



July 18, 2016

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

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

Dear Sirs/ Madam,

Re: Notice of 109th Annual General Meeting

Please find enclosed herewith Notice of the 109th Annual General Meeting of the Company, scheduled to be held on Friday, August 12, 2016 at 3.00 p.m. (IST) at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, Mumbai 400 020,.

This is for your information and records.

Yours faithfully,
Tata Steel Limited

Parvatheesam K
Company Secretary

Encl: As above

TATA STEEL LIMITED

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

NOTICE

Notice is hereby given that the 109th Annual General Meeting of the members of Tata Steel Limited will be held on Friday, August 12, 2016, 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, 2016 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, 2016 and the Report of the Auditors thereon.

ITEM NO. 3 – DECLARATION OF DIVIDEND

To declare dividend of ₹8 per Ordinary (equity) Share of ₹10 each for Financial Year 2015-16.

ITEM NO. 4 – APPOINTMENT OF A DIRECTOR

To appoint a Director in the place of Mr. Cyrus P. Mistry (DIN: 00010178), who retires by rotation and, being eligible, seeks re-appointment.

ITEM NO. 5 – RATIFICATION OF APPOINTMENT OF AUDITORS

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, or variation thereof, the Company hereby ratifies the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/ W-100018) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 110th Annual General Meeting of the Company to be held in the year 2017, to examine and audit the accounts of the Company for the Financial Year 2016-17 at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized 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.”

Special Business:

ITEM NO. 6 – RATIFICATION OF COST AUDITORS’ REMUNERATION

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 out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm Registration Number 000001) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules 2014, for the Financial Year ending March 31, 2017.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized 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. 7 – ISSUE OF NON- CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS NOT EXCEEDING ₹10, 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 statutory modification(s) thereof for the time being in force, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by Securities and Exchange Board of India (**“SEBI”**), including the Securities and Exchange Board of India (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”**), the Reserve Bank of India (**“RBI”**) and the Memorandum of Association and the Articles of Association of the Company, and

subject to such approvals, consents, permissions and sanctions as might 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 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 authorized 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 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 ₹10,000 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 authorized 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 herein conferred 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 7 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings in respect of Director seeking re-appointment at the Annual General 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 IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- (c) Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (d) Corporate members intending to send their authorised representatives to attend the 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.
- (e) Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- (f) The Register of Members and Share Transfer Books of the Company for Ordinary (equity) Shares will be closed from Saturday, July 30, 2016 to Friday, August 12, 2016 (both days inclusive) for the purpose of Annual General Meeting and dividend for Financial Year 2015-16.
- (g) If dividend on Ordinary Shares as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made on and from August 16, 2016 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 Friday, July 29, 2016. 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 Friday, July 29, 2016, 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.
- (h) 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.
- (i) 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.

- (j) Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends up to the Financial Year ended March 31, 1996 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 under 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 1996-97 to 2007-08. Members, who have not yet encashed their dividend warrant for the Financial Years ended March 31, 2009 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 2008-09 declared on August 27, 2009 can be claimed by the shareholders by August 26, 2016. Members' attention is particularly drawn to the "Corporate Governance" section of the Integrated Report in respect of unclaimed dividend.

The Ministry of Corporate Affairs ("MCA") on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 ("IEPF Rules"), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post, etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. August 12, 2015, on the website of the IEPF viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.tatasteel.com.

- (k) Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. So in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Integrated Report 2015-16 is being sent through electronic mode to those members whose email 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 email addresses, physical copies of the Integrated Report 2015-16 are being sent by the permitted mode.
- (l) 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 can contact the Company or TSR Darashaw Limited for assistance in this regard.
- (m) To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with TSR Darashaw Limited/Depositories.

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"), email address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market.

A form for capturing the above details is appended to this Notice. 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 Participant.

