TATA STEEL

TATA

INFORMATION MEMORANDUM

UNSECURED, SUBORDINATED PERPETUAL, LISTED, RATED HYBRID SECURITIES IN THE FORM OF NON CONVERTIBLE DEBENTURES ON A PRIVATE PLACEMENT BASIS

Issue Opening Date: 17 **March 2011**
Issue Closing Date: 18 **March 2011**

Tata Steel Limited

A Public Company incorporated under the Indian Companies Act, VI of 1882

Date of Incorporation:	26 August 1907
Registered Office:	3rd floor, Bombay House, 24 Homi Mody Street, Fort, Mumbai 400-001, India
Phone No.:	91 22 6665 7279
Fax No.:	91 22 6665 8113
Email:	anjeneyan@tatasteel.com
Website:	www.tatasteel.com

INFORMATION MEMORANDUM

FOR ISSUE OF UNSECURED, SUBORDINATED, PERPETUAL, LISTED, RATED HYBRID SECURITIES IN THE FORM OF NON CONVERTIBLE DEBENTURES ON A PRIVATE PLACEMENT BASIS

INFORMATION MEMORANDUM FOR PRIVATE PLACEMENT OF UNSECURED, SUBORDINATED PERPETUAL, LISTED, RATED HYBRID SECURITIES IN THE FORM OF NON CONVERTIBLE DEBENTURES OF FACE VALUE OF RS.10,00,000/- EACH FOR CASH AT PAR AGGREGATING TO AN AMOUNT OF RS. 1,500 CRORES **(the "SECURITIES")** TO BE ISSUED IN FINANCIAL YEAR 2010-11

GENERAL RISKS

General Risks: Investors are advised to read the risk factors carefully before taking an Investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the issuer and the Information Memorandum including the risks involved. The securities have not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this Information Memorandum. Special attention of investors is invited to the statement of Risk Factors in this Information Memorandum.

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Issuer’s Absolute Responsibility: The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to the Issuer and the issue, which is material in the context of the issue, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

This Information Memorandum is dated 17 March 2011.

<table>
<tr><th colspan="2">Mandated Lead Arrangers:</th></tr>
<tr><td>J.P. Morgan Securities India Private Limited
J.P. Morgan Tower,
Off. C.S.T. Road, Kalina, Santacruz - East,
Mumbai - 400 098
Tel: +91-22-6157-3000</td><td>ICICI Bank
ICICI Bank Tower
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051
Tel. : (022) 26531027</td></tr>
</table>

Registrars to the Issue:
TSR Darashaw Limited.
6-10 Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi,
Mumbai – 400 011.
Tel : 022 66568484
Fax : 022 66568494
E-mail : csg-unit@tsrdarashaw.com
Debenture Trustee:
IDBI Trusteeship Services Ltd.
Asian Building, Ground Floor
17, R. Kamani Marg, Ballard Estate
Mumbai 400 001

Ratings Obtained by the Issue: AA
Rating Agencies:
Credit Analysis & Research Ltd
4th Floor, Godrej Coliseum, Somaiya Hospital Road,
Off Eastern Express Highway,
Sion (East), Mumbai - 400 022.

Brickwork Ratings India Pvt. Ltd.
3rd Floor, Raj Alkaa Park, 29/3 & 32/2
Kalena Agrahara
Bannerghatta Road
Bangalore - 560076

Company Secretary and Compliance Officer :

Mr A. Anjeneyan,
Tata Steel Limited
Bombay House, 24, Homi Mody Street
Fort, Mumbai 400 001
Tel : (91 22) 66657279
Fax: (91 22) 66657724
E-mail: cosec@tatasteel.com

Statutory Auditors of the Company

Deloitte Haskins & Sells
12, Dr. Annie Besant Road
Opp. Shiv Sagar Estate
Worli, Mumbai 400 018
Tel : (91 22) 6667 9000
Fax: (91 22) 6667 9100
E-mail: pde@deloitte.com
Firm Registration Number : 117366W

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(D) EACH OF THE ARRANGERS AND/OR THEIR AFFILIATES MAY EXERCISE SUCH VOTING POWERS, AND OTHERWISE PERFORM ITS FUNCTIONS IN CONNECTION WITH SUCH FIDUCIARY OR OTHER RELATIONSHIPS, WITHOUT REGARD TO ITS RELATIONSHIP TO THE ISSUER AND/OR THE SECURITIES.

i. Name and address of the registered office of the Issuer.

Registered Office:	3rd floor, Bombay House, 24 Homi Mody Street, Fort, Mumbai 400-001, India
Phone No.:	91 22 6665 7279
Fax No.:	91 22 6665 8113
Contact Person:	Mr. A Anjeneyan, Company Secretary
Email:	anjeneyan@tatasteel.com
Website:	www.tatasteel.com

ii. **Names and addresses of the Directors of the Issuer:**
Board of Directors

The following table sets forth details regarding the Company's Board of Directors as on 15th February 2011

Sr. No.	Name, Designation, Address, Occupation and Term	Nationality	Age	Other Directorships
1.	Mr. Ratan N. Tata Non Independent, Non-Executive Chairman Address:'Bakhtavar',163,Lower Colaba Road, Mumbai 400 005. Occupation: Business Term: Retires by rotation Date of Birth: December 28, 1937 DIN No. 00000001	Indian	73	1. Tata Sons Limited 2. Tata Industries Limited 3. Tata Motors Limited 4. Tata Chemicals Limited 5. The Indian Hotels Company Limited 6. The Tata Power Company Limited 7. Tata Global Beverages Limited 8. The Bombay Dyeing & Manufacturing Co. Ltd.- 9. Tata Consultancy Services Ltd. 10. Tata Teleservices Limited 11. Antrix Corporation Ltd. 12. RNT Associates Private Limited 13. Tata Technologies (Pte) Ltd., Singapore 14. Tata International AG Zug, Switzerland 15. Tata AG Zug, Switzerland 16. Tata Limited, London, UK 17. Tata Incorporated, New York, USA 18. Tata Motors European Technical Centre, Plc. 19. Fiat S.p.A., Turin, Italy, 20. Tata America International Corporation Ltd. 21. Alcoa Inc., USA 22. JaguarLandRover Limited, UK 23. RNT Associates International Pte Ltd.

