

## Notice

Notice is hereby given that the 108th Annual General Meeting of the members of Tata Steel Limited will be held on Wednesday, 12 August, 2015, 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 Financial Statements

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March, 2015 and the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March, 2015 and the Report of the Auditors thereon.

#### Item No. 2 – Declaration of Dividend

To declare dividend of ₹ 8 per Ordinary (equity) Share of ₹ 10 each for Financial Year 2014-15.

#### Item No. 3 – Appointment of a Director

To appoint a Director in the place of Dr. Karl-Ulrich Koehler (DIN: 03319129), who retires by rotation and, being eligible, seeks re-appointment.

#### Item No. 4 – Appointment of a Director

To appoint a Director in the place of Mr. D. K. Mehrotra (DIN: 00142711), 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 with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (Firm’s 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 109th Annual General Meeting of the Company to be held in year 2016 to examine and audit the accounts of the Company for the Financial Year 2015-16 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

### SPECIAL BUSINESS:

#### Item No. 6 – Appointment of Mr. Andrew Robb as an Independent Director

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

**“RESOLVED THAT** Mr. Andrew Robb (DIN: 01911023), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12 November, 2014 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”) but 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 a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Mr. Andrew Robb (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from 12 November, 2014 to 2 September, 2017 be and is hereby approved.”

#### Item No. 7 – Revision in terms of remuneration of Mr. T. V. Narendran, Managing Director of the Company

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** in partial modification of the resolution passed by the members at the 107th Annual General Meeting of the Company held on 14 August, 2014 for the appointment of Mr. T. V. Narendran as the Managing Director of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves with effect from this general meeting, the revision in the salary scale applicable to Mr. T. V. Narendran, as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to fix his salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary.

**RESOLVED FURTHER THAT** the Board of Directors 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. 8 – Revision in terms of remuneration of Mr. Koushik Chatterjee, Group Executive Director (Finance & Corporate) of the Company

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** in partial modification of the resolution passed by the members at the 106th Annual General Meeting of the Company held on 14 August, 2013 for the appointment of Mr. Koushik Chatterjee as the Executive Director of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves with effect from this general meeting, the revision in the salary scale applicable to Mr. Koushik Chatterjee, as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to fix his salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary.

**RESOLVED FURTHER THAT** the Board of Directors 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. 9 – Commission to Non-Executive Directors of the Company**

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

**“RESOLVED THAT** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of five years, commencing from 1 April, 2016.”

#### **Item No. 10 – Ratification of Cost Auditors’ remuneration**

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

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 12 lakhs plus out-of-pocket expenses payable to Messrs Shome & Banerjee, Cost Accountants (Firm’s Registration No. 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, for the Financial Year ending 31 March, 2016.”

#### **Item No. 11 – Further issuance of Securities not exceeding ₹ 10,000 crores**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder, as amended from time to time, the Foreign Exchange Management Act, 1999, as amended and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Scheme, 2014 and the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India (“SEBI”), including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“ICDR Regulations”) or any other competent authority, whether in India or abroad, the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which 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) may accept, the Board be and is hereby authorised on behalf of the Company to create, issue, offer 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 the course of one or more private offerings in domestic and/or one or more international market(s), or a combination thereof, by way of Ordinary Shares or through an issuance of Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), non-convertible debentures, fully convertible debentures/ partly convertible debentures, preference shares convertible into Ordinary Shares, and/or any other financial instruments or securities convertible into Ordinary Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Ordinary Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “Securities”) or any combination of Securities, to eligible investors (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds and Indian and/or multi-lateral financial institutions and/or individuals and/or trustees and/or stabilising agents or otherwise, and whether or not such investors are members of the Company), through one or more prospectus or letter of offer or circular, and/or on private placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with

the lead managers and/or other advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of Securities, the eligible investors to whom the Securities are to be issued, terms of issue, issue price, number of Securities to be issued, the stock exchanges on which such securities will be listed, finalisation of allotment of the Securities on the basis of the subscriptions received including details on face value, premium, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the ratio/number of Ordinary Shares to be allotted on redemption/conversion, period of conversion, fixing of record date or book closure dates, etc., as the case may be applicable, prescribe any terms or a combination of terms in respect of the Securities in accordance with local and/or international practices including conditions in relation to offer, early redemption of Securities, debt service payments, voting rights, variation of price and all such terms as are provided in domestic and/or international offerings and any other matter in connection with, or incidental to the issue, in consultation with the merchant bankers or other advisors or otherwise, together with any amendments or modifications thereto, provided that the total amount raised through the issuance of such Securities does not exceed ₹10,000 crores or its equivalent in one or more currencies, including issue at such discount as may be permitted under applicable law including the ICDR Regulations or premium to market price(s) in terms of applicable regulations at the Board's discretion.

**RESOLVED FURTHER THAT** the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the Ordinary Shares to be allotted in terms of this resolution shall rank *pari passu* in respect of the existing Ordinary Shares of the Company in all respects.

**RESOLVED FURTHER THAT** if the issue or any part thereof is made by way of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall be only to Qualified Institutional Buyers as defined under the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event of issue of Securities by way of a qualified institutions placement in terms of Chapter VIII of the ICDR Regulations, the 'Relevant Date' on the basis of which the price of the Securities shall

be determined as specified under ICDR Regulations, shall be the date of the meeting in which the Board or the Committee of Directors duly authorised by the Board decides to open the proposed issue of Securities or such other time as may be decided by the Board and as permitted by the ICDR Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Securities.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing of the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue after the date of this resolution.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs or GDRs, pursuant to the provisions of the Depository Receipts Scheme, 2014 (the "**DR Scheme**") and other applicable pricing provisions issued by the Ministry of Finance, the pricing of the Securities and the relevant date for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the DR Scheme, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 (including any statutory modifications or re-enactment thereof) and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities.

**RESOLVED FURTHER THAT** pursuant and subject to the applicable provisions of the DR Scheme, the Foreign Exchange Management Act, 1999, and the regulations framed thereunder, each as amended (the "**FEMA**") (including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended), the applicable provisions of the Companies Act, and any other laws, rules, regulations, guidelines, notifications, clarifications and circulars issued from time to time by the Government of India (and any ministry, department or agency thereof), the RBI, SEBI, the tax authorities in India, applicable government and regulatory authorities in the United States of America and its territories and jurisdictions, and any other government and regulatory authority, whether in India or outside India, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies)(collectively, "**Applicable Law**"), the Board be and is hereby authorised to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Ordinary Shares ("**Permissible Securities**") through the issue of Depository Receipts ("**DRs**"), and a transfer

of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt programme, through transactions permitted under Applicable Law (including without limitation on a recognised stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under Applicable Law, at such price (including any premium or discount) as may be permitted under Applicable Law.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Ordinary Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Ordinary Shares, the number of Ordinary Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Ordinary Shares prior to the allotment of the Ordinary Shares, the entitlement to the Ordinary Shares will stand increased in the same proportion as that of the rights offer and such additional Ordinary Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organisation or restructuring or any such corporate action, the number of Ordinary Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Ordinary Shares into smaller number of Ordinary Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of the Ordinary Shares or the Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem

expedient, the entering into arrangements for appointment of agencies for managing, underwriting, marketing, listing, trading of Securities issued, such as the depository, custodian, registrar, stabilising agent, paying and conversion agent, trustee and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the issue and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and to issue any offer document(s), including but not limited to the prospectus and/or letter of offer and/or circular, preliminary and final offering documents and 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 all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit including obtaining consent of the lenders of the Company, if so required and giving undertakings, declarations, affidavits, certificates and consents to authorities as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Ordinary Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the stock exchanges in India.

**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 one or more Directors of the Company with power to delegate to any Officers of the Company, including filing of Offer document with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments and opening bank accounts and demat accounts."

#### **NOTES:**

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 5 to 11 forms part of this notice. Additional information, pursuant to Clause 49 of the Listing Agreement with the stock exchanges, in respect of Directors seeking appointments/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 will be closed from Saturday, 25 July, 2015 to Wednesday, 12 August, 2015 (both days inclusive) for the purpose of Annual General Meeting and dividend for Financial Year 2014-15.
- (g) If dividend on Ordinary Shares as recommended by the Board of Directors is approved at the meeting, payment of such dividends will be made on and from 14 August, 2015 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, 24 July, 2015. 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 24 July, 2015, 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 nominations 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 upto the Financial Year ended 31 March, 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 to The Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to

Office of Registrar of Companies,  
Central Government Office Bldg.,  
'A' Wing, 2nd Floor, Next to Reserve Bank of India,  
CBD, Belapur-400 614.

Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India and no payments shall be made in respect of any such claims by the IEPF.

Accordingly, the Company has transferred to the IEPF all unclaimed/unpaid dividends in respect of the Financial Years 1995-96 to 2006-07. Members who have not yet encashed their dividend warrant(s) for the Financial Years ended 31 March, 2008 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 2007-08 declared on 28 August, 2008 can be claimed by the shareholders by 3 October, 2015.

- (k) In accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report 2014-15 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 Annual Report 2014-15 are being sent by the permitted mode.
- (l) **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 PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended in the Annual Report. 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.

**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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, 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**"). In order to enable the Members, who do not have the access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below.
- (2) The facility for voting through electronic voting system or ballot or polling 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 or by Ballot Form shall be able to exercise their right at the meeting.
- (3) The Members who have cast their vote by remote e-voting or by Ballot Form 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 "REVEN" (Remote E-Voting Event Number) of Tata Steel Limited which is 102015. 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](mailto:tsl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 Ballot Form. REVEN (remote e-voting 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.

- C. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- ii. The remote e-voting period commences on Friday, 7 August, 2015 (9.00 a.m. IST) and ends on Tuesday, 11 August, 2015 (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 Wednesday, 5 August, 2015, 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 shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, 5 August, 2015 and as per the Register of Members of the Company.
- v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., 5 August, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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 remote e-voting, voting through Ballot Form, as well as voting at the Annual General Meeting through e-voting or polling paper.
- vii. Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327), has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
- viii. Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011, in the enclosed postage pre-paid self-addressed envelope, not later than Friday, 7 August, 2015 (5.00 p.m. IST). Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than Friday, 7 August, 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
- A Member can opt for only one mode of voting i.e., either through remote e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.
- ix. 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 or Ballot Form.
- x. 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.
- xi. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- xii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tatasteel.com](http://www.tatasteel.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result 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.

By Order of the Board of Directors

**PARVATHEESAM K**  
Company Secretary

Mumbai  
20 May, 2015

Registered Office:  
Bombay House,  
24, Homi Mody Street, Fort,  
Mumbai-400 001  
CIN: L27100MH1907PLC000260  
Website: [www.tatasteel.com](http://www.tatasteel.com)  
Email: [cosec@tatasteel.com](mailto:cosec@tatasteel.com)

## 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 11 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 14 August, 2014.

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 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

Mr. Andrew Robb was a Member of the Board of Directors ("**Board**") for seven years and retired by rotation at the Annual General Meeting held on 14 August, 2014 and did not seek re-appointment. However, in the interest of maintaining continuity and providing guidance during challenging times in Tata Steel Europe, the Nomination and Remuneration Committee and the Board requested Mr. Andrew Robb to accept the Board position again. Mr. Andrew Robb accepted the request and the Board, at its meeting held on 12 November, 2014, appointed Mr. Andrew Robb as an Additional Director of the Company as also an Independent Director, not liable to retire by rotation, with effect from 12 November, 2014 to 2 September, 2017, subject to the approval of the Members.

Pursuant to the provisions of Section 161 of the Act, being an Additional Director, Mr. Andrew Robb will hold office up to the date of the ensuing Annual General Meeting ("**AGM**") and is eligible to be appointed a Director of the Company. The Company has received notice in writing under Section 160 of the Act from a member along with the requisite deposit of ₹ 1,00,000/- proposing the candidature of Mr. Andrew Robb for the office of Director.

The Company has received from Mr. Andrew Robb (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies

(Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of Act (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Act.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Andrew Robb as an Independent Director of the Company for a period commencing from 12 November, 2014 to 2 September, 2017. Mr. Andrew Robb is not liable to retire by rotation and will be subject to Tata Group Policy on Retirement of Directors adopted by the Company.

In the opinion of the Board of Directors, Mr. Andrew Robb, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the letter of appointment of Mr. Andrew Robb as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Mr. Andrew Robb is provided in annexure to this notice.

The Board considers that Mr. Andrew Robb's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Andrew Robb as an Independent Director.

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

The members of the Company at the 107th Annual General Meeting of the Company held on 14 August, 2014, had approved the appointment of Mr. T. V. Narendran as Managing Director of the Company and the terms of remuneration payable to him for the period from 19 September, 2013 to 18 September, 2018.

The members had inter alia approved, salary in the scale of ₹ 6,00,000 to ₹ 9,00,000 per month with the authority to the Board to fix the salary within the said scale from time to time.

The monthly basic salary of Mr. T. V. Narendran with effect from 1 April, 2015 is ₹ 7,98,000.

Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on



20 May, 2015 decided to revise the salary scale applicable to Mr. T. V. Narendran from the existing ₹ 6,00,000 to ₹ 9,00,000 per month to ₹ 9,00,000 to ₹ 12,00,000 per month.

All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged.

Details of remuneration paid to Mr. T. V. Narendran during the Financial Year 2014-15 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. T. V. Narendran, to whom the resolution relates, 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.

#### **Item No. 8**

The members of the Company at the 106th Annual General Meeting of the Company held on 14 August, 2013, had approved the appointment of Mr. Koushik Chatterjee as Executive Director of the Company and the terms of remuneration payable to him for the period from 9 November, 2012 to 8 November, 2017.

The members had inter alia approved, salary in the scale of ₹ 5,00,000 to ₹ 8,00,000 per month with the authority to the Board to fix the salary within the said scale from time to time.

The monthly basic salary of Mr. Koushik Chatterjee with effect from 1 April, 2015 is ₹ 7,41,000.

Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 20 May, 2015 decided to revise the salary scale applicable to Mr. Koushik Chatterjee from the existing ₹ 5,00,000 to ₹ 8,00,000 per month to ₹ 8,00,000 to ₹ 12,00,000 per month.

All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged.

Details of remuneration paid to Mr. Koushik Chatterjee during the Financial Year 2014-15 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Koushik Chatterjee, to whom the resolution relates, are 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.

#### **Item No. 9**

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members.

The members of the Company at the 104th Annual General Meeting held on 3 August, 2011, approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from 1 April, 2011 and ending with 31 March, 2016.

Pursuant to Section 309 (7) of the erstwhile Companies Act, 1956 such approvals obtained from shareholders are valid only for a period of 5 years. Since the validity of the earlier resolution passed by the shareholders expires in the ensuing financial year i.e., 2015-16, approval is sought from Shareholders for renewal of the resolution for a further period of 5 years commencing from 1 April, 2016.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that, remuneration not exceeding one per cent of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for a further period of five years commencing from 1 April 2016. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2014-15 is provided in the annexure to the Directors Report and the Corporate Governance Report.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 9 of the notice.

The Board recommends the resolution set forth in Item No. 9 for the approval of the Members.

#### **Item No. 10**

The Company is required under Section 148 of the Act to have the audit of its cost records 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, the Cost Auditors of the Company to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending 31 March, 2016, at a remuneration of ₹ 12 lakhs plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) 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. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 March, 2016.

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. 10 of the Notice.

The Board recommends the resolution set forth in Item No. 10 for the approval of the Members.

**Item No. 11**

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. As of 31 March, 2015, the Company has invested around ₹ 21,000 crores in the first phase (3 mtpa) of the Odisha Project. The stage-wise commissioning is expected to be initiated towards the latter half of Financial Year 2015-16 which will increase the steel capacity of the Company in India. As a result, the funds invested in the project over the last few years will start generating cash flows and increase the overall returns to shareholders.

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. During the last financial year itself, the Company spent around ₹ 13,500 crores towards capital expenditure but was able to restrict its draw of the project finance facilities to ₹ 7,000 crores.

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. To allow the Company the flexibility to tap into these pools opportunistically, the Company is seeking approval from the shareholders under Sections 41, 42, 62, 71 and other applicable provisions, if any, of the Act, read together with the Rules made thereunder (to the extent applicable), to issue Securities, as set out in the Resolution at Item No. 11 of the Notice, not exceeding ₹ 10,000 crores through Securities (convertible into equity or otherwise) in the international and domestic capital markets. The pricing for any instrument which may be issued by the Company on the basis of this resolution will be done by the Board or a Committee thereof in accordance with applicable laws including SEBI (ICDR) Regulations and foreign exchange regulations as may be applicable. The issues will be structured in a manner such that the additional Ordinary Share capital that may be issued under Resolution at Item No. 11 would not be more than 5% of the paid-up Ordinary Share capital of the Company.

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. 11 of the Notice.

The Board recommends the resolution set forth in Item No. 11 for the approval of the Members.

By Order of the Board of Directors

**PARVATHEESAM K**  
Company Secretary

Mumbai  
20 May, 2015

Registered Office:  
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## Annexure to the Notice

### Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)



#### Profile of Dr. Karl-Ulrich Koehler

Dr. Karl-Ulrich Koehler, aged 59 years was appointed a Director of the Company in November 2010. He has been Chief Executive Officer and Managing Director of Tata Steel Europe Limited since 1 October, 2010. He was appointed as Chief Operating Officer of Tata Steel Europe Limited in February 2010.

Dr. Koehler studied metallurgy at Clausthal University of Technology, where he gained his doctorate in 1988. In 2005, he was awarded an honorary professorship in flat steel product technology by Freiberg University. Dr. Koehler is a member of the Board of the World Steel Association and Vice-president of Eurofer, the European Steel Association. For most of his more than 35 years in the steel industry, he has worked at the companies that today comprise ThyssenKrupp Steel, where he was ultimately Chairman of the Executive Board and a member of the Board of the parent company, ThyssenKrupp AG. Dr. Koehler is based at IJmuiden in the Netherlands.

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

As the Chief Executive Officer and Managing Director of Tata Steel Europe, Dr. Koehler is responsible for the business and affairs of Tata Steel Europe. His diverse experience and deep knowledge of the steel industry is crucial to the Tata Steel Group's strategic planning and operational success. His perspective provides the Board with invaluable information necessary to direct the business and affairs of the Company and that of the Group.

#### Companies (other than Tata Steel Limited) in which Dr. Karl-Ulrich Koehler holds Directorships and Committee membership

##### Directorships

1. Tata Steel Europe Limited
2. Tata Steel UK Consulting Limited
3. Tata Steel UK Limited
4. Tata Steel Nederlands Holdings BV

##### Chairperson of Board Committees

None

##### Member of Board Committees

None

##### Shareholding in the Company

Dr. Karl-Ulrich Koehler does not hold any equity shares of the Company.



#### Profile of Mr. D. K. Mehrotra

Mr. D. K. Mehrotra, aged 62 years joined the Company as a Director in October 2012. He is an honours Graduate in Science from the University of Patna. Mr. Mehrotra has attended several important knowledge forums in India and abroad and is associated with the apex training institutes of insurance in India like the National Insurance Academy and the Insurance Institute of India. He is former Chairman of Life Insurance Corporation of India.

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

Mr. Mehrotra's demonstrated executive leadership as the former Chairman of Life Insurance Corporation of India, indicate that he will provide valued insights and perspectives to the Board deliberations on complex financial and operational issues. The Board will draw on his experience and skills in the areas of compliance, internal controls and administrative issues. His unique insights with respect to regulatory and policy matters, strengthen the Board's collective knowledge, capabilities and experience.

#### Companies (other than Tata Steel Limited) in which Mr. D. K. Mehrotra holds Directorships and Committee membership

##### Directorships

1. Multi Commodity Exchange of India Limited
2. Computer Age Management Services Private Limited
3. CAMS Repository Services Limited
4. Tata AIA Life Insurance Company Limited
5. NSE Strategic Investment Corporation Limited
6. Indian Energy Exchange Limited

##### Chairperson of Board Committees

##### Multi Commodity Exchange of India Limited

Nomination and Remuneration Committee

Investment Committee

IT Committee

##### Computer Age Management Services Private Limited

Nomination and Remuneration Committee

Investment Committee

##### NSE Strategic Investment Corporation Limited

Nomination and Remuneration Committee

##### Indian Energy Exchange Limited

Audit Committee

##### Member of Board Committee

##### Multi Commodity Exchange of India Limited

Audit Committee

Corporate Social Responsibility Committee

##### Shareholding in the Company

Mr. D. K. Mehrotra does not hold any equity shares of the Company.

**Profile of Mr. Andrew Robb**

Mr. Andrew Robb, aged 72 years is a Fellow Member of the Chartered Institute of Management Accountants and holds a Joint Diploma in Management Accounting. Mr. Robb joined the board of Corus Group Plc, and became Chairman of the Audit Committee in August 2003. Following the takeover of Corus by Tata Steel in March 2007, Mr. Robb remained on the Board of Corus Group Plc. On 22 November, 2007, he was appointed as a Non-Executive Independent Director of the Company, the position he held until 14 August, 2014 as he did not offer himself for re-election to the Board at the Annual General Meeting of the Company held on that date. At the request of the Board, Mr. Robb has accepted a fresh appointment as an Additional Director of the Company w.e.f. 12 November, 2014.

Mr. Robb is currently also the Chairman of the Board and the Audit Committee of Tata Steel Europe Limited. Mr. Robb was Finance Director of the Peninsular and Oriental Steam Navigation Co., between 1983 and 1989 and then became Finance Director of Pilkington Group PLC from 1989 to 2001. Mr. Robb remained a Director of Pilkington until 28 January, 2003. He has been Chairman of the Board of Tata Steel Europe Limited since March 2009 and its Independent Director since 1 August, 2003. He is also a Non-Executive Director of Jaguar Land Rover Automotive Plc.

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

Mr. Andrew Robb has valuable experience in managing the issues faced by large and complex corporations as a result of his service as the Chairman of Tata Steel Europe.

Mr. Andrew Robb has significant experience in management, finance, manufacturing and operations. Mr. Andrew Robb's experience demonstrates his leadership capability, general business acumen and knowledge of complex financial and operational issues that large companies face. By virtue of his background and experience, Mr. Andrew Robb has an extraordinarily broad and deep knowledge of the steel industry. His prior experiences 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.

**Companies (other than Tata Steel Limited) in which Mr. Andrew Robb holds Directorships and Committee membership****Directorships**

1. Tata Steel Europe Limited
2. Jaguar Land Rover Automotive Plc

**Chairperson of Board Committees****Jaguar Land Rover Automotive Plc**

Audit Committee

Remuneration Committee

**Tata Steel Europe Limited**

Audit Committee

Remuneration Committee

**Member of Board Committee**

None

**Shareholding in the Company**

Mr. Andrew Robb does not hold any equity shares of the Company.