Information and other instructions relating to e-voting are as under:

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). 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"). Instructions for e-voting are given hereinbelow.
2. The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General

Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also 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/Depositories):

- i. Open the e-mail and also open PDF file namely "TSL remote e-voting.pdf" with your Client ID or Folio No. 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.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 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.
- 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. Please take utmost care to keep your password confidential.
- vii. Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of Tata Steel Limited which is 104289. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. 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 are authorised to vote, to the Scrutinizer through e-mail to tsl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

- 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/Depositories or requesting physical copy):

- i. Initial password is provided in the enclosed Attendance Slip along with EVEN (E-voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) 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 members and remote e-voting user manual for members, available at the 'downloads section' of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- ii. The remote e-voting period commences on Sunday, August 7, 2016 (9.00 a.m. IST) and ends on Thursday, August 11, 2016 (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, August 5, 2016, 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 it 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 of Friday, August 5, 2016 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., August 5, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. 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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- vi. 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 only 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. Mr. P. N. Parikh or failing him Mr. Mitesh Dhaliwala of Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize 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 Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
- ix. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes 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 Scrutinizer'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 Scrutinizer's Report shall be placed on the Company's website 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.

By Order of the Board of Directors

sd/-
PARVATHEESAM K
Company Secretary
(ACS: 15921)

Mumbai
May 25, 2016

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
Email: cosec@tatasteel.com

NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act")

The following Statement set out all material facts relating to Item Nos. 5 to 7 mentioned in the accompanying Notice.

Item No. 5:

This Statement is provided though strictly not required as per Section 102 of the Act.

Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting ("AGM") of the Company held on August 14, 2014 to hold office from the conclusion of 107th AGM till the conclusion of 110th AGM to be held in the year 2017.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

Accordingly, ratification of the Members is being sought for the proposal contained in the Ordinary Resolution set out at Item No. 5 of the accompanying Notice.

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

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 ("**Cost Audit Rules**") conducted by a Cost Accountant in Practice. The shareholders of the Company at the last Annual General Meeting held on August 12, 2015 ratified the remuneration of ₹12 lakh plus out of pocket expenses of Messrs Shome & Banerjee, Cost Accountants as the Cost Auditor for Financial Year 2015-16.

The scope of cost audit has been steadily increasing in the recent years and with the commissioning of the Kalinganagar plant, the volume, coverage and complexity of products under cost audit is expected to increase significantly in the current year.

In view of the above, the Board of Directors of the Company has on the recommendation of the Audit Committee, at its meeting held on May 25, 2016, approved the appointment and remuneration of Messrs Shome & Banerjee, as the Cost Auditors of the Company, to conduct audit of cost records of the Company for products covered under the Cost Audit Rules for the Financial Year ending

March 31, 2017, at a remuneration of ₹18 lakh plus reimbursement of out-of-pocket expenses.

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 the Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2017.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

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

Item No. 7:

Over the last few years, the Company has been investing in its steel making facilities in India and mining assets worldwide, while continuing to upgrade its facilities in Europe and South-East Asia. The Company seeks to balance its growth ambitions with its goal of having a healthy balance sheet. Growth opportunities are carefully evaluated and benchmarked against its cost of capital. Moreover, all selected growth projects are phased keeping in mind the financial health of the Company.

As a step towards improving its capital structure, the Company strives to maximise the use of internal accruals and to monetise its non-core assets regularly to fund capital expenditure. 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. Financial markets are very dynamic in nature and it is hard to predict when and which market may provide us with windows of opportunity to raise capital that is cost-effective, has better terms and can help lengthen our maturity profile.

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 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 previous 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. 7 of the Notice will be done by the Board or a Committee thereof 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 Companies Act, 2013 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, 2016, the net worth of the Company is ₹72,752 crore and the total debt of the Company is ₹29,643 crore including the outstanding NCDs of ₹10,363 crore.

To allow the Company the flexibility to tap into these pools opportunistically, the Company is seeking approval from the 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 & Debentures) Rules, 2014, to issue securities, as set out in the Special Resolution at Item No. 7 of the Notice, not exceeding ₹10,000 crore through issuance of NCDs in the international and / or domestic capital markets.

