

FOR THE ELIGIBLE ORDINARY SHAREHOLDERS OF OUR COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated January 22, 2018 (“Letter of Offer”). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

The Company has dispatched hard copy of the Abridged Letter of Offer along with the Composite Application Forms for Fully Paid Shares and Partly paid Shares (“CAF”) to Eligible Ordinary Shareholders at their Indian addresses registered with their depository or the Company. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India (“SEBI”), the Stock Exchanges where the Ordinary Shares of our Company are listed i.e. BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) and the Lead Managers to the Issue i.e. Kotak Mahindra Capital Company Limited, Axis Capital Limited, HDFC Bank Limited, ICICI Securities Limited and SBI Capital Markets Limited; at www.sebi.gov.in, www.bseindia.com, www.nseindia.com and www.investmentbank.kotak.com, www.axiscapital.co.in, www.hdfcbank.com, www.icicisecurities.com and www.sbicaps.com, respectively.

TATA STEEL



TATA STEEL LIMITED

Tata Steel Limited was incorporated on August 26, 1907 as a public limited company under the Indian Companies Act, 1882.

Registered Office: Bombay House, 24, Homi Mody Street, Fort, Mumbai 400 001; **Tel:** +91 22 6665 8282; **Fax:** +91 22 6665 7724

Contact Person: Parvatheesam K, Company Secretary and Compliance Officer; **Tel:** +91 22 6665 7279; **Fax:** +91 22 6665 7724

E-mail: cosec@tatasteel.com; **Website:** www.tatasteel.com; **Corporate Identity Number:** L27100MH1907PLC000260

PROMOTER OF OUR COMPANY: TATA SONS LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE ORDINARY SHAREHOLDERS OF TATA STEEL LIMITED (OUR “COMPANY” OR THE “ISSUER”) ONLY

SIMULTANEOUS BUT UNLINKED ISSUE OF (I) UP TO 15,53,94,550 FULLY PAID SHARES OF FACE VALUE OF ₹ 10 EACH NOT EXCEEDING ₹ 8,000 CRORE ON A RIGHTS BASIS TO THE ELIGIBLE ORDINARY SHAREHOLDERS OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 510 PER FULLY PAID SHARE (INCLUDING A PREMIUM OF ₹ 500 PER FULLY PAID SHARE) IN THE RATIO OF 4 FULLY PAID SHARES FOR EVERY 25 ORDINARY SHARES HELD BY THE ELIGIBLE ORDINARY SHAREHOLDERS ON THE RECORD DATE, THAT IS, ON FEBRUARY 1, 2018 (“RECORD DATE”) AND (II) UP TO 7,76,97,280 PARTLY PAID SHARES OF FACE VALUE OF ₹ 10 EACH NOT EXCEEDING ₹ 4,800 CRORE ON A RIGHTS BASIS TO THE ELIGIBLE ORDINARY SHAREHOLDERS OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 615 PER PARTLY PAID SHARE (INCLUDING A PREMIUM OF ₹ 605 PER ORDINARY SHARE) IN THE RATIO OF 2 PARTLY PAID SHARES FOR EVERY 25 ORDINARY SHARES HELD BY THE ELIGIBLE ORDINARY SHAREHOLDERS ON THE RECORD DATE (THE “ISSUE”). FOR FURTHER DETAILS, PLEASE SEE THE SECTION ENTITLED “TERMS OF THE ISSUE” ON PAGE 340 OF THE LETTER OF OFFER.

PAYMENT METHOD FOR PARTLY PAID SHARES

Amount payable per Ordinary Share*	Face Value (₹)	Premium (₹)	Total (₹)
On Application	2.504	151.496	154
On First and Final Call	7.496	453.504	461
Total	10	605	615

* For details on the Payment Method, please see the section entitled “Terms of the Issue” beginning on page 340 of the Letter of Offer.

ELIGIBILITY FOR THE ISSUE

The Company is eligible under Regulation 10 of the SEBI ICDR Regulations and Part E, Section VIII of the SEBI ICDR Regulations.

INDICATIVE TIMETABLE

Issue Opening Date	February 14, 2018	Date of Allotment (on or about)	March 13, 2018
Last date for receiving requests for SAFs	February 21, 2018	Date of credit (on or about)	March 15, 2018
Issue Closing Date	February 28, 2018	Date of listing (on or about)	March 19, 2018

The above timetable is indicative and does not constitute any obligation on the Issuer or the Lead Managers.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and Investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For making an investment decision, Investors must rely on their own examination of our Company and the Issue including the risks involved. The Ordinary Shares being offered in the Issue have neither been recommended nor approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Investors are advised to refer to the section entitled “Risk Factors” on page 11 of the Letter of Offer and page (4) of this Abridged Letter of Offer before making an investment in the Issue.

Name of the Lead Managers and contact details (telephone and email id) of the Lead Managers		
Kotak Mahindra Capital Company Limited Tel: +91 22 4336 0000 Fax: +91 22 6713 2447 E-mail: tsl.rights@kotak.com Investor Grievance E-mail: kmcredressal@kotak.com	Axis Capital Limited Tel: +91 22 4325 2183 Fax: +91 22 4325 3000 E-mail: tsl.rights@axiscap.in Investor Grievance E-mail: complaints@axiscap.in	HDFC Bank Limited Tel: +91 22 3395 8021 Fax: +91 22 3078 8584 E-mail: tatasteel.rights@hdfcbank.com Investor Grievance E-mail: investor.redressal@hdfcbank.com
ICICI Securities Limited Tel: +91 22 2288 2460 Fax: +91 22 2282 6580 E-mail: tsl.rights@icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com	SBI Capital Markets Limited Tel: +91 22 2217 8300 Fax: +91 22 2217 8332 E-mail: tsl.rights@sbicaps.com Investor Grievance E-mail: investor.relations@sbicaps.com	
Name of Registrar to the Issue and contact details (telephone and email id)	Link Intime India Private Limited Tel: +91 22 4918 6300 Fax: +91 22 4918 6195 E-mail: tatasteel.rights2018@linkintime.co.in Investor Grievance E-Mail: tatasteel.rights2018@linkintime.co.in	
Name of Statutory Auditor	Price Waterhouse & Co Chartered Accountants LLP	
Self-Certified Syndicate Banks (“SCSBs”)	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.	
Bankers to the Issue	Kotak Mahindra Bank Limited; Axis Bank Limited; HDFC Bank Limited; ICICI Bank Limited; State Bank of India	
Refund Bank	HDFC Bank Limited	

BUSINESS OVERVIEW AND STRATEGY

Tata Steel Group is one of the world’s largest steel companies with a steel production capacity of approximately 27.5 MTPA. According to the World Steel Association (“WSA”), our Group was the world’s 10th largest steel maker by crude steel production volume in 2016. Our Group is also a geographically diversified steel producer, with operations in 26 countries and a commercial presence in more than 50 countries. As of March 31, 2017, our Group had more than 70,000 employees.

Our Strengths:

(i) Sustainable and highly cost efficient operations in India; (ii) Leading position across operations; (iii) Global scale; (iv) Diversified product base targeting multiple end user segments; (v) Efficient project implementation; (vi) Uniquely positioned to undertake acquisitions opportunistically; and (vii) Skilled workforce led by experienced management team.

Our Strategies:

(i) Capacity expansion in growing Indian steel markets; (ii) Restructuring of European portfolio; (iii) Increase sales of high value added products and branded sales; (iv) Enhance competitiveness through continuous improvement; (v) Operational stability; (vi) Raw materials security; (vii) Strategic control over logistics and supply chain; (viii) Strategic alliances with joint venture partners; and (ix) Continue to pursue inorganic growth opportunities, including with respect to distressed assets.

BOARD OF DIRECTORS

S. No.	Name	Designation	Experience including current/past position held in other firms
1	N. Chandrasekaran	Chairman and Non-Executive Director	He was the Chief Executive Officer and Managing Director of Tata Consultancy Services, a leading global IT solutions and consulting firm, from 2009 till February 2017. He is a Non-executive Director of our Company since January 13, 2017 and was appointed as the Chairman of the Board with effect from February 7, 2017.
2	Mallika Srinivasan	Independent Director	She is the chairman and chief executive officer of Tractors and Farm Equipment Limited and TAFE Motors and Tractors Limited. She has been a member of the Board of our Company since May 21, 2012 and was appointed as an Independent Director on the Board of our Company on August 14, 2014.
3	O. P. Bhatt	Independent Director	He was the chairman of State Bank Group. He was appointed as a member of the Board with effect from June 10, 2013 and was appointed as an Independent Director with effect from August 14, 2014.

4	Dr. Petrus Blauwhoff	Independent Director	He has served as a chairman of the German National Oil Industry Association, as the chief executive officer of Deutsche Shell Holding GmbH and as a vice-chairman of the German Forum for Future Energies, among others. He was appointed as an Independent Director on the Board of our Company on February 7, 2017.
5	Aman Mehta	Independent Director	He has over 39 years of experience in the field of banking and finance and was the chief executive officer of the HSBC Group (Asia Pacific). He was appointed as an Independent Director on the Board of Company on March 29, 2017.
6	Deepak Kapoor	Independent Director	He was the chairman of Price Waterhouse Coopers India. He was appointed as an Independent Director on the Board of our Company on April 1, 2017.
7	D. K. Mehrotra	Non-Executive Director	He is the former chairman of Life Insurance Corporation of India. He joined our Company as a Director on October 22, 2012.
8	Saurabh Agrawal	Non-Executive Director	He has been the group chief financial officer of Tata Sons Limited since June, 2017 and was appointed as the executive director of Tata Sons Limited in November, 2017. Prior to joining the Tata Group, he was the head of strategy at the Aditya Birla Group. He was appointed as a Non-Executive Director on the Board of our Company on August 10, 2017.
9	T. V. Narendran	Chief Executive Officer and Managing Director	He joined the Company in 1988 and was appointed as the Managing Director, India and South East Asia of our Company in 2013. He has successfully executed and commissioned one of the largest Greenfield Projects in India, the Kalinganagar Steel plant in Odisha, which ramped up operations to its rated capacity within a very short span of time. He was appointed as the Chief Executive Officer and Managing Director of our Company on October 30, 2017.
10	Koushik Chatterjee	Executive Director and Chief Financial Officer	He joined our Company in 1995 and was appointed as the Group Executive Director (Finance and Corporate) with effect from November 9, 2012. During his tenure, he led the first overseas acquisition of a steel manufacturer by our Company, NatSteel Asia and subsequently led the acquisition of Millenium Steel (now Tata Steel Thailand) in Thailand. He also played a critical role in the acquisition of Corus Group Plc. He was appointed as the Executive Director and Chief Financial Officer with effect from November 9, 2017.

OBJECTS OF THE ISSUE

Means of Finance, Utilisation of Proceeds and Schedule of Implementation or Deployment of Net Proceeds

The funding requirements mentioned in the section entitled “*Objects of the Issue*” on page 59 of the Letter of Offer are based on the internal management estimates of our Company and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management. If additional funds are required for the purposes as mentioned in the section entitled “*Object of the Issue*” on page 59 of the Letter of Offer, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them. Further, in the event of any shortfall of funds for any of the activities proposed to be financed out of the Net Proceeds, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws.

Our Company proposes to meet the entire funding requirements for the proposed objects of the Issue from the Net Proceeds and identifiable internal accruals. Therefore, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

The following table provides the schedule of utilisation of the Net Proceeds:

(in ₹ crore)

Sr. No.	Particulars	Amount to be utilised in Fiscal 2018	Amount to be utilised in Fiscal 2019
1.	Repayment or pre-payment of certain borrowings availed by our Company	5,000.00	4,700.00
2.	Expenses towards general corporate purposes	1,500.00	1,452.84
	Total	6,500.00	6,152.84

In the event that the Net Proceeds are not utilized towards the objects of the Issue in Fiscal 2018 or 2019, the same would be utilized in subsequent Fiscals for achieving the objects of the Issue.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years. - Not applicable

Monitoring Agency: HDFC Bank Limited

SHAREHOLDING PATTERN AS ON DECEMBER 31, 2017

Sr. No.	Particulars	Pre - Issue number of shares	% Holding of Pre - Issue
1.	Promoter and Promoter Group	30,45,01,776	31.35
2.	Public	66,67,14,113	68.65
	Total	97,12,15,889	100

LIMITED REVIEW / AUDITED FINANCIALS*

Standalone

(in ₹ crores)

Particulars	Year ended March 31, 2017	Six month period ended September 30, 2017
Revenue from operations	53,260.96	28,642.65
Net Profit/(loss) before tax	5,356.93	2,771.58
Net Profit/(loss) after tax	3,444.55	1,800.53
Equity Share Capital	971.41	971.41
Hybrid Perpetual Securities	2,275.00	2,275.00
Other Equity	48,687.60	49,031.16
Total Equity	51,934.01	52,277.57
Basic and Diluted Earnings per share (Rs.)	33.67	17.64
Return on average net worth (%)	6.83	-
Net worth value per share (Rs.)	534.73	538.27

(Source: Annual reports for Financial Year 2017 and audited Standalone Financials for half year ended September 30, 2017.)

Consolidated

(in ₹ crores)

Particulars	Year ended March 31, 2017	Six month period ended September 30, 2017
Total Revenue from operations	117,419.94	63,437.47
Net Profit/(loss) before tax	2,473.63	3,799.57
Net Profit/(loss) after tax	(4,168.57)	1,938.87
Equity Share Capital	970.24	970.24
Hybrid Perpetual Securities	2,275.00	2,275.00
Other Equity	34,574.08	33,820.41
Non controlling interest	1,601.70	(5,037.14)
Total Equity	39,421.02	32,028.51
Basic and Diluted Earnings per share (Rs.) (For continuing operations)	(4.93)	18.90
Basic and Diluted Earnings per share (Rs.) (For continuing and discontinued operations)	(44.77)	19.08
Return on average net worth (%)	(9.93)	-
Net worth per share (Rs.)	406.38	330.17

(Source: Annual reports for Financial Year 2017 and Limited reviewed unaudited Consolidated Financials for half year ended September 30, 2017.)

INTERNAL RISK FACTORS

The below mentioned risks are the top 5 risk factors as per the Letter of Offer:

1. The steel industry is affected by global economic conditions. Slower than expected or uneven growth of the global economy or a renewed global recession could have a material adverse effect on the steel industry and us.
2. The steel industry is highly cyclical and a decrease in steel prices may have a material adverse effect on our business, results of operations, prospects and financial condition.
3. Overcapacity and oversupply in the global steel industry may adversely affect our profitability.
4. Developments in the competitive environment in the steel industry, such as consolidation among our competitors, could have a material adverse effect on our competitive position and hence our business, financial condition, results of operations or prospects.
5. The steel industry is characterized by a high proportion of fixed costs and volatility in the prices of raw materials and energy, including mismatches between trends in prices for raw materials and steel, as well as limitations on or disruptions in the supply of raw materials, which could adversely affect our profitability.

For further details, please see the section entitled 'Risk Factors' on page 11 of the Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of Criminal and material outstanding litigations against the Company and amount involved :

Sr. No	Nature of the Case	Number of Outstanding cases	Amount Involved (in ₹ crores)
1.	Criminal	-	-
2.	Civil	11	Not Quantifiable

B. Brief details of top five material outstanding litigations against the company and amount involved:

S. No.	Particulars	Litigation filed by	Current Status	Amount Involved (₹ in crore)
1	In the matter of <i>Common Cause v. Union of India & Ors.</i> , the Supreme Court has by its order dated August 2, 2017 (the “ Common Cause Order ”) directed payment under Section 21(5) of the MMDR Act, 1957 for excess production of iron ore and manganese ore from mines in Odisha due to breach of limits prescribed in the environmental clearance (granted under the Environment (Protection) Act, 1986). Pursuant to the purported application of the Common Cause Order, our Company has received demand notices for additional amounts of compensation in Odisha and as compensation payable for excess mining for our mines in Jharkhand. Additionally, a show-cause notice by the Office of the Deputy Director Mines, Joda Circle, District Keonjhar in relation to our chromite mine at Sukinda, Orissa, involving an amount aggregating to ₹ 694.02 crore (the “ SCN ”). Our Company has responded to the SCN.	Government of India	Our Company is seeking appropriate legal remedies as may be warranted for each of the demand notices.	3,024.02
2	Our Company and others (the “ Petitioners ”) had filed a writ petition challenging the constitutional validity of the Orissa Rural Infrastructure and Socio-Economic Development Act, 2004 (the “ ORISED Act ”) before the High Court of Orissa. Under the ORISED Act, tax is required to be paid on the annual value of mineral-bearing land and the annual value of such land, in relation to a financial year, is determined on the basis of average value of minerals produced from mineral bearing land in the immediately preceding two financial years. The High Court of Orissa held that the ORISED Act was unconstitutional as the state legislature was incompetent to levy any taxes or duties on the extraction of minerals and set aside the demand notices issued to the Petitioners for an amount aggregating to ₹ 6,201 crore. The State Government of Odisha has appealed the aforesaid judgment before the Supreme Court by way of a special leave petition.	State Government of Odisha	The matter is currently pending before the Supreme Court.	6,201
3	Our Company has filed petitions (the “ Petitions ”) in the High Court of Jharkhand (“ High Court ”) against the Union of India challenging the constitutional validity of Rules 64B and 64C of Mineral Concession Rules, 1960 (the “ MC Rules ”) and the challenged provisions, the “ Impugned Rules ”) in relation to differential royalty liable to be paid by our Company on the coal mined from our West Bokaro and Jharia mines. The dispute pertains to the method of computation of, and the levy of final royalty on, coal in terms of the MC Rules and the MMDR Act, 1957. In an earlier proceeding involving our Company (“ Supreme Court Proceedings ”), the Supreme Court, through its order dated March 17, 2015, had <i>inter alia</i> held that our Company was liable to pay royalty under the Impugned Rules from the date of their notification, but the constitutionality of the Impugned Provisions was not adjudicated upon by the High Court. During the pendency of the Supreme Court Proceedings, our Company received demand notices aggregating to ₹ 347.42 crore received by our Company from the District Mining Officer, Ramgarh, towards alleged short levy of royalty on washed coal of “Steel Grade-I” and short levy of royalty on “tailing coal” (the “ Demand Notices ”). The High Court, through its order dated June 26, 2015 refused to grant a stay on the Demand Notices and directed that as in the past, our Company would have to pay the amount under the Demand Notices under protest. Subsequently, the High Court has dismissed the Petitions by way of an order dated January 10, 2018. Our Company will seek appropriate legal remedies as may be warranted. Our Company has also filed revision applications against the Demand Notices before the Revisionary Authority, Ministry of Mines, Government of India (the “ Mines Tribunal ”). As on date, our Company has paid a total amount of ₹510 crore under protest.	Government of India	The revision applications are currently pending before the Mines Tribunal.	1,416

4	Our Company had filed a writ petition before the High Court of Orissa (“ High Court ”) on July 5, 2013, challenging the constitutional validity of the Indian Stamp (Odisha Amendment) Act, 2013 (“ Amendment Act ”) and Rule 11C of the Odisha Stamp Rules, 1952, inserted through Indian Stamp (Odisha Amendment) Rules, 2013 (the “ Amendment Rules ”) in relation to new provisions introduced by the said Act with respect to introduction of stamp duty chargeable on grant and renewal of mining leases and more particularly, requiring stamp duty to be paid with respect to mining leases awaiting renewal. The High Court, through its order dated July 9, 2013 has granted an interim stay on the implementation of the provisions of the Amendment Act. Our Company has made applications for renewal of mining leases as per the provisions of the MMDR Act, 1957. As on date, our Company has received demand notices, issued by the relevant authority, for various mines in Odisha aggregating to ₹5,579 crore.	Mining Authorities	The matter is currently pending before the High Court of Odisha.	5,579
5	Our Company is a mining lessee for iron ore in Noamundi, Jharkhand. The mining lease in respect of the said mine (the “ Noamundi Mines ”) and the mining lease, the “ Mining Lease ”) was initially granted in 1922 and has been subsequently renewed for a period up to December 31, 2011. Prior to the expiry of the Mining Lease, our Company applied for its renewal on December 17, 2009 (“ Application ”). Pending the decision on the Application, our Company continued mining operations at the Noamundi Mines in accordance with the applicable licenses and the extant provisions of the Mineral Concession Rules, 1960 (the “ MC Rules ”). Subsequently, our Company filed a writ petition before the High Court of Jharkhand at Ranchi (the “ High Court ”) praying for directions to the State Government of Jharkhand (the “ State Government ”) for issuance of formal orders for renewal of the Mining Lease under the provisions of MMDR Act, 1957. The High Court allowed the writ petition and directed the State Government issue orders. Whilst the State Government through its order granted its approval for the extension of the Mining Lease, the same was subject to compliance with certain additional terms and conditions (the “ Additional Conditions ”), including a demand of ₹3,568.32 crore towards penalty for alleged illegal mining by our Company (the “ Demand ”). Pursuant to an interim order passed by the High Court and in order to resume mining operations at the Noamundi Mines, our Company paid a total amount of ₹573.83 crore of the Demand under protest. Subsequently, the MMDR Amendment Act, 2015 was passed and the Company has amended its writ petitions before the High Court for, amongst other issues, challenging the Additional Conditions and Demand imposed on our Company to further plead that these were not tenable under the provisions of extension of lease, under the MMDR Amendment Act, 2015 as well.	High Court of Jharkhand at Ranchi	The matter is currently pending.	3,568.32

For further details, please see section entitled “*Outstanding Litigation and Defaults*” on page 320 of the Letter of Offer.

ANY OTHER IMPORTANT INFORMATION AS PER LEAD MANAGER/ COMPANY

Procedure for Application

The CAF for the Ordinary Shares offered as part of the Issue would be printed for all Eligible Ordinary Shareholders. In case the original CAFs are not received by the Eligible Ordinary Shareholder or is misplaced by the Eligible Ordinary Shareholder, the Eligible Ordinary Shareholder may request the Registrar, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID, Client ID and their full name and Indian address. In case the signature of the Investor(s) does not match with the specimen registered with our Company, the application is liable to be rejected.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the CAF or the duplicate CAF attributable to postal delays or if the CAF or the duplicate CAF are misplaced in the transit. Eligible Ordinary Shareholders should note that those who are making the application in such duplicate CAF should not utilize the original CAF for any purpose, including renunciation, even if the original CAF is received or found subsequently. If any Eligible Ordinary Shareholder violates any of these requirements, he/she shall face the risk of rejection of both applications.

Please note that all Applicants who are QIBs, Non-Institutional Investors (including all companies and body corporates) and other Applicants whose application amount exceeds ₹2,00,000 can participate in the Issue only through the ASBA process. The Investors who are not QIBs, Non-Institutional Investors or Investors whose application amount is not more than ₹2,00,000 can participate in the Issue through the ASBA process or the non ASBA process.

Please also note that by virtue of the Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Eligible Ordinary Shareholder being an OCB is required to obtain prior approval from RBI for applying to the Issue.

Application on Plain Paper

Please note that the procedure for application on plain paper set out below would apply separately for Fully Paid Shares and Partly Paid Shares, as the case may be.

An Eligible Ordinary Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with an account payee cheque/ demand draft, net of bank and postal charges payable at Mumbai and the Investor should send the same by registered post directly to the Registrar to the Issue. For details of the mode of payment, please see the section entitled “*Terms of the Issue - Modes of Payment*” on page 355 of the Letter of Offer. Applications on plain paper from any address outside India will not be accepted.

The envelope should be superscribed “Tata Steel Limited - Rights Issue” and should be postmarked in India. The application on plain paper, duly signed by the Eligible Ordinary Shareholder including joint holders, in the same order and as per specimen recorded with our Company or the Depositories, must reach the office of the Registrar before the Issue Closing Date and should contain the following particulars:

1. Name of the Company, being Tata Steel Limited;
2. Name and address of the Eligible Ordinary Shareholder including joint holders;
3. Registered Folio Number/DP and Client ID No.;
4. Number of Ordinary Shares held as on Record Date;
5. Share Certificate numbers and distinctive numbers of Fully Paid Shares and/or Partly Paid Shares, if held in physical form;
6. Allotment option preferred - physical or demat form (including DP ID and Client ID), if held in physical form;
7. Number of Ordinary Shares entitled to;
8. Number of Ordinary Shares applied for;
9. Number of additional Ordinary Shares applied for, if any;
10. Total number of Ordinary Shares applied for;
11. Total amount paid at the rate of ₹510 per Fully Paid Share or ₹154 per Partly Paid Share, as the case may be;
12. Particulars of cheque/demand draft, separately for Fully Paid Shares and Partly Paid Shares;
13. Savings or current account number and name and address of the bank where the Eligible Ordinary Shareholder will be depositing the refund order. In case of Ordinary Shares held in dematerialized form, the Registrar shall obtain the bank account details from the information available with the Depositories;
14. Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Ordinary Shareholder and for each Eligible Ordinary Shareholder in case of joint names, irrespective of the total value of the Ordinary Shares applied for pursuant to the Issue;
15. If the payment is made by a draft purchased from NRE or FCNR or NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE or FCNR or NRO account;
16. Signature of the Applicant (in case of joint holders, to appear in the same sequence and order as they appear in the records of our Company or the Depositories); and
17. The Investors who are (i) not QIBs, (ii) not Non-Institutional Investors, or (iii) investors whose application amount is less than ₹ 2 Lakhs can participate in the Issue either through the ASBA process or the non ASBA process.
18. Additionally, all such Applicants are deemed to have accepted the following:

*“I/ We understand that neither the Rights Entitlement nor the Ordinary Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “**United States**”). I/ we understand the Ordinary Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Ordinary Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Ordinary Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I am/ we not in the United States and understand that neither us, nor the Registrar, the Lead Managers or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of us have reason to believe is in the United States or is ineligible to participate in the Issue under the securities laws of their jurisdiction.*

I/ We will not offer, sell or otherwise transfer any of the Ordinary Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. I/We satisfy, and each account for which I/we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence.

I/ We understand and agree that the Rights Entitlement and Ordinary Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

I/ We acknowledge that we, the Lead Managers, our affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible Ordinary Shareholder violates such requirements, he/ she shall face the risk of rejection of both the applications. Our Company shall refund such application amount to the Eligible Ordinary Shareholder without any interest thereon and no liability shall arise on part of our Company, Lead Managers and our Directors. In cases where multiple CAFs are submitted, including cases where an Investor submits CAFs along with a plain paper application, such applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Investor. The plain paper application format will be available on the website of the Registrar at www.linkintime.co.in.

Right Entitlement Ratio:

(i) 4 Fully Paid Shares that an Eligible Ordinary Shareholder is entitled to in proportion to 25 Ordinary Shares held by such Eligible Ordinary Shareholder on the Record Date; and (ii) 2 Partly Paid Shares that an Eligible Ordinary Shareholder is entitled to in proportion to 25 Ordinary Shares held by such Eligible Ordinary Shareholder on the Record Date.

Fractional Entitlements

Fractional Entitlements for Fully Paid Shares:

The Fully Paid Shares are being offered on a rights basis to Eligible Ordinary Shareholders in the ratio of 4 Fully Paid Shares for every 25 Ordinary Shares held on the Record Date. For Fully Paid Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Ordinary Shareholders is less than 25 Ordinary Shares or not in the multiple of 25, the fractional entitlement of such Eligible Ordinary Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Ordinary Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Ordinary Share each if they apply for additional Fully Paid Shares over and above their Rights Entitlement, if any.

For example, if an Eligible Ordinary Shareholder holds 30 Ordinary Shares, such Ordinary Shareholder will be entitled to 4 Fully Paid Shares on a rights basis and will also be given a preferential consideration for the Allotment of one additional Fully Paid Share if the Shareholder has applied for the same.

Further, the Eligible Ordinary Shareholders holding less than 7 Ordinary Shares shall have ‘zero’ entitlement for Fully Paid Shares. Such Eligible Ordinary Shareholders are entitled to apply for additional Fully Paid Share and will be given preference in the allotment of one additional Fully Paid Share if, such Eligible Ordinary Shareholders apply for the additional Fully Paid Share. However, they cannot renounce the same in favour of third parties and the CAF shall be non-negotiable.

Our Company may issue additional Fully Paid Shares due to rounding off.

Fractional Entitlements for Partly Paid Shares:

The Partly Paid Shares are being offered on a rights basis to Eligible Ordinary Shareholders in the ratio of 2 Partly Paid Shares for every 25 Ordinary Shares held on the Record Date. For Partly Paid Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Ordinary Shareholders is less than 25 Ordinary Shares or not in the multiple of 25, the fractional entitlement of such Eligible Ordinary Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Ordinary Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Partly Paid Share if they apply for additional Partly Paid Shares over and above their Rights Entitlement, if any.

For example, if an Eligible Ordinary Shareholder holds 30 Ordinary Shares, such Ordinary Shareholder will be entitled to 2 Partly Paid Shares on a rights basis and will also be given a preferential consideration for the Allotment of one additional Partly Paid Share if the Shareholder has applied for the same.

Further, the Eligible Ordinary Shareholders holding less than 13 Ordinary Shares shall have ‘zero’ entitlement for Partly Paid Shares. Such Eligible Ordinary Shareholders are entitled to apply for additional Partly Paid Shares and will be given preference in the allotment of one additional Partly Paid Share if such Eligible Ordinary Shareholders apply for the additional Partly Paid Share. However, they cannot renounce the same in favour of third parties and the CAF shall be non-negotiable.

Our Company may issue additional Partly Paid Shares due to rounding off.

Renunciation

The Issue includes a right exercisable by you to renounce the Fully Paid Shares or Partly Paid Shares offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that our Company shall not Allot and/or register

the Fully Paid Shares or the Partly Paid Shares in favour of the following Renounees: (i) more than three persons (including joint holders); (ii) partnership firm(s) or their nominee(s); (iii) minors; (iv) HUF; or (v) any trust or society (unless the same is registered under the Societies Registration Act, 1860, as amended or the Indian Trust Act, 1882, as amended or any other applicable law relating to societies or trusts and is authorized under its constitution or bye-laws to hold Ordinary Shares, as the case may be). Additionally, the Eligible Ordinary Shareholders may not renounce in favour of persons or entities which would otherwise be prohibited from being offered or subscribing for Ordinary Shares or Rights Entitlement under applicable securities or other laws. Eligible Ordinary Shareholders may also not renounce in favour of persons or entities in the United States or to the account or benefit of a U. S. person (as defined in Regulation S) or to who would otherwise be prohibited from being offered or subscribing for Ordinary Shares or Rights Entitlement under applicable securities law.

Procedure for renunciation

The following procedure applies to renunciation. The same applies for either renunciation of Fully Paid Shares or Partly Paid Shares, as the case may be. Please note that the procedure set out below would apply separately for Fully Paid Shares or Partly Paid Shares:

To renounce all the Ordinary Shares offered to an Eligible Ordinary Shareholder in favour of one Renounee

If you wish to renounce the offer indicated in Part 'A', in whole, please complete Part 'B' of the CAF. In case of joint holding, all joint holders must sign Part 'B' of the CAF in the same order. The person in whose favour renunciation has been made should complete and sign Part 'C' of the CAF. In case of joint Renounees, all joint Renounees must sign Part 'C' of the CAF.

To renounce in part or the whole to more than one person(s)

If you wish to either (i) accept this offer in part and renounce the balance, or (ii) renounce the entire offer under the Issue in favour of two or more Renounees, the CAF must be first split into requisite number of forms. Please indicate your requirement of SAFs in the space provided for this purpose in Part 'D' of the CAF and return the entire CAF to the Registrar so as to reach them latest by the close of business hours on the last date of receiving requests for SAFs as provided herein. On receipt of the required number of SAFs from the Registrar, the procedure as mentioned in paragraph above shall have to be followed.

In case the signature of the Eligible Ordinary Shareholder(s), who has renounced the Ordinary Shares, does not match with the specimen registered with our Company or the Depositories, the application is liable to be rejected.

Renounee(s)

The person(s) in whose favour the Fully Paid Shares or Partly Paid Shares are renounced should fill in and sign Part 'C' of the Fully Paid Shares CAF or the Partly Paid Shares CAF, as the case may be, and submit the entire Fully Paid Shares CAF or Partly Paid Shares CAF, as the case may be, to the Bankers to the Issue or any of the collection branches as mentioned on the reverse of the Fully Paid Shares CAF or the Partly Paid Shares CAF, as the case may be, on or before the Issue Closing Date along with the application money in full.

Change and/or introduction of additional holders

If you wish to apply for Ordinary Shares jointly with any other person(s), not more than three including you, who is or are not already a joint holder with you, it shall amount to renunciation and the procedure as stated above for renunciation shall have to be followed. Even a change in the sequence of the name of joint holders shall amount to renunciation and the procedure, as stated above shall have to be followed.

However, this right of renunciation is subject to the express condition that the Board of Directors shall be entitled in its absolute discretion to reject the request for Allotment from the Renounee(s) without assigning any reason thereof.

Renunciation under the ASBA Process

ASBA Investors can neither be Renounees, nor can they renounce their Rights Entitlement. Renunciation shall be ascertained separately for Fully Paid Shares CAF and Partly Paid Shares CAF. For example, if an Eligible Ordinary Shareholder renounces in part his entitlement for Partly Paid Shares, but accepts his entitlement, in full or in part, (without renouncing) for Fully Paid Shares, he is eligible to apply through ASBA for Fully Paid Shares, but is not eligible to apply through ASBA for Partly Paid Shares.

Additional Ordinary Shares

You are eligible to apply for additional Ordinary Shares over and above the number of Ordinary Shares that you are entitled to, provided that you are eligible to apply for Ordinary Shares under applicable law and you have applied for all the Ordinary Shares (as the case may be) offered without renouncing them in whole or in part in favour of any other person(s). Applications for additional Ordinary Shares shall be considered and Allotment shall be made at the sole discretion of the Board, in consultation with the Designated Stock Exchange and in the manner prescribed under the section entitled "*Terms of the Issue - Basis of Allotment*" on page 366 of the Letter of Offer.

If you desire to apply for additional Ordinary Shares, please indicate your requirement in the place provided for additional Ordinary Shares in Part A of the CAF.

Subscription to the Issue by the Promoter and Promoter Group

The Promoter of our Company, Tata Sons Limited, by way of its letter dated January 16, 2018 (the "**Promoter Letter**") has undertaken to subscribe, on its own account and through any nominated entity or person belonging to the promoter group, to the full extent of their Rights Entitlement in the Issue in accordance with Regulation 10(4) (a) of the Takeover Regulations.

By way of the Promoter Letter, the Promoter has confirmed that it will, on its own account and through any nominated entity or person belonging to the promoter group, subscribe to:

- a. the Rights Entitlement of Sir Dorabji Tata Trust and Sir Ratan Tata Trust (collectively, the “Trusts”), which are members of the Promoter Group, that may be renounced in favour of the Promoter since subscription to their respective Rights Entitlement would not be covered under the category of eligible investments under the provisions of the Bombay Public Trusts Act, 1950, as amended. Such renunciation of the Rights Entitlement by the Trusts to the Promoter would not be considered as “renunciation” for the purposes of Regulation 10(4)(b)(i) of Takeover Regulations as the Trusts are not permitted to subscribe to their Rights Entitlement in terms of the Bombay Public Trusts Act, 1950. Such subscription by the Promoter to Ordinary Shares in the Issue to the extent of the Rights Entitlements renounced in its favour by the Trusts shall be exempt from open offer requirements in terms of Regulation 10(4)(b) of the Takeover Regulations;
- b. the Rights Entitlement of Rujuvalika Investments Limited, a subsidiary of our Company which is also a member of the Promoter Group, may be renounced in favour of the Promoter since subscription to its Rights Entitlement would not be permitted in terms of Section 19 of the Companies Act, 2013 which does not permit a holding company to allot or transfer its shares to any of its subsidiaries. Such renunciation of the Rights Entitlement by Rujuvalika Investments Limited to the Promoter would not be considered as “renunciation” for the purposes of Regulation 10(4)(b)(i) of Takeover Regulations as Rujuvalika Investments Limited is not permitted to subscribe to their Rights Entitlement in terms of the Companies Act, 2013. Such subscription by the Promoter to Ordinary Shares in the Issue to the extent of the Rights Entitlements renounced in its favour by the Rujuvalika Investments Limited shall be exempt from open offer requirements in terms of Regulation 10(4)(b) of the Takeover Regulations;
- c. any unsubscribed portion in the Issue, in accordance with Regulation 10(4)(b) and other applicable provisions of the Takeover Regulations, to ensure subscription to the extent of at least 90% of the issue of Fully Paid Shares and 90% of the issue of Partly Paid Shares; and
- d. any unsubscribed portion in the Issue (over and above those covered under points a, b and c above) offered in the Issue, solely at the discretion of the Promoter.

The members of the Promoter Group (other than the Trusts and Rujuvalika Investments Limited), subject to approval of their respective Board of Directors or a committee thereof, may subscribe, on their own account, to the full extent of their rights entitlement in the Issue or renounce, any or all, of their respective Rights Entitlement in favour of Tata Sons Limited.

The acquisition of Ordinary Shares by the Promoter and members of the Promoter Group shall not result in a change of control of the management of our Company. Our Company is in compliance with Regulation 38 of the Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

Offer Document of last public or rights issue

Please note that the Letter of Offer dated January 22, 2018 issued by the Company, may be inspected at the Registered Office of the Company between 10:00 a.m. and 5:00 p.m. on all working days from the date of the Letter of Offer until the Issue Closing Date.

Ex-rights Price: The ex-rights price of the Ordinary Shares as per regulation 10(4)(b) of the Takeover Regulations is ₹683.56. The ex-rights price of the Ordinary Shares has been calculated by taking weighted average of the Issue Price of the Fully Paid Shares and Partly Paid Shares.

DECLARATION BY THE COMPANY

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

We further certify that all disclosures made in the Letter of Offer are true and correct.

Place: Mumbai

Date: January 22, 2018

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