited
Tata Teleservices Limited

The Tata Power Company Limited
Tata Sky Limited
Candid Fruits Private Limited
Chambal Natural Fruits Private Limited
Gradis Trading Private Limited
Natural Fruits Private Limited
Natural Whole Fruits Private Limited

Chairperson of Board Committees

Tata Capital Limited

Risk Management Committee
Finance and Asset Liability Supervisory Committee

Tata Teleservices Limited

Audit Committee
Nomination and Remuneration Committee
Finance Committee

Tata AIG General Insurance Company Limited

Nomination and Remuneration Committee

Member of Board Committees

Tata Capital Limited

Nomination and Remuneration Committee

Tata Teleservices Limited

Share/Warrant/Debtenture Allotment & Transfer Committee
Network and Technical Committee

Tata AIA Life Insurance Company Limited

Investment Committee
Nomination and Remuneration Committee
Audit Committee
With Profits Committee

The Tata Power Company Limited

Audit Committee

Tata Sky Limited

Nomination and Remuneration Committee

Tata AIG General Insurance Company Limited

Investment Committee

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

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

Shareholding in the Company

Mr. Saurabh Agrawal does not hold any Equity Shares of the Company.

Profile of Mr. Koushik Chatterjee



Mr. Koushik Chatterjee (49) was inducted as a Whole Time Director of the Company effective November 9, 2012 and re-appointed as Whole Time Director effective November 9, 2017 designated as Executive Director and Chief Financial Officer.

Mr. Chatterjee joined the Company in 1995 in Jamshedpur. He was transferred

to Tata Sons Limited in 1999 in the Group Executive Office. He became General Manager - Corporate Finance, Tata Sons Limited in 2002. Mr. Chatterjee re-joined the Company on August 1, 2003 and was appointed the Vice President (Finance) effective August 1, 2004. He was appointed as the Group CFO in 2008 and appointed to the Board in 2012 as Executive Director. During the last 14 years in the Company, he has led the Company's finance function and provided financial stewardship in the areas of financial strategy, large and complex financing in India and overseas, mergers and acquisitions, risk management, controlling, investor relations and taxation. He has also been deeply involved in portfolio restructuring and turnaround situations, public policy on financial governance and pension restructuring in the UK. During his tenure, Mr. Chatterjee led the overseas acquisitions of the Company in South-East Asia and Europe.

During his tenure in the Company, he has led the Company to raise over US\$60 billion of gross capital funding including refinancing through a variety of multi-currency instruments covering several instrument structures including Leveraged buyout structure, Syndicated loans, Convertible bonds, Rupee and Dollar bonds, ECA financing, Equity and structured equity. He provided leadership and hands-on experience in developing M&A strategy, transaction planning, structuring and execution planning for acquisitions with transactions value aggregating to more than US\$15 billion in India, Europe, Canada, Africa, Thailand, Singapore and Australia. He also steered the Company in developing and execution of a structured divestment strategy with multiple portfolio exits aggregating over US\$3 billion.

In recent times, he led the negotiations with multiple stakeholders including the consortium of Unions in the UK, the Government of UK, the Pension Regulator and the British Steel Pension Scheme Trustees for structural de-risking and delinking of the defined benefit pension scheme from the business ensuring a sustainable future for both the employees and the Company.

Mr. Chatterjee has been a member of the Primary Market Advisory Committee of the SEBI and was member of the task force set up by SEBI that drafted the Takeover Code. He was also the member of the Global Preparers Forum, the advisory body to the International Accounting Standards Board London. He is currently the member of International Integrated Reporting Council, Global Task Force on Climate Related Financial Disclosures set up by the Financial Stability Board and has been member of several B20 Task Forces under the Chairmanship of Turkey, China and Germany. He is a frequent speaker in various

conferences in India and abroad and has been recognised as one of India's best CFO by several organisations like CNBC, Asiamoney, Chartered Institute of Management Accountants UK.

Mr. Koushik 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 the 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 and Tata Steel.

Mr. Chatterjee brings to the Board extensive experience in the areas of controllership, financial stewardship, business responsibility (including re-structuring and turnaround of large organisations), business development (mergers, acquisitions and divestments), strategy and execution of large and complex financing, strategic communication, risk management, crisis leadership, public affairs, 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 and mining 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, experience and execution of the Company's strategy

Board Meeting Attendance and Remuneration

During the year, Mr. Chatterjee attended all seven 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 Directors' Report and 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 Membership

Directorships

Tata Steel Europe Limited
Tata Metaliks Limited
The Tinplate Company of India Ltd
Tata Steel Special Economic Zone Limited
Tata Steel Foundation (Section 8 Company)
Dimna Steel Limited
Bistupur Steel Limited
TS Global Holdings Pte. Ltd.
TS Global Minerals Holdings Pte. Ltd.
TS Global Procurement Co. Pte. Ltd.
World Steel Association

Member of Board Committees

Tata Metaliks Limited

Nomination and Remuneration Committee

The Tinplate 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

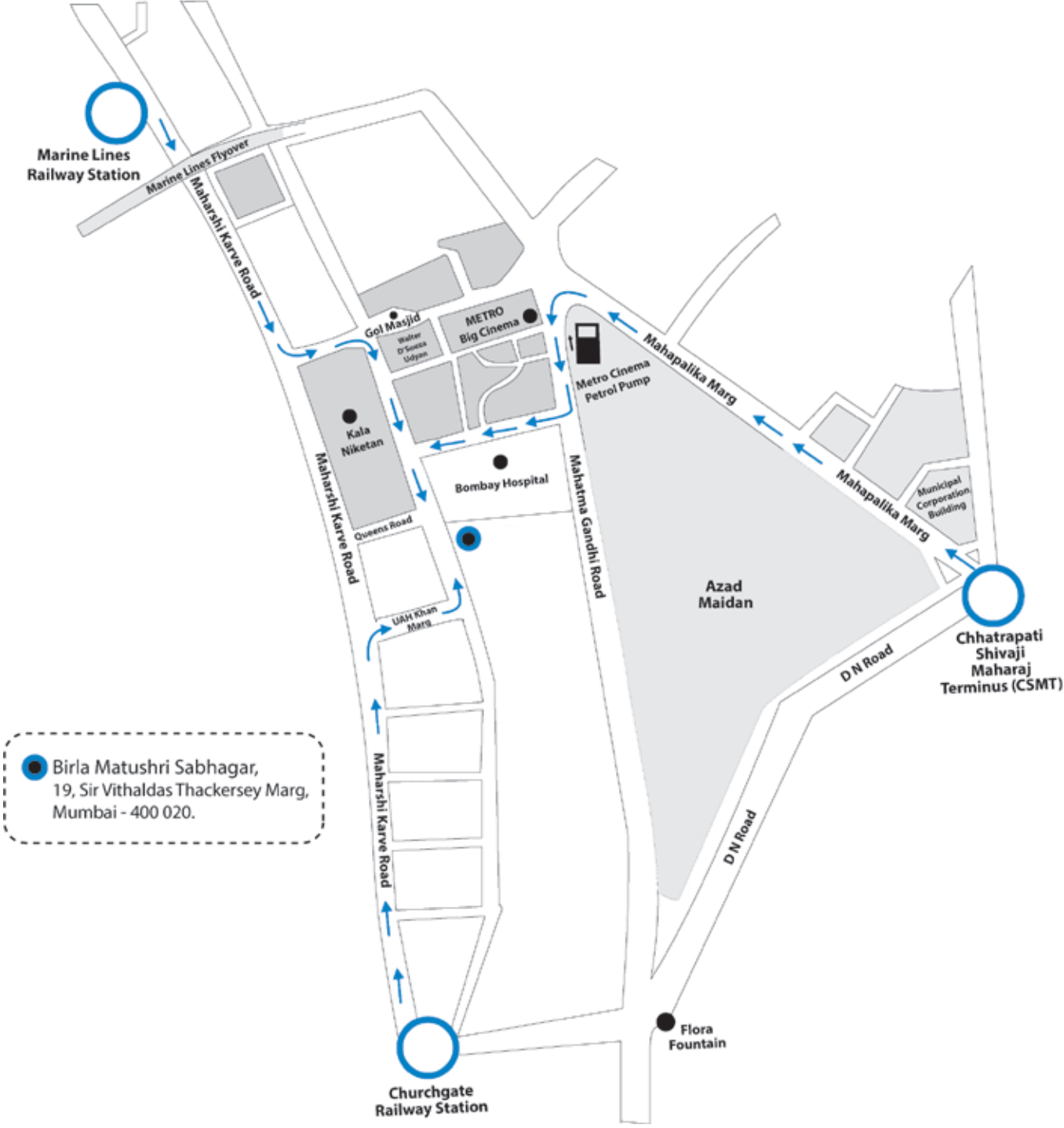
Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

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 1,531 fully paid Ordinary Shares and 105 partly paid Ordinary Shares of the Company.

Route Map to the AGM Venue



To,

TSR Darashaw Limited/Depository Participant

Updation of Shareholders Information

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

General Information:

Folio No./DP ID/Client ID:	
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

Note:

Shareholders holding shares in physical mode and having Folio No(s) should provide the above information to our RTA, TSR Darashaw Limited. Shareholders holding Demat shares are required to update their details with the Depository Participant.

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)

111TH ANNUAL GENERAL MEETING ON FRIDAY, JULY 20, 2018, AT 3.00 P.M. (IST)

at Birla Matushri Sabhagar, 19, Sir Vitthal Das 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 111th Annual General Meeting of the Company held on Friday, July 20, 2018, at 3.00 p.m. IST at Birla Matushri Sabhagar, 19, Sir Vitthal Das 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, as amended)

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No./Client ID No. _____ DP ID No. _____

I/We, being the Member(s) holding _____ 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 111th Annual General Meeting of the Company to be held on Friday, July 20, 2018, at 3.00 p.m. IST at Birla Matushri Sabhagar, 19, Sir Vitthal Das 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	Consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon		



Resolution No.	Resolution	For	Against
Ordinary Business			
2	Consider and adopt the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2018 and the Report of the Auditors thereon		
3	Declaration of Dividend on fully paid and partly paid Ordinary Shares for Financial Year 2017-18		
4	Appointment of Director in place of Mr. N. Chandrasekaran (DIN: 00121863), who retires by rotation and being eligible, seeks re-appointment		
Special Business			
5	Appointment of Mr. Saurabh Agrawal (DIN: 02144558) as a Director		
6	Re-Appointment of Mr. Koushik Chatterjee (DIN: 00004989) as Whole Time Director designated as Executive Director and Chief Financial Officer and payment of remuneration		
7	Ratification of remuneration of Messrs Shome & Banerjee, Cost Auditors of the Company		
8	Issue of Non-Convertible Debentures on private placement basis not exceeding ₹12,000 crore		

Signed this _____ day of _____ 2018

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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