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

By Order of the Board of Directors

sd/-

PARVATHEESAM K
Company Secretary
(ACS: 15921)

Mumbai
May 25, 2016

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
Email: cosec@tatasteel.com

Annexure to the Notice

Details of the Director seeking re-appointment in the forthcoming Annual General Meeting [in pursuance 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. Cyrus P. Mistry

Mr. Cyrus P. Mistry (47) has been on the Board of the Company since May 2012 and has been serving as the Chairman of the Board since December 2012.

He also serves as the Chairman of the Board of Tata Sons Limited and all of the other major Tata Group companies.

In the past, Mr. Mistry served as the Managing Director of the Shapoorji Pallonji Group. Under his leadership, Shapoorji Pallonji's construction business grew into a billion dollar enterprise, evolving from pure-play construction to execution of complex projects in the marine, oil & gas and rail sectors, across a number of international geographies.

Mr. Mistry holds a graduate degree in Civil Engineering from the Imperial College London, UK and holds a Master of Science in Management degree from the London Business School. He is a Fellow of the Institution of Civil Engineers, London. He was bestowed with the Alumni Achievement Award by the London Business School.

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

Mr. Mistry has valuable experience in managing the issues faced by large and complex corporations. He has significant experience in management, finance, manufacturing and operations. Further, by virtue of his background and experience, he has extraordinarily broad and deep knowledge of the steel industry.

The Company and the Board has and 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. Mistry also brings rich experience in various areas of business, operations, societal and governance matters.

Board Meeting Attendance and Remuneration

During the year, Mr. Cyrus P. Mistry attended 8 out of the 9 Board Meetings held.

Mr. Mistry was paid sitting fees of ₹6.4 lakh for attending the meetings of the Board/Committees and did not accept commission from the Company.

Bodies Corporate other than Tata Steel Limited in which Mr. Cyrus P. Mistry holds Directorships and Committee membership

Directorships

1. Tata Sons Limited
2. Tata Industries Limited
3. The Tata Power Company Limited
4. Tata Teleservices Limited
5. Tata Global Beverages Limited
6. Tata Consultancy Services Limited
7. Tata Motors Limited
8. Tata Chemicals Limited
9. The Indian Hotels Company Limited
10. Tata Limited
11. Tata AG, Zug
12. Tata International AG, Zug
13. Tata Enterprises (Overseas) AG, Zug
14. Jaguar Land Rover Automotive PLC
15. Cyrus Investments Private Limited
16. Sterling Investment Corporation Private Limited
17. Imperial College India Foundation

Chairperson and Member of Board Committees (viz. Audit Committee and Stakeholders' Relationship Committee in Indian Public Companies)