Sr. No.	Name, Designation, Address, Occupation and Term	Nationality	Age	Other Directorships
2.	Mr. B. Muthuraman Non-Independent, Non-Executive Vice Chairman Address: Flat No.111A, NCPA Apartments, Dorabji Tata Road, Nariman Point, Mumbai – 400 021 Occupation: Professional Date of Birth: September 26, 1944 DIN No. 00004757	Indian	66	1. Tata International Ltd. 2. Tata Industries Ltd. 3. Bosch Ltd. 4. Tata Incorporated, New York 5. Tata Steel Europe Limited 6. Tulip UK Holdings No.2 Ltd. 7. Tulip UK Holdings No.3 Ltd. 8. Tata Steel Global Minerals Holdings Pte Ltd. ,Singapore 9. Tata Africa Holdings (SA) (Pty) Ltd.
3.	Mr. Nusli N. Wadia Independent, Non-Executive Director Address: "Beach House" Savarkar Marg, Prabhadevi, Mumbai 400 025 Occupation: Business Term: Retires by rotation Date of Birth: February 15, 1944 DIN No. 00015731	Indian	67	1. The Bombay Dyeing & Mfg. Co. Ltd. 2. Gherzi Eastern Ltd. 3. The Bombay Burmah Trading Corpn. Ltd. 4. Tata Motors Limited 5. Britannia Industries Ltd. 6. Tata Chemicals Ltd. 7. Go Airlines (India) Pvt. Ltd. 8. Leila Lands Sdn. Bhd. (Malaysia) 9. Naira Holdings Ltd. (B.V.I.) 10. Strategic Food International Co. LLC, Dubai UAE 11. Strategic Brand Holdings Co. Ltd., UAE 12. Al Sallan Food Industries Co. SAOG, Oman 13. Britannia & Associates(Dubai) Pvt. Ltd. 14. Al Fayafi General Tradmg Co.LLC, UAE
4.	Mr. S.M. Palia Independent, Non-Executive Director Address: 16, Ruchir Bungalows, Vastrapur, beyond Sarathi Hotel, Ahmedabad 380	Indian	72	1. GRUH Finance Ltd. 2. Saline Area Vitalisation Enterprises Ltd 3. ACC Limited 4. Tata Motors Ltd. 5. Al Champdany Industries Ltd.

Sr. No.	Name, Designation, Address, Occupation and Term	Nationality	Age	Other Directorships
	054 Occupation: Professional Term: Retires by rotation Date of Birth: April 25, 1938 DIN No. 00031145			6. The Bombay Dyeing & Mfg. Co. Ltd. 7. Jerambhai Management Services Private Ltd. 8. Wadhwa Endowment Management Private Ltd.
5.	Mr. Suresh Krishna Independent, Non-Executive Director Address: 79, Poes Garden, Chennai 600 086 Occupation: Business Term: Retires by rotation Date of Birth: December 24, 1936 DIN No. 00046919	Indian	74	1. Sundram Fasteners Ltd. 2. Sundram Clayton Ltd. 3. Sundram Non-Conventional Energy Systems Ltd. 4. Lucas TVS Limited 5. T V Sundram Iyengar & Sons Ltd. 6. TVS Sewing Needles Ltd. 7. TVS Logistics Services Ltd. 8. Upasana Engineering Limited 9. Sundram International Inc.
6.	Mr. Ishaat Hussain Non-Independent, Non-Executive Director Address: Flat No. 222 “B” Wing, NCPA Residential Apartments, Dorabji Tata Road, Nariman Point, Mumbai 400 021 Occupation: Professional Term: Retires by rotation Date of Birth: September 2, 1947 DIN No. 00027891	Indian	63	1. Tata Sons Limited 2. Voltas Ltd. 3. Tata Teleservices Ltd. 4. Tata Industries Limited 5. Tata AIG General Insurance Co Ltd.- 6. Titan Industries Ltd. 7. Tata AIG Life Insurance Co Ltd. 8. Tata Sky Ltd. 9. Tata Refractories Ltd. 10. Bombay Dyeing & Mfg.Co.Ltd. 11. Tata Capital Ltd. 12. Tata Consultancy Services Limited 13. Tata Trustee Company Ltd. 14. Speech & Software Technologies (I) Pvt.Ltd. 15. Tata Inc. USA 16. Tata Steel Europe Limited 17. Tata International AG,

Sr. No.	Name, Designation, Address, Occupation and Term	Nationality	Age	Other Directorships
				Switzerland 18. Tata AG, Switzerland 19. Tata Enterprises (Overseas) AG – Switzerland 20. Tata Limited, UK
7.	Dr. Jamshed J. Irani Non-Independent, Non-Executive Director Address: Flat No. 221, "A" Wing, NCPA Residential Apartments, Dorabji Tata Road, Nariman Point, Mumbai 400 021 Occupation: Professional Term: Retires by rotation Date of Birth: June 2, 1936 DIN No. 00311104	Indian	74	1. Tata Refractories Ltd. 2. TRF Ltd 3. Tata Motors Limited 4. Tata Sons Limited 5. Repro India Ltd. 6. BOC India Ltd. 7. Electrosteel Castings Ltd. 8. Kansai Nerolac Paints Ltd. 9. Housing Development Finance Corporation Limited 10. Tata Incorporated, New York 11. Everonn Education Limited
8.	Mr. Subodh Bhargava Independent, Non-Executive Director Address: A-15/1, DLF, Phase-I, Gurgaon 122 001 Occupation: Professional Term: Retires by rotation Date of Birth: March 30, 1942 DIN No. 0035672	Indian	68	1. Tata Communications Ltd. 2. Samtel Colour Ltd. 3. TRF Ltd. 4. Carborundum Universal Ltd. 5. GlaxoSmithKline Consumer Healthcare Ltd. 6. Batliboi Ltd. 7. SRF Ltd. 8. Larsen & Toubro Limited 9. Tata Motors Limited 10. Viom Networks Limited 11. Sun Barne Energy Holdings LLC 12. Tata Communication International Pte Ltd.
9.	Mr. Jacobus Schraven Independent, Non-Executive Director Address: Nassaulaan 16, 2514	Dutch	69	1. Tata Steel Europe Limited, U K 2. Tata Steel Nederland B.V. 3. BNP Paribas Obam NV

Sr. No.	Name, Designation, Address, Occupation and Term	Nationality	Age	Other Directorships
	JT The Hague, Netherlands Occupation: Professional Term: Retires by rotation Date of Birth: February 8, 1942 DIN No. 01462126			4. NV Nuon Holding 5. Stork BV
10.	Mr. Andrew Robb Independent, Non-Executive Director Address: 16, Hillgate Place London W8 753, UK Occupation: Professional Term: Retires by rotation Date of Birth: September 2, 1942 DIN No.01911023	British	68	1. Tata Steel Europe Limited, U K 2. Kesa Electricals Plc 3. Paypoint plc 4. Pilkington Brothers Superannuation Trustee Limited 5. JaguarLandRover Limited 6. Laird Plc
11.	Dr.Karl-Ulrich Kohler Non Independent, Non - Executive Director Address: Adlerhorst 10, Mulheim, Germany . Occupation: Professional Term: Retires by rotation Date of Birth: April 1, 1956 DIN: 03319129	German	54	1. Tata Steel Europe Limited 2. Tata Steel UK Consulting Limited 3. Tata Steel Nederland BV 4. Friedhelm Loh Group 5. Frachtcontar Junge & Co. Gmbh
12.	Mr. H M Nerurkar Managing Director Address: 5, C- Road, Northern Town,. Jamshedpur, 831 001 Occupation: Company Executive Term: Retires by rotation Date of Birth: 20th October,	Indian	62	1. Tata BlueScope Steel Limited 2. Centennial Steel Company Limited 3. NatSteel Asia Pte Ltd. Singapore 4. Tata Steel (Thailand) Public Co. Ltd. Bangkok 5. NatSteel Holdings Pte Ltd., Singapore 6. Corus Consulting Ltd. UK 7. Tata Steel Holdings Pte Limited, Singapore.

Sr. No.	Name, Designation, Address, Occupation and Term	Nationality	Age	Other Directorships
	1948 DIN No. 00265887			8. Tata Steel Global Holdings Pte Ltd., Singapore. 9. Tata Steel Global Minerals Holdings Pte Ltd., Singapore. 10. Tata Steel Global Procurement Co. Pte Ltd., Singapore. 11. ProCo Issuer Pte Ltd., Singapore

iii. **A brief summary of the business / activities of the Issuer and its line of business**

The Company is one of the world‘s largest steel companies with a steel production capacity of approximately 27.2 mtpa. According to WSA, the Company was the seventh largest steel company in the world in terms of crude steel production volume in 2009. The Company is also one of the most geographically diversified steel producers, with operations in 26 countries and a commercial presence in more than 50 countries. As of March 31, 2010, the Company had approximately 81,000 employees.

The Company was established as India‘s first integrated steel company in 1907 by Jamsetji N. Tata, the founder of the Tata Group, and is currently one of the flagship companies of the Tata Group. The Company has a presence across the entire value chain of steel manufacturing, including producing and distributing finished products as well as mining and processing iron ore and coal for its steel production. The Company‘s operations are primarily focused in India, Europe and other countries in Asia Pacific. In Financial Year 2010, the Company‘s operations in Europe and India represented 62.9% and 28.8%, respectively, of its total steel production.

Business Activity of the Company

The Company has grown significantly in recent years with its steel production capacity increasing from approximately 5.0 mtpa in Financial Year 2006 to 27.2 mtpa currently. This growth was primarily due to the Company‘s acquisition in April 2007 of Corus Group plc (Corus), which at the time was estimated by WSA to be the ninth largest steel producer in the world. As a result of this acquisition, the majority of the Company‘s steel production capacity is currently located in the United Kingdom and the Netherlands where the Company has four facilities with a total steel production capacity of 18.4 mtpa. The Company also has significant operations in Jamshedpur, India, where the Company operates a 6.8 mtpa steel production plant and a variety of finishing plants. The Company‘s Indian operations also include captive iron ore and coal mines. The remaining 2.0 mtpa of the Company‘s steel production capacity is located in Singapore and Thailand. The Company plans to further increase its steel production capacity by an additional 2.9 mtpa through the brownfield expansion of the Jamshedpur facility and is also planning to expand steel production capacity through greenfield investments.

The Company offers a broad range of steel products including a portfolio of high value-added downstream products such as hot rolled coils, sections, plates and wires. The Company is also a large producer of ferro chrome in India. The Company‘s main markets for its products are Europe and India, which accounted for approximately 72.6% of the Company‘s net sales in Financial Year 2010, with the remaining sales primarily taking place in other markets in Asia and in North America. The Company‘s customers primarily comprise the construction, automotive, aerospace, consumer goods and material handling and general engineering industries.

Main Object of the Company

The objects inter alia as contained in the Company's Memorandum of Association include:

1. To carry on in India and elsewhere the trades or businesses of iron masters, steel makers, steel converters, manufacturers of ferro-manganese, colliery proprietors, coke, manufacturers, miners, smelters, engineers, tin plate makers and iron founders in all their respective branches.

2. To search for, get, work, raise, make merchantable, sell and deal in iron, coal, ironstone, limestone, manganese, ferro manganese, magnesite, clay, fire clay, brick earth, bricks, and other metals, minerals and substances, and to manufacture and sell briquettes and other fuel and generally to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors, or concessionaires and to search for, win, work, get, calcine, reduce, amalgamate, dress, refine and prepare for the market any quartz and ore and mineral substances, and to buy, sell, manufacture and deal in minerals and mineral products, plant and machinery and other things capable of being used in connection with mining or metallurgical operations or required by the workmen and others employed by the Company.

3. To carry on business as manufacturers of chemicals and manures, distillers, dye makers, gas makers, mettalurgists and mechanical engineers, ship owners and charterers and carriers by land and sea, wharfingers, warehousemen, barge-owners, planters, farmers, and sugar merchants, and so far as may be deemed expedient the business of general merchants, and to carry on any other business whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

4. To construct, purchase, take on lease, or otherwise acquire, any railways, tramways, or other ways, and to equip, maintain, work and develop the same by electricity, steam, oil, gas, petroleum, horses, or any other motive power, and to employ the same in the conveyance of passengers, merchandise and goods of every description, and to authorize the Government of India or any Local Government or any municipal or

local authority, company, or persons, to use and work the same or any part thereof, and to lease or sell and dispose of the same or any part thereof.

5. To purchase or otherwise acquire or undertake all or any part of the business, property and liabilities of any persons or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and to pay for the same by shares, debentures, debenture stock, bonds, cash or otherwise.

6. Generally to acquire by purchase, lease or otherwise, for the purposes of the Company any real or personal property, rights, or privileges, and in particular any land, buildings, rights of way, easements, licenses, concessions and privileges, patents, patent rights, machinery, rolling stock, plant, accessories and stock in trade.

7. To enter into partnership, or into any arrangement for sharing profits, union of interests, cooperation, joint adventure, reciprocal concession or otherwise, with the Government of India, or any Native State in India or elsewhere, or any foreign State or any Local Government or any municipal or local authority, partnership, person, firm or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company; and to lend money to, guarantee the contracts of, or otherwise assist any such authority, person or company, and to take or otherwise acquire and hold shares or stock in or securities of, and to subsidize or otherwise assist, any such company, authority, partnership, firm or person, and to sell, hold, reissue with or without guarantee or otherwise deal with such shares, stock or securities.

iv. **A brief history of the Issuer since its incorporation giving details of its activities including any re-organisation, reconstruction or amalgamation changes in its capital structure, (authorized, issued and subscribed) and borrowings, if any**

The Company was originally incorporated as "The Tata Iron and Steel Company Limited" on August 26, 1907 as a public limited company, under the provisions of the Indian Companies Act, 1882. The Company was established by Jamsetji N. Tata, the founder of the Tata Group and today is one of the flagship companies of the Tata Group. Pursuant to a resolution of the Board of Directors dated May 19, 2005 and of the shareholders of the Company dated July 27, 2005, the name of the Company was changed to "Tata Steel Limited" with effect from August 12, 2005. The registered office of Tata Steel is situated at Bombay House, 24 Homi Mody Street, Fort, Mumbai 400 001, Maharashtra, India.

The Company manufactures a diversified portfolio of steel products, with a product range that includes flat products and long products, as well as some non-steel products such as ferro alloys and minerals, tubes and bearings. The Company, through its Indian operations, is the leading manufacturer of ferro chrome and steel wires in India and a leading producer of chrome ore internationally. The Company's main markets include the Indian construction, automotive and general engineering industries. The Company's main facilities have been historically concentrated around the Indian city of Jamshedpur (Jharkhand), where the Company operates a 6.8 mtpa crude steel production plant and a variety of finishing plants close to the iron ore and coal reserves. The Company's bearing division is located at Kharagpur (West Bengal), ferro manganese plant is located in Joda (Orissa), charge chrome plant is located in Bamnipal (Orissa), cold rolling complex is located in Tarapur (Maharashtra) and wire division is located at Tarapur (Maharashtra), Bangalore (Karnataka), and Indore (Madhya Pradesh). The Company also has iron ore and coal mines, collieries and quarries in the States of Jharkhand, Orissa and Karnataka.

In February 2005, the Company acquired the steel-related businesses of NatSteel Asia, with facilities located in Singapore, China, Malaysia, Vietnam, the Philippines, Thailand and Australia. In March 2006 the Company also acquired a 25.0% interest in Millennium Steel, the largest steel producer in Thailand, and in April 2006 a further 42.1% interest, for a total interest of 67.1% in Millenium Steel, (now known as Tata Steel (Thailand) Public Company Limited). On April 2, 2007 the Company acquired Corus Group Limited, with key production facilities located in the United Kingdom and the Netherlands. The acquisition was implemented by Tata Steel UK Holdings Limited which is a wholly owned subsidiary of Tata Steel Europe Limited, formerly known as Tulip UK Holdings (No. 1) Limited. In April 2009, Hoogly Metcoke & Power Company Limited, which was earlier a subsidiary of the Company was merged with the Company..

The equity shares of the Company were first listed on the Bombay Stock Exchange (BSE) in 1937 as per records available with the Company and previously were also listed with the Native Share and Stock Brokers' Association Limited (the predecessor of the BSE). The Company's equity shares were listed on the National Stock Exchange (NSE) on November 18, 1998. The Global Depository Receipts issued by the Company are listed on the Luxembourg Stock Exchange and the London Stock Exchange. Convertible Alternative Reference Securities (CARS) issued by the Company are listed on the Singapore Stock Exchange.

Dividend History of the Company

The Company has been a dividend paying company and has paid dividends in relation to the Ordinary Shares and 2% Cumulative Convertible Preference Shares ("CCPS").

Ordinary Shares

The following are the dividend pay outs in relation to the Ordinary Shares in the last five years by the Company:

Fiscal	Dividend per Equity Share of Rs. 10 each (Amount in Rs.)	Amount (In Rs. million)(1)
2006	13.00	7,195.1
2007	15.50*	9,439.1
2008	16.00	11689.3
2009	16.00	11689.5
2010	8.00	7097.7

(1)Excluding dividend tax where applicable.

* This includes a special dividend of Rs. 2.50 per Ordinary Share on account of the centenary year of the Company.

CCPS

The following are the dividend pay outs in relation to CCPS in the last three years by the Company:

Fiscal	Dividend per CCPS of Rs. 100 each (Amount in Rs.)	Amount (In Rs. million) (1)
2008 (pro rata from January 18, 2008 to March 31, 2008)	0.41	221.90
2009	2.00	1094.53
2010 (pro rata from April 1, 2009 to August 31, 2009).	0.84	458.80

(1) Excluding dividend tax where applicable

Milestones achieved by the Issuer since incorporation are mentioned below:

Year	Event
1910	Tata Steel Limited obtains its first colliery.
1912	a) First ingot rolls out on February 16 b) Bar mills commence operations c) Introduction of 8 hour working day
1915	Introduction of free medical aid
1920	a) Introduction of joint consultation with respect to various aspects of employee—management relationship. b) Introduction of various initiatives before the same were promulgated as law: including leave with pay, workers' provident fund schemes, and workmen's' accident compensation scheme.
1921	Inauguration of the Jamshedpur Technical Institute.
1928	Introduction of maternity benefits before the same was promulgated as law.
1934	Introduction of profit sharing bonus before the same was promulgated as law.
1937	Introduction retiring gratuity schemes before the same was promulgated as law.
1938	Introduction of electric process for making steel which was employed for production of high grade iron and steel casting.
1955-1958	2 million tonne expansion programme carried out under contract with Kaiser Engineers USA.
1972-1973	Coal fine washeries were set up for the first time in Jamadoba and West Bokaro
1980-1996	Modernisation programme of the Jamshedpur steel works was initiated in four phases during this period.
2000	a) Cold rolling mill set up at Jamshedpur. The mill was completed in a record time of 26 months. b) Creation of B2B portal called metaljunction.com in collaboration with SAIL and Kalyani Steel.
2001	World Steel Dynamics ranks Tata Steel as "India's only World-class steel maker"
2003	a) The Company launches its first branded cold rolled steel product called

"Tata Steelium"

b) Gomardih dolomite quarry of the Company's Mines Division achieves a record of being an accident free mine for the longest duration. The mine recorded a period of 7.20 million accident free man hours from August 9, 1992 to August 9, 2003.

c) The Company launches a programme called "Aspire" which seeks to incorporate the best practices of various improvement initiatives.

d) The Company celebrates 75 years of industrial harmony.

2004 a) The Company's biggest blast furnace completes production of 14 million tones of hot metal which is the highest production achieved by a blast furnace in India in its first campaign.

b) The Company files a corporate sustainability report where the Company was rated as India's "Top Reporter" by United Nations Environment Program and Standard and Poor's.

2005 a) The Company acquires NatSteel Asia in Singapore.

b) The Company launches "Steel Junction" which is India's first organized retail store for steel products.

c) The company is ranked as the "World's Best Steel Maker" by World Steel Dynamics

2006-2007 a) The Company's steel works at Jamshedpur crosses 5 million tonne mark in crude steel production.

b) The Company is ranked again as the "World's Best Steel Maker" by World Steel Dynamics

c) The Company acquires Corus, which makes the Company the sixth largest steel maker in terms of actual crude steel production.

d) The Company was conferred the Prime Minister of India's Trophy for the "Best Integrated Steel Plant"

2007-2008 The Company acquires Corus Group plc on April 2, 2007

2008 – 2009 India's largest Blast Furnace, the H Blast Furnace at Tata Steel, blown in on May
31, 2008
1.8mtpa capacity expansion comes on-stream in May 2008

2009-2010 a) Issued GDRs worth US$ 500 Mn at US$ 7.644/share in July'09

b) The Company was awarded the CSR Excellence award 2010 by the Associated Chambers of commerce and Industry

c) The Company was awarded FE-EVI Green Business Leadership Award in the iron and steel category

d) The Company was awarded "Asia's Best Employer Brand Awards, 2010" for talent management, best human resource strategy in line with business, excellence in training, CEO with human resource orientation and human resource leadership.

e) The Company was awarded the Rashtriya Khel Protsahan Puruskar award for outstanding contribution in the field of sports in the category of 'Financial Support for sports Excellence'.

2010-11 Issued 57 million Equity shares of face value Rs.10/- each at a premium of Rs.600 each through Follow-on Public Offer.

Achievements

Some of the key achievements/awards received in recent years are as follows:

- Award for Corporate Social Responsibility in Public Health by US-India Business Council, Population Services International and The Center for Strategic and International Studies.
- Greentech Safety Gold Award 2006 to Noamundi mines.
- IT User Category Award in IT Awards Competition organized by the Confederation of Indian Industry and the Department of Information Technology, Government of Orissa recently.
- West Bokaro Division of Tata Steel honoured with the commendation certificate for "National Energy Conservation Award" in appreciation of their efforts in energy conservation in the mining sector for the year 2006.
- Awarded the "Civil Society Award" by UNAIDS for its exemplary role in fighting against HIV in India.
- Tata Steel's Noamundi Iron Ore mine won the First Prize for overall performance in the "Highly Mechanized Iron Ore Mines" category, in the 44th Annual Mines Safety Week Celebrations 2006 for Chaibasa region.
- Won the Best Governed Company Award 2006 presented by the Asian Centre for Corporate Governance.
- Tata Steel Conferred Prime Minister's Trophy for Best Integrated Steel Plant Award for the Fifth Time.
- Conferred the first CII—ITC Sustainability Award for the year 2006.
- Awarded the Deming Application Prize for excellence in Total Quality Management in Nov 2008
- The Golden Peacock Global Corporate Social Responsibility Award for its continual commitment to ethical behaviour and its contribution to economic development while improving the life of the community.
- The Economic Times Company of the Year Award for making a fundamental difference to the way business is done.
- The Best Establishment Award by the President of India, Mrs. Patibha Devi Singh Patil.
- The Most Admired Knowledge Enterprise (MAKE) Asia Award (five times).
- The TERI Corporate Award for the Company's HIV/AIDS initiatives.
- The Think Odisha Leadership Award for 100 years of service to the nation.
- National Safety Awards to the West Bokaro and Jharia divisions.

- HMS Faglig Forum, the organisation of professional and industrial bodies for health, environment and safety professionals in Norway awarded its 2008 prize to Corus Packaging Plus in March 2009.
- Corus' Scunthorpe site was recognised by the North Lincolnshire Health and Safety Group as one of the most improved companies for accident prevention within the group in March 2009.
- Corus Tubes Maastricht received a national Good Practice Award from the European Agency for Safety and Health at Work in November 2008.
- A CSR Award from Walsall Town Council in March 2009 to Corus Distribution UK & Ireland for setting up a new approach to work experience.
- Confidex Sustain®, the world's first cradle-to-cradle CarbonNeutral building envelope from Corus Colors, was recognised by four major awards, including:
- A 2008 Welsh Marketing Award from The Chartered Institute of Marketing in Wales.
- The Chartered Institute for Waste Management's Award for Sustainable Product Development of the Year, which rewards environmental excellence and products that have been designed or produced to improve sustainability.
- NatSteel Holdings bagged the Platinum Singapore HEALTH (Helping Employees Attain Life Time Health) Award in November 2008.
- NatSteel Holdings won the Work-Life Excellence (WLE) Award in August 2008 for the third time running.
- SCSC, a subsidiary of Tata Steel Thailand, received the Excellence in Manufacture Award for Quality, Environment and Safety Management and the award for Logistics Management from the Department of Primary Industries and Mines of Thailand's Ministry of Industry.
- NatSteel Xiamen Ltd. received accreditation from the Australian Certification Authority for Reinforcing Steel (ACRS).
- Wuxi Jinyang Metal Products Co. was awarded the ISO 14001 accreditation for environment protection.
- CSR Excellence Award 2010 by ASSOCHAM (Associated Chambers of Commerce & Industry of India)
- FE- EVI Green Business Leadership Award in the iron & Steel category for the year 2009-10
- Five HR awards by 'Asia's Best Employer Brand Awards 2010' for Talent Management, Best HR Strategy in line with Business, Excellence in Training, CEO with HR Orientation and HR Leadership Award
- Rashtriya Khel Protsahan Puruskar-2010 award for outstanding contribution in the field of sports in the category of 'Financial Support for Sports Excellence'

Capital Structure

As on 31st December 2010		Aggregate nominal value (in Rs. Million)
Authorized share capital		
1750,000,000	Ordinary Shares of Rs. 10 each..............................	17,500
25,000,000	Cumulative Redeemable Preference Shares of Rs. 100 each...	2,500
600,000,000	Cumulative Convertible Preference Shares of Rs. 100 each...	60,000
350,000,000	'A' Ordinary Shares of Rs.10 each………………..	3,500
Issued Capital		
903,126,020	Ordinary Shares of Rs. 10 each..............................	9031.26
Subscribed Capital		
902,214,196	Ordinary Shares of Rs. 10 each (including amount paid up on 389,516 Ordinary Shares forfeited).......	9024.10
Paid up capital		
902,214,196	Ordinary Shares of Rs. 10 each (including amount paid up on 389,516 Ordinary Shares forfeited).......	9024.10

Share Capital History of the Company

Build up of Equity Share Capital

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
			(Rs)	(Rs)		(Rs)		
December 31, 1907			75	75.0	4.0	3,989,010	Cash	Application and Allotment Money on Ordinary, Preference and Deferred Shares
June 30, 1908	200,000	200,000	75	75.0	5.0	5,041,595	Cash	178,300 shares partly paid up
June 30, 1916			75	75.0	15.0	15,000,000	Cash	Allotment money on the shares issued received over the years 1908 to 1916
June 30, 1918	148,826	148,826	75	75.0	17.2	17,232,390	Cash	Right Issue Ratio 3:4 (Rs. 15 have been paid up)
March 31, 1919	149,501	675	75	75.0	19.5	19,485,030	Cash	(Rs. 30 have been paid up)
March 31, 1920	149,602	101	75	75.0	24.0	23,976,120	Cash	(Rs. 60 have been paid up
March 31, 1921	149,605	3	75	75.0	26.2	26,220,375	Cash	(Rs. 75 have been paid up
March 31, 1923	149,110	(499)	75	75.0	26.2	26,183,250		499 Shares forfeited
March 31, 1924	149,160	50	75	75.0	26.2	26,187,000	Cash	Received call in arrears
March 31, 1926	149,277	110	75	75.0	26.2	26,195,775	Cash	Received call in arrears
March 31, 1928	349,797	521	75	75.0	26.2	26,234,775	Cash	Received call in arrears
March 31, 1929	349,804	7	75	75.0	26.2	26,235,300	Cash	Received call in arrears
March 31, 1935	350,000	196	75	75.0	26.3	26,250,000	Cash	Received call in arrears
March 30, 1937	328,670	(21,330)	75	75.0	24.7	24,650,250	Cash	21,330 shares forfeited
March 31, 1942	350,000	21,330	75	75.0	26.3	26,250,000	Other than Cash	21,330 shares fully paid up issued pursuant to contracts without payment being received in cash
March 31, 1954	1,285,000	935,000	75	75.0	96.4	96,375,000	Cash	**Conversion of Deferred Shares of Rs. 30 each issued at a premium of Rs. 370 per share
March 31, 1958	2,556,106	1,271,106	75	75.0	191.5	191,522,175	Cash	Right Issue Ratio 1:1
March 31, 1959	3,069,665	511,524	75	75.0	230.2	230,187,800	Cash	Bonus issue of 1:5
March 31, 1960	3,671,346	601,681	75	75.0	275.3	275,321,325	Cash	Received call in arrears
March 31, 19161	3,674,281	2,935	75	75.0	275.5	275,542,550	Cash	Received call in arrears
March 31, 1962	3,674,305	24	75	75.0	275.6	275,565,204	Cash	Received call in arrears
March 31, 1967	5,144,027	1,469,722	75	75.0	385.8	385,801,334	Other than Cash	Ordinary shares of Rs. 75 each issued as fully paid bonus shares
March 31, 1977	5,144,027	—	100	100.0	514.4	514,402,700	Cash	Conversion of Rs. 75 share into Rs. 100 share
March 31, 1982	7,201,638	2,057,611	100	100.0	720.2	720,163,800	Cash	Received call in arrears
October 1, 1985	7,273,791	72,153	100	100.0	727.4	727,379,100	Other than Cash	Allotted to the Shareholders of the erstwhile Indian Tube Company Limited. on amalgamation
1986	8,233,622	959,831	100	100.0	823.4	823,362,200	Cash	Conversion of 13.5%

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value (Rs)	Issue Price per share (Rs)	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital* (Rs)	Consideration	Remarks
								Convertible Bonds
April 11, 1986	8,243,456	9,834	100	100.0	824.3	824,345,600	Cash	Conversion of 13.5% Convertible Bonds
May 22, 1986	8,249,539	6,083	100	100.0	825.0	824,953,900	Cash	Conversion of 13.5% Convertible Bonds
October 1, 1986	8,252,461	2,922	100	100.0	825.2	825,246,100	Cash	Conversion of 13.5% Convertible Bonds
March 23, 1987	8,260,397	7,936	100	100.0	826.0	826,039,700	Cash	Conversion of 13.5% Convertible Bonds
June 8, 1987	8,262,868	2,471	100	100.0	826.3	826,286,800	Cash	Conversion of 13.5% Convertible Bonds
August 6, 1987	11,495,340	3,232,472	100	—	1,149.5	1,149,534,000	Other than Cash	Bonus issue of 2:5
November 13, 1987	11,567,678	72,338	100	—	1,156.8	1,156,767,800	Other than Cash	Bonus issue
March 1, 1988	15,634,075	4,066,397	100	450.0	1,360.1	1,360,087,650	Cash	Cash (Rights Issue) Ratio 1:3
March 30, 1988	15,634,412	337	100	—	1,360.1	1,360,121,350	Other than Cash	Bonus issue
June 30, 1988	15,634,467	55	100	450.0	1,360.1	1,360,126,850	Cash	Cash (Rights issue) Ratio 1:3
August 31, 1988	15,634,487	20	100	450.0	1,360.1	1,360,128,850	Cash	Cash (Rights issue)
August 1, 1989	156,344,870		10		1,360.1	1,360,128,850	Cash	Subdivision of shares into Rs. 10 each
February 1, 1990	230,136,540	73,791,670	10	60.0	2,294.3	2,294,265,400	Cash	Conversion of 12% Convertible Debentures
1990-91					2,298.9	2,298,865,400	Cash	Received call in arrears Rs. 4.6 million
1991-92					2,301.2	2,301,165,400	Cash	Received call in arrears Rs. 2.36 million

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
			(Rs)	(Rs)		(Rs)		
August 24, 1992	326,793,887	96,657,347	10	80.0	2,784.5	2,784,452,135	Cash	Cash (Rights issue) Ratio 2:5 (Rs. 5 called up)
November 5, 1993	329,566,117	2,772,230	10	80.0	2,812.2	2,812,174,435	Cash	Cash (Warrant exercise by SPN holders)
		96,657,347			3,295.5	3,295,461,170	Cash	96,657,347 partly paid up shares were fully paid up
January 5, 1994	331,162,319	1,596,202	10	80.0	3,311.4	3,311,423,190	Cash	Cash (Warrant exercise by SPN holders)
March 5, 1994	337,329,848	6,167,529	10	80.0	3,352.1	3,352,098,480	Cash	Cash (Warrant exercise by SPN holders)
June 24, 1994	337,340,542	10,694	10	80.0	3,352.2	3,352,205,420	Cash	Cash (Warrant exercise by SPN holders)
August 22, 1994	337,529,192	188,650	10	291.0	3,354.1	3,354,091,920	Cash	Conversion of 2.25% FCCB
October 1, 1994	338,130,689	601,497	10	80.0	3,360.1	3,360,106,890	Cash	Cash (Warrant exercise by SPN holders)

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
March 15, 1995	338,133,839	3,150	10	80.0	3,360.1	3,360,138,390	Cash	Cash (Warrant exercise bySPN holders)
1994-95					3,368.7	3,368,738,390	Cash	Received call in arrears Rs. 8.6 million
July 28, 1995	338,134,871	1,032	10	80.0	3,368.7	3,368,748,710	Cash	Cash (Warrant exercise by

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
August 25, 1995	338,149,963	15,092	10	291.0	3,368.9	3,368,899,630	Cash	SPN holders) Conversion of 2.25% FCCB
November 16, 1995	340,149,963	2,000,000	10	242.0	3,388.9	3,388,899,630	Cash	Cash (Exercise of naked warrants by the Tata Companies)
November 17, 1995	342,149,963	2,000,000	10	242.0	3,408.9	3,408,899,630	Cash	Cash (Exercise of naked warrants by the Tata Companies)
November 20, 1995	344,149,963	2,000,000	10	242.0	3,428.9	3,428,899,630	Cash	Cash (Exercise of naked warrants by the Tata Companies)
November 21 , 1995	345,749,963	1,600,000	10	242.0	3,444.9	3,444,899,630	Cash	Cash (Exercise of naked warrants by the Tata Companies)
November 22 , 1995	346,449,963	700,000	10	242.0	3,451.9	3,451,899,630	Cash	Cash (Exercise of naked warrants by the Tata Companies)
November 23 , 1995	351,060,488	4,610,525	10	242.0	3,498.0	3,498,004,880	Cash	Cash (Exercise of naked warrants by the Tata Companies)
November 24 , 1995	360,635,488	9,575,000	10	242.0	3,593.8	3,593,754,880	Cash	Cash (Exercise of naked warrants by the Tata Companies)
November 25 , 1995	365,855,488	5,220,000	10	242.0	3,646.0	3,645,954,880	Cash	Cash (Exercise of

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
								naked warrants by the Tata Companies)
November 27 , 1995	368,149,963	2,294,475	10	242.0	3,668.9	3,668,899,630	Cash	Cash (Exercise of naked warrants by the Tata Companies)

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
December 20, 1995	368,151,472	1,509	10	291.0	3,668.9	3,668,914,720	Cash	Conversion of 2.255 FCCB
February 1, 1996	368,152,085	613	10	80.0	3,668.9	3,668,920,850	Cash	Cash (Warrant exercise by SPN holders)
1995-96					3,672.3	3,672,320,850	Cash	Received call in arrears Rs. 3.4 million
April 1, 1996	368,128,825	(23,260)	10		3,672.1	3,672,088,250		Forfeiture of shares
November 15 , 1996	368,136,331	7,506	10	80.0	3,672.2	3,672,163,310	Cash	Cash (Warrant exercise by SPN holders)
1996-97					3,673.8	3,673,763,310	Cash	Received call in arrears Rs. 1.5 million and on forfeiture Rs. 0.1 million
March 25, 1997	368,136,568	237	10	80.0	3,673.8	3,673,765,680	Cash	Cash (Warrant exercise by SPN holders)
March 25, 1998	368,136,955	387	10	80.0	3,673.8	3,673,769,550	Cash	Cash (Warrant exercise by SPN holders)
1997-98					3,675.6	3,675,569,550		Received call in arrears Rs. 1.8 million

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
March 31, 1998	368,137,405	450	10	80.0	3,675.6	3,675,574,050	Cash	Shares on revocation of forfeiture
March 2, 1999	368,138,483	1,078	10	291.0	3,675.6	3,675,584,830	Cash	Conversion of 2.25% FCCB.
March 26, 1999	368,138,508	25	10	80.0	3,675.6	3,675,585,080	Cash	Cash (Warrant exercise by SPN holders)
March 31, 1999	367,771,512	(366,996)	10	80.0	3,679.7	3,679,715,120		Shares forfeited. Received Calls in arrears received Rs. 5.9 lakhs
March 22, 2000	367,771,781	269	10	80.0	3,679.7	3,679,717,810	Cash	Shares allotted on revocation of forfeiture.
March 27, 2000	367,771,880	99	10	80.0	3,679.7	3,679,718,800	Cash	Cash (Warrant exercise by SPN holders)
March 30, 2001	367,771,901	21	10	80.0	3,679.7	3,679,719,010	Cash	Shares allotted on revocation of forfeiture.
May 12, 2003	368,981,904	1,210,003	10	—	3,691.8	3,691,819,040	Other than Cash	Shares allotted on amalgamation of Tata SSL Limited (Ratio 1:5).

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
August 23, 2004	553,472,856	184,490,952	10	—	5,536.7	5,536,728,560	Other than Cash	Bonus shares allotted in the ratio of 1:2
July 19, 2006***	580,472,856	27,000,000	10	516.0	5,806.7	5,806,728,560	Cash	Preferential allotment of Shares to Tata Sons Limited.
April 17, 2007****	608,972,856	28,500,000	10	484.3	6,091.7	6,091,728,560	cash	Shares allotted on conversion of Warrants allotted on

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
								preferential basis
January 18, 2008	730,584,320	121,611,464	10	300	7307.80	7307,784,320	Cash	Equity shares issued to the shareholders on a Rights Basis
March 9, 2009	730,592,471	8,151	10	300	7307.92	7307,924,710	Cash	Allotment of Shares kept in abeyance
July 24, 2009	796,003,060	65,410,589	10	370.2	7962.03	7962,030,600	Cash	Shares underlying GDRs
September 1, 2009	887,214,061	91,211,001	10	600	8874.14	8874,140,610	Cash	Shares allotted on Conversion of CCPS in the ratio 6:1
March 3, 2010	887,214,196	135	10	300	8874.14	8874,141,960	Cash	Allotment of Shares kept in abeyance
July 23, 2010	90,22,14,196	1,50,00,000	10	594	9024.14	9024,141,960	Cash	Preferential allotment of Shares to Tata Sons Ltd.

* The cumulative paid up capital includes amount paid up on shares forfeited and excludes calls in arrears wherever applicable

** Deferred Shares issued between the years 1907 to 1917 were converted into Ordinary Shares in 1954, therefore no capital build up of deferred shares have been given.

***Deloitte Haskins and Sells, Chartered Accountants have certified in their Auditor's Certificate dated July 17, 2006 that the issue price of Rs. 516 of shares issued on a preferential basis to Tata Sons Limited is in accordance with clause 13.1.1 of the SEBI DIP Guidelines.

**** Parikh and Associates, Company Secretaries have certified in their Practising Company Secretary's Certificate dated May 10, 2007 that the issue price of Rs. 484.27 of shares issued to Tata Sons Limited on conversion of Warrants is in accordance with clause 13.1.1 of the SEBI DIP Guidelines.

Build up of Preference Share Capital

Date of Allotment	Cumulative No. of Equity Shares	No. of Equity Shares allotted	Face Value	Issue Price per share	Cumulative Paid-up capital (Rs. In million)	Cumulative Paid-up capital*	Consideration	Remarks
			(Rs)	(Rs)		(Rs)		
January 18,2008		547,251,605	100	100	54725.16	547251,605	Cash	CCPS issued to the shareholders on a Rights Basis
September 1, 2009		0	0	0	0	0	0	CCPS converted to Ordinary Shares

Borrowings:

Outstanding debentures or bonds and other instruments issued by the issuer company outstanding as on 31st December 2010 are as detailed below:

Lender	Amount Outstanding as at Dec 31, 2010 (Rs. In crores)	Rate of Interest (%)	Repayment Terms	Security
Secured Loans:				
Joint Plant Committee-Steel Development Fund	1,836.72	2% below the bank rate as applicable on April 1 every year	Loan is repayable in sixteen semi annual instalments after completion of 4 years (moratorium period) from the date of receipt of the last tranche relating to the loan.	Secured by mortgages, ranking pari passu inter se, on all present and future fixed assets, excluding land and buildings mortgaged in favour of Government of India for constructing a hostel for trainees at Jamshedpur and setting up a dispensary and a clinic at Collieries, land and buildings, plant and machinery and movables of the Tubes Division and the Bearings Division mortgaged in favour of the financial institutions and banks, assets of the Ferro Alloys Plant at Bamnipal mortgaged in favour of State Bank of India and assets of Cold Rolling Complex (West) at Tarapur and a floating charge on other properties and assets (excluding investments) of the Company, subject to the prior floating charge in favour of State Bank of India and other banks with respect to cash credits. This loan is not secured by charge on moveable assets of the Company.

Lender	Amount Outstanding as at Dec 31, 2010	Rate of Interest	Repayment Terms	Security
	(Rs. in crores)	**(%)**		
Cash Credits / Packing Credits from Banks	57.96	Various	Payable on demand	Secured by hypothecation of stocks, stores and book debts.
Government of India : (i) for constructing a hostel for trainees at Jamshedpur	0.01			
(ii) for setting up a dispensary and clinic at Collieries	0.01			Secured respectively by a first mortgage on the lands together with the buildings for hostel and dispensary and clinic constructed thereon.
Total Secured Loans	**1,894.70**			

Unsecured Loans:

Lender	Amount Outstanding as at Dec 31, 2010	Rate of Interest	Repayment Terms	Security
Fixed Deposits including interest accrued and due	0.93	Various rates	Various dates	N.A
Housing Development Finance Corporation Ltd	0.44	Various rates	Various dates	N.A
JPY Syndicated ECB Loan—US $ 495 million equivalent (repayable in foreign currency)	3,225.81	Libor+0.50	20% in each instalment—April 6, 2011, Oct 6, 2011, April 6, 2012, Oct 6, 2012 and April 6, 2013	N.A
Canara Bank, London ECB Loan US $ 5 million (repayable in foreign currency)	22.36	Libor+0.50	20% in each instalment—April 6, 2011, Oct 6, 2011, April 6, 2012, Oct 6, 2012 and April 6, 2013	N.A
Euro Hermes Loan from Deutsche Bank, Frankfurt (repayable in foreign currency)	40.65	Euribor+0.12	20 equal, consecutive, semi annual instalments, the first instalment being due 6 months after the starting point.	N.A
JPY Syndicated Standard Chartered Bank Loan—US $ 750 million equivalent (repayable in foreign currency)	4,920.57	Libor+0.34	20% in each instalment—October 10, 2011, April 10, 2012, October 10, 2012, April 10, 2013 and October 10, 2014	N.A

Lender	Amount Outstanding as at Dec 31, 2010	Rate of Interest	Repayment Terms	Security
Term Loan from State Bank of India	2,500.00	9%	Repayable in 3 tranches – July 2012, June 2013,July 2013	
Interest Free Loan under Sales Tax Deferral Scheme	3.81	N.A	Various dates	N.A
Euro Sace Loan from Deutsche Bank, Frankfurt (repayable in	238.83	Euribor+0.12	20 equal, consecutive,	N.A

foreign currency)			semi annual instalments, the first instalment being due 6 months after the starting point.	
10.20% Non Convertible Debentures Series 1 (various Parties)	620.00	10.20%	May 2015	
Non Convertible Debentures Series 2 (Various Parties)	1,090.00	MIBOR + 250bps	May 2011	
9.80% Non-Convertible Debentures Series 3 (various Parties)	290.00	9.80%	May 2011	
12.5 % Non – Convertible Debentures - LIC	1,250.00	12.5%	Amortising equal redemptions at the end of years 6,7 and 8	

Lender	Amount Outstanding as at Dec 31, 2010	Rate of Interest	Repayment Terms	Security
10.4% Non-Convestible Debentures	650.90	10.4%	Bullet repayment in May 2019	
11% Non-Convertible Debentures – LIC	1,500.00	11%	Bullet repayment in Apr 2019	
10.25% Non-Convrstible Debentures – LIC	500.00	10.25%	Equal installments in Dec 2028, Dec 2029 and Dec 2030	
1% Conv Alt Reference Securities – US $ 875 mn	2,106.58	1%	5 Sep 2012	
USD335m loan from SCB	1,497.78	Libor + 2.90%	Bullet repayment in Jun 2015	
GBP100m loan from SCB	694.24	Libor + 2.97%	Bullet repayment in Apr 2015	
Foreign Currency Convertible Bonds – US$546.94mn	2,445.35	4.5%	21 Nov 2014	
Term loan from HDFC	650.00	10.36%	Bullet repayment in Jun 2019	

Term loan from IDFC	199.00	10.3%	Bullet repayment in Jun 2016
Total Unsecured Loans	**24,448.65**		
Total	**26,343.35**		

v. **Details of securities issued and sought to be listed including face value, nature of securities, mode of issue i.e. private placement**

Nature of Debt Securities	Unsecured, Subordinated, Perpetual, Rated, Listed Hybrid Securities in the form of Non Convertible Debentures
Issue Amount	Rs 1,500 crores
Distribution rate	11.80% per annum
Distribution payable	Semi-annually
Deemed Date of allotment	18 March 2011
Call Option	Call Option can be exercised , at par, by the Issuer at the end of 10 years from the Deemed Date of Allotment and at the end of every year thereafter, subject to provision of prior written notice to the holders of the Securities at least thirty days prior to each exercise date.
Security	Unsecured

vi. Issue Size

Issue size is Rs. 1,500 crores.

vii. Details of utilization of the issue proceeds

The utilization of funds proposed to be raised through this private placement will be for general corporate purposes, however excluding specifically acquisition or purchase of land, investment in equity / capital markets.

viii. A statement containing particulars of the dates of, and parties to all material contracts, agreements involving financial obligations of the issue

Copies of the contracts and documents, referred to below, may be inspected at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day (Monday to Friday) until the date of closing of the issue.

Sl. No.	**Nature of the Contract**
1.	Certified copy of the Memorandum & Articles of Association of the Company
2.	Certified true copy of the resolution passed by the Board of Directors at the meeting held on 15 February, 2011 approving the issue of Unsecured, Subordinated, Perpetual, Listed, Rated Hybrid Securities in the form of Non Convertible Debentures

3.	Certified true copy of the resolution passed by the Members of the Company at the Annual General Meeting held on 28 August, 2008 under section 293(1)(d) of the Companies Act, 1956
4.	Certified true copy of Financial Results for the Quarter / Nine months ended on 31st December 2010
5.	Latest Annual Report of the Company
6..	Credit rating letter from CARE Ratings and Brickwork Ratings
7.	Letter from IDBI Trusteeship Services Limited giving its consent to act as debenture trustees

ix. Details of other borrowings including any other issue of debt securities in past;

Outstanding debentures or bonds and other instruments issued by the issuer company outstanding as on Dec 31, 2010

Lender	Amount Outstanding as at Dec 31, 2010	Rate of Interest	Repayment Terms	Security
	(Rs. in crores)	(%)		
Secured Loans:				
Joint Plant Committee-Steel Development Fund	1,836.72	2% below the bank rate as applicable on April 1 every year	Loan is repayable in sixteen semi annual instalments after completion of 4 years (moratorium period) from the date of receipt of the last tranche relating to the loan.	Secured by mortgages, ranking pari passu inter se, on all present and future fixed assets, excluding land and buildings mortgaged in favour of Government of India for constructing a hostel for trainees at Jamshedpur and setting up a dispensary and a clinic at Collieries, land and buildings, plant and machinery and movables of the Tubes Division and the Bearings Division mortgaged in favour of the financial institutions and banks, assets of the Ferro Alloys Plant at Bamnipal mortgaged in favour of State Bank of India and assets of Cold Rolling Complex (West) at Tarapur and a floating charge on other properties and assets (excluding investments) of the Company, subject to the prior floating charge in favour of State Bank of India and other banks with respect to cash credits. This loan is not secured by charge on moveable assets of the Company.

Lender	Amount Outstanding as at Dec 31, 2010	Rate of Interest	Repayment Terms	Security
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Government of India : (i) for constructing a hostel for trainees at Jamshedpur	0.01			
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Term loan from IDFC	199.00	10.3%	Bullet repayment in Jun 2016
Total Unsecured Loans	**24,448.65**		
Total	**26,343.35**		

x. **Any material event/development or change at the time of issue or subsequent to the issue which may affect the issue or the investor's decision to invest/continue to invest in the securities**

Nil

xi. **Particulars of the debt securities issued i) for consideration other than cash, whether in whole or in part, ii) at a premium or discount or iii) in pursuance of an option**

The company till date has not issued any debt security for consideration other than cash either at premium or at a discount.

xii. A list of highest ten holders of each class or kind of securities of the issuer as on the date of application along with particulars as to number of shares or debt securities held by them and the address of each such holder.

TATA STEEL LIMITED

List of Top 10 Shareholders as on 25th February, 2011

ISIN : INE081A01012 Capital : 959214196

Serial No.	Name of Shareholder	Total holdings	Percentage to capital
1	TATA SONS LIMITED	273,422,790	28.50
2	LIFE INSURANCE CORPORATION OF INDIA	126,588,102	13.20
3	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	15,142,524	1.58
4	GOVERNMENT OF SINGAPORE	10,718,580	1.12

5	THE NEW INDIA ASSURANCE COMPANY LIMITED	10,384,993	1.08
6	NATIONAL INSURANCE COMPANY LTD	9,489,459	0.99
7	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	7,480,522	0.78
8	SBI LIFE INSURANCE CO. LTD	6,981,259	0.73
9	THE ORIENTAL INSURANCE COMPANY LIMITED	6,228,681	0.65
10	PILANI INVESTMENT AND INDUSTRIES CORPORATION LTD.	5,867,009	0.61

LIST OF TOP 10 DEBENTURE HOLDERS

SR	NAME
1	LIFE INSURANCE CORPORATION OF INDIA
2	RELIANCE CAPITAL TRUSTEE CO LTD A/C RELIANCE MONTHLY INCOME PLAN
3	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD
4	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE SAVINGS FUND
5	RELIANCE CAPITAL TRUSTEE CO LTD A/C RELIANCE SHORT TERM FUND
6	HDFC TRUSTEE COMPANY LTD - HDFC SHORT TERM PLAN
7	ARMY GROUP INSURANCE FUND
8	KOTAK MAHINDRA TRUSTEE COMPANY LTD. A/C KOTAKFLEXI DEBT SCHEME
9	RELIANCE CAPITAL TRUSTEE CO LTD A/C RELIANCE MEDIUM TERM FUND
10	SBI LIFE INSURANCE CO.LTD
10	BIRLA SUN LIFE INSURANCE COMPANY LIMITED

xiii. Risks relating to the issue

The following are some of the risks envisaged by the Issuer’s management. Investors should consider the same carefully for evaluating the Issuer and its business before making any investment decision. Unless the context requires otherwise, the risk factors described below apply to the Issuer and its subsidiaries only. