TATA

TATA STEEL LIMITED

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

Dear Member,

Notice pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the resolutions appended below are proposed to be passed as Ordinary/Special Resolutions as the case may be by way of Postal Ballot.

Members' consent is requested for the proposals contained in the Resolutions appended below. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration.

Item No. 1: Increase in the Authorised Share Capital and the alteration of the Capital Clause in the Memorandum of Association of the Company

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

"RESOLVED that pursuant to the provisions of Section 16, sub-section (1) read with sub-section 2 of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) the Authorised Share Capital of the Company be increased from Rs.8,000,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs.10/- each, 2,50,00,000 Cumulative Redeemable Preference Shares of Rs.100 each and 60,00,00,000 Cumulative Convertible Preference Shares of Rs.100 each to Rs.8,350,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs.10/- each, 35,00,00,000 'A' Ordinary Shares of Rs.10/- each, 2,50,00,000 Cumulative Redeemable Preference Shares of Rs.100 each, and 60,00,00,000 Cumulative Convertible Preference Shares of Rs.100 each by the creation of 35,00,00,000 'A' Ordinary Shares of Rs.10/- each, and that Clause 5 of the Memorandum of Association of the Company be and is hereby altered accordingly."

Item No. 2: Alteration of the Articles of Association of the Company

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

"RESOLVED that pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) the Articles of Association of the Company be altered as follows:

(a) Substitute the following Article for existing Article 4 –

"4. The present authorized share capital of the Company shall be Rs.8,350,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs. 10 each, 35,00,00,000 'A' Ordinary Shares of Rs.10 each, 2,50,00,000 Cumulative Redeemable Preference Shares of Rs.100 each and 60,00,00,000 Cumulative Convertible Preference Shares of Rs.100 each."

(b) Article 16 to be deleted.

(c) For Article 18A, substitute the following Article:

Issue of 'A' Ordinary Shares

18A(i)The Board may issue Ordinary Shares with differential rights as to voting and/or dividend (hereinafter referred to as 'A' Ordinary Shares) up to an amount not exceeding 25% of the total issued Ordinary share capital of the Company. Such issue of 'A' Ordinary Shares shall be in accordance with the Act, other applicable laws, Article 18B and other terms and conditions that may be specified at the time of issue.

(ii) The 'A' Ordinary Shares so issued by the Company will stand to be in the same class as the Ordinary Shares. The 'A' Ordinary Shares issued by the Company will enjoy all rights and privileges that are attached to Ordinary Shares in law and by the provisions of these presents, except as to voting and/or dividend, as provided in these Articles and as may be permitted under applicable law from time to time.

(iii) The Board may issue 'A' Ordinary Shares of more than one series carrying differential rights as to voting and/or dividend, as the case may be.

(iv) The Board shall have the power and authority to remove any difficulties, and do such other acts and deeds, in relation to the applicability of this Article to the rights and obligations of the holders of the 'A' Ordinary Shares, including, but not limited to the issue and deciding the stock exchanges on which the 'A' Ordinary Shares will be listed.

(v) The Board shall follow the general principles set out under Article 18A (ii) at all times whilst making any decision in regard to 'A' Ordinary Shares.

(d) Insert the following Headings and Articles as Article 18B after Article 18A:

Provisions in case of 'A' Ordinary Shares

'18B Notwithstanding anything contained in these presents, the rights, powers and preferences relating to 'A' Ordinary Shares and the qualifications, limitations and restrictions thereof are as follows:

Voting

(a) (i) The holders of 'A' Ordinary Shares shall be entitled to such rights of voting and/or dividend and such other rights as per the terms of the issue of such shares, provided always that:

- in the case where a resolution is put to vote on a poll, such differential voting entitlement (excluding fractions, if any) will be applicable to holders of 'A' Ordinary Shares.

- in the case where a resolution is put to vote in the meeting and is to be decided on a show of hands, the holders of 'A' Ordinary Shares shall be entitled to the same number of votes as available to holders of Ordinary Shares in accordance with Article 99(1).

(ii) The holders of Ordinary Shares and the holders of 'A' Ordinary Shares shall vote as a single class with respect to all matters submitted to a vote of shareholders of the Company and shall exercise such votes in proportion to the voting rights attached to such Shares including in relation to any scheme under Sections 391 to 394 of the Act.

Dividend Entitlement

(b) The holders of 'A' Ordinary Shares shall be entitled to dividend on each 'A' Ordinary Share which may be equal to or higher than the amount per Ordinary Share declared by the Board for each Ordinary Share, and as may be specified at the time of the issue. Different series of 'A' Ordinary Shares may carry different entitlements to dividend to the extent permitted under applicable law and as prescribed under the terms applicable to such issue.

Rights Issues and Bonus Issue of 'A' Ordinary Shares

(c) (i) Where the Company proposes to make a rights issue of Ordinary Shares or any other securities convertible into Ordinary Shares, the Company shall simultaneously make an offer to the holders of 'A' Ordinary Shares in the same proportion of 'A' Ordinary Shares to Ordinary Shares prior to the issue. The holders of 'A' Ordinary Shares shall receive further 'A' Ordinary Shares whereas holders of Ordinary Shares shall receive further Ordinary Shares.

(ii) Where the Company proposes to make a bonus issue of Ordinary Shares, the holders of 'A' Ordinary Shares shall, subject to the terms of such issue, receive further 'A' Ordinary Shares whereas the holders of Ordinary Shares shall receive further Ordinary Shares to the end and intent that the proportion of Ordinary Shares to 'A' Ordinary Shares after such offer, shall, as far as possible remain unaffected.

Conversion

(d) The 'A' Ordinary Shares issued in accordance with these presents will not be convertible into Ordinary Shares at any time.

Mergers, Amalgamations, etc.

(e) In the event of any scheme, arrangement or amalgamation in accordance with the Act, and subject to other approvals and other applicable laws and these presents for amalgamation of the Company with or into any other entity and which results in a share swap or exchange, the holders of the 'A' Ordinary Shares shall receive allotment as per the terms of the scheme and as far as possible, unless specified to the Company in such scheme, the said holders shall receive Ordinary Shares with differential rights to voting or dividend of such entity.

Substantial acquisition of shares

(f) (i) Where an offer is made to purchase the outstanding Ordinary Shares or voting rights or equity capital or share capital or voting capital of the Company in accordance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as may be amended, modified or re-enacted from time to time and other applicable laws, an offer will also be made to purchase 'A' Ordinary Shares in the same proportion as the offer to purchase Ordinary Shares.

Illustration: In accordance with extant regulations where an offer is made to purchase outstanding Ordinary Shares or voting rights or equity capital or share capital or voting capital of the Company, such offer shall be deemed to include an offer for such number of outstanding Ordinary Shares and also an offer for an equivalent outstanding 'A' Ordinary Shares.

(ii) The pricing guidelines and other provisions as specified in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as may be amended, modified or re-enacted from time to time shall *mutatis mutandis* apply to an offer for 'A' Ordinary Shares and the percentage premium offered for the 'A' Ordinary Shares to its floor price shall be equal to the percentage premium offered for the Ordinary Shares to its floor price. All consideration to be received by holders of 'A' Ordinary Shares in accordance with any offer as stated in sub-clause (i) above shall be paid in the same form and at the same time as that received by holders of Ordinary Shares.

Explanation: For the purposes of the said regulations, the terms "shares", "voting rights", "equity capital", "share capital" or "voting capital" shall mean and include Ordinary Shares and 'A' Ordinary Shares as the case may be.

Delisting

(g) Where the promoter (as provided in the last quarterly filing with the stock exchanges prior to making the offer) or any other acquirer proposes at any time to voluntarily delist the Ordinary Shares of the Company in accordance with the applicable rules and regulations from the stock exchanges on which such Ordinary Shares are listed, such promoter or acquirer shall also make a delisting offer for the 'A' Ordinary Shares and the percentage premium offered for the 'A' Ordinary Shares to its floor price shall be equal to the percentage premium offered for the Ordinary Shares to its floor price.

Buyback of 'A' Ordinary Shares by the Company

(h) Subject to Article 11, Article 11A and Article 12, the Company when exercising its power under these presents to buyback the Ordinary Shares of the Company, will offer to buyback 'A' Ordinary Shares in the same proportion and on equitable pricing terms as offered to the holders of Ordinary Shares, in accordance with applicable laws including the SEBI (Buy-Back of Securities) Regulations, 1998, as may be amended, modified or re-enacted from time to time.

Modification of rights pertaining to 'A' Ordinary Shares

(*i*) (i) Any alteration proposed by the Company to this Article 18B which affects the rights pertaining to the 'A' Ordinary Shares is required to be approved by not less than three-fourths of the holders of the outstanding 'A Ordinary Shares present and voting.

(ii) For the purposes of (i) above, the Company will call a separate meeting of holders of 'A' Ordinary Shares.

Item No. 3: Raising of additional long term resources

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

"RESOLVED that in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 1999 (FEMA), (including any amedment thereto or re-enactment there of) Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, (Including any amedment thereto or re-enactment there of) and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depositary Receipt Mechanism) Scheme 1993, (Including any amedment thereto or re-enactment there of) and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) or as may be prescribed or made, while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons as may be permitted), in one or more tranches including to Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, individual investors, stabilizing agents, or otherwise, whether shareholders of the Company or not, through a public issue and/or on a private placement basis by way of a prospectus or an offering memorandum, including in the international market, Ordinary Shares and/or 'A' Ordinary Shares as per the terms determined by the Board at the time of issue and/or Ordinary Shares/'A' Ordinary Shares through depository receipts and/or debentures and/or loan(s) whether partly/fully convertible and/or securities linked to Ordinary Shares/'A' Ordinary Shares and/or foreign currency convertible bonds and/or bonds with Share Warrants attached and/or Warrants with a right exercisable by the warrant holder to subscribe for the Ordinary Shares/'A' Ordinary Shares (including the issue and allotment of Ordinary Shares/'A' Ordinary Shares), (hereinafter collectively referred to as "Securities"), secured or unsecured, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book/Running Lead Managers and/or other Advisors or otherwise and on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of Securities, so however that the total amount, including premium (and with or without Green Shoe Option), raised through the aforesaid Securities should not exceed Rs.7,000 crores in one or more currencies and in one or more offerings/ tranches.

"RESOLVED FURTHER that in case of Securities linked to Ordinary Shares/'A' Ordinary Shares, the Board be and is hereby authorized to issue and allot such number of Ordinary Shares/'A' Ordinary Shares as may be required to be issued and allotted, including issue and allotment of Ordinary Shares/'A' Ordinary Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the offer; all such shares shall rank *pari passu* inter se and with the then existing Ordinary Shares or 'A' Ordinary Shares of the Company, as the case may be."

"RESOLVED FURTHER that for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form and terms of the issue(s), in accordance with applicable regulations, prevalent market practices, including but not limited to the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or abroad as the Board, in its absolute discretion may deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle any questions or difficulties that may arise in regard to the issue(s), as it may, in its absolute discretion, deem fit."

"RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officer of the Company."

By Order of the Board of Directors

A Anjeneyan
Company Secretary & Chief of Compliance

Mumbai, dated : November 12, 2010

Registered Office:
Bombay House
24, Homi Mody Street, Mumbai 400 001

NOTES

1. An explanatory statement as required under Section 173 of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with the Postal Ballot Rules, the items of business set out in the Notice above are sought to be passed by Postal Ballot.
3. The Board of Directors has appointed Ms. Shirin Bharucha, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. The shareholders are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before December 22, 2010. Any Postal Ballot Form received after 30 days of issuance of this notice shall be treated as if the reply from the shareholders has not been received.
5. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
6. The Scrutinizer will submit the report to the Chairman of the Company after completion of scrutiny of the Postal Ballot Forms.
7. The results of the Postal Ballot will be announced by the Chairman of the Company or by the Managing Director or any other Director on or before December 24, 2010 at the Registered Office of the Company at Bombay House, 24 Homi Mody Street, Fort, Mumbai 400 001 and will also be published in newspapers.
8. The Special Resolutions mentioned above shall be declared as passed if the number of votes cast in its favour are not less than three times the number of votes cast, if any, against the said Resolution.

EXPLANATORY STATEMENT

Annexure to Notice - Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item Nos. 1 to 3 :

Company's strategic plans and fund requirements:

Tata Steel Group has global operations and significant growth plans. These growth plans of the Company envisage a combination of greenfield steel projects and strategic acquisitions in India and overseas. While the current internal accruals from the operations are strong, the above projects would require significant outlay of funds in the next 4-5 years. These projects will necessitate external infusion of funds at different points of time in the future.

Moreover, the Company and its subsidiaries have availed of loans,which has increased the indebtedness of the Company. Thus, the Company is contemplating the use of the net proceeds for capital expenditures, repayment of indebtedness, acquisitions, investments by way of equity and/or debt in consolidated subsidiaries, joint ventures and associated companies and general corporate purposes.

It is proposed to raise up to an amount of Rs. 7000 crores through issuance of one or more type of Securities as set out in Item No. 3 of the Notice on terms to be decided by the Board of Directors or a Committee thereof depending on market conditions.

Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956, any offer or issue of shares in a company to persons other than the holders of the equity shares of a company requires prior approval of the shareholders in general meeting by a Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed capital raising, pursuant to the resolution set out at Item No. 3, is in addition to the earlier special resolutions passed by the shareholders on August 29, 2007 and August 27, 2009, which remain unaffected.

Increase in Authorised Capital

The present authorized capital of Rs.8,000 crores is to be increased to Rs.8,350 crores by creation of 35 crores (35,00,00,000) 'A' Ordinary Shares. The authorized capital after this increase will be as given below :

1,75,00,00,000	Ordinary Shares of Rs.10 each 1,75,00,00,000	Rs. 1,750 crs.
2,50,00,000	Cumulative Redeemable Preference Shares of Rs.100 each	Rs. 250 crs.
60,00,00,000	Cumulative Convertible Preference Shares of Rs.100 each	Rs. 6,000 crs.
35,00,00,000	'A' Ordinary Shares of Rs. 10 each	Rs. 350 crs.
		Rs. 8,350 crs.

Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect the changes in the Authorised Share Capital of the Company, to authorize the issue of the 'A' Ordinary Shares with differential rights as to voting and / or dividend and to incorporate the rights of the 'A' Ordinary Shares.

Issuance of 'A' Ordinary Shares

As stated above, the creation and issue of 'A' Ordinary Shares having differential rights as to voting and/or dividend will require alterations to the Memorandum and Articles of Association of the Company to authorize the issue of the 'A' Ordinary Shares and set forth their rights.

The details in respect of the 'A' Ordinary Shares that may be issued pursuant to the Resolution at Item No. 3 of the Notice, including the disclosures required under the Companies (Issue of Share Capital with Differential Voting Rights) Rules, 2001, (as amended) are as under :

(a) The 'A' Ordinary Shares would have voting rights at the rate of 1 vote for every 10 'A' Ordinary Shares in a poll. If the shareholding of any of the 'A' Ordinary Shareholder is less than 10 'A' Ordinary Shares or not in multiples of 10, such 'A' Ordinary Shareholder shall not be entitled to vote in respect of the number of 'A' Ordinary Shares that the 'A' Ordinary Shareholder holds in excess of the closest multiple of 10.

Illustration: A shareholder holding 29 'A' Ordinary Shares shall be entitled to 2 votes in a poll.

(b) The holders of 'A' Ordinary Shares shall be entitled to dividend on each 'A' Ordinary Share which may be equal to or more than the dividend that may be declared by the Board of Directors for Ordinary Shares or as may be specified at the time of the issue.

(c) The 'A' Ordinary Shares shall rank in all respects *pari passu* with the Ordinary Shares, except as specified in (a) and (b) above.

(d) Other disclosures :

i. The Company will not convert its Ordinary Shares into 'A' Ordinary Shares or the 'A' Ordinary Shares into Ordinary Shares.

ii. The 'A' Ordinary Shares will not at any time exceed 25% of the total issued equity share capital (including Ordinary Share Capital and 'A' Ordinary Share Capital) of the Company.

iii. The voting rights relating to the 'A' Ordinary Shares that may be issued pursuant to the Resolution set out at item no. 3 shall not vary and shall, at all times, be at the rate stated above.

iv. The 'A' Ordinary Shares shall entitle the holder thereof only to further 'A' Ordinary Shares, in the event of any bonus issue or rights issue made by the Company in accordance with the Act, the Companies (Issue of Share Capital with Differential Voting Rights) Rules, 2001 (as amended) and the Articles of Association of the Company.

A copy of Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office between 10 a.m. to 1 p.m. on any working day of the Company.

The proposed issues are in the interest of the Company and your Directors commend the Resolutions at item Nos. 1, 2 and 3 for your approval.

No director is concerned or interested in these resolutions.

By Order of the Board of Directors

A Anjeneyan
Company Secretary & Chief of Compliance

Place : Mumbai
Dated : November 12, 2010

Registered Office:
Bombay House, 24, Homi Mody Street, Mumbai 400 001

Orient