None

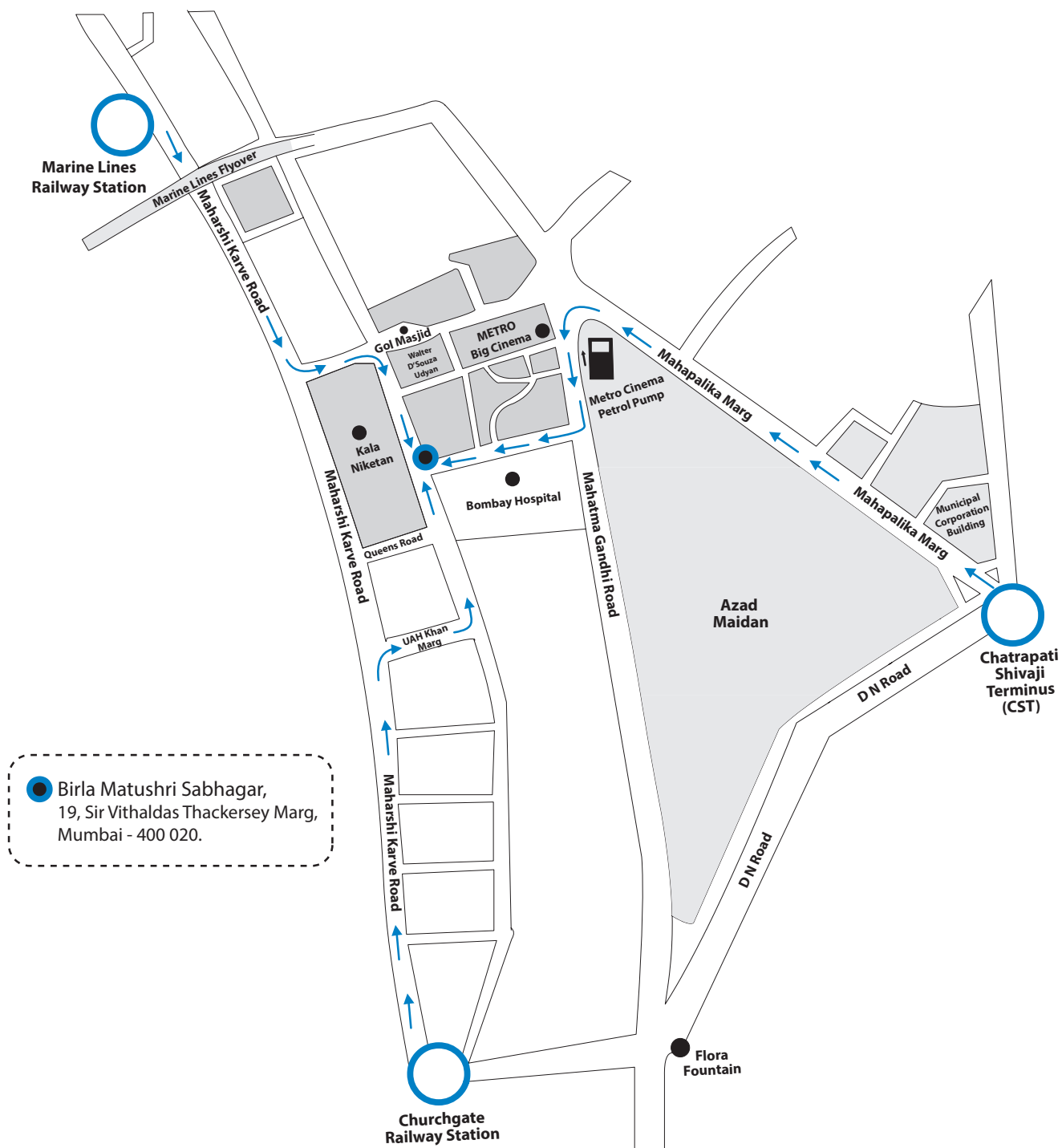
Disclosure of Relationship inter se between Directors, Manager and other Key Managerial Personnel

There is no inter-se relationship between Mr. Cyrus P. Mistry, other members of the Board and Key Managerial Personnel of the Company.

Shareholding in the Company

Mr. Cyrus P. Mistry does not hold any Ordinary (equity) Shares of the Company.

Route Map to the AGM Venue



To,

TSR Darashaw Limited
Unit: Tata Steel Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011

Updation of Shareholders Information

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

General Information:

Folio No.:	
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

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)

109TH ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 12, 2016, AT 3.00 P.M.

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 109th Annual General Meeting of the Company held on Friday, August 12, 2016, 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.

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Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

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

I/We, being the member(s) of _____ 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 109th Annual General Meeting of the Company to be held on Friday, August 12, 2016, 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 Audited Standalone Financial Statements for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon		



Resolution No.	Resolution	For	Against
Ordinary Business			
2	Consider and adopt Audited Consolidated Financial Statements for the Financial Year ended March 31, 2016 and the Report of the Auditors thereon		
3	Declaration of dividend on Ordinary (equity) Shares for Financial Year 2015-16		
4	Appointment of Director in place of Mr. Cyrus P Mistry, (DIN: 00010178) who retires by rotation and being eligible, seeks re-appointment		
5	Ratification of appointment of Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company		
Special Business			
6	Ratification of the remuneration of Messrs Shome & Banerjee, Cost Auditors of the Company		
7	Issue of Non- Convertible Debentures on Private Placement Basis not exceeding ₹ 10,000 crore		

Signed this _____ day of _____ 2016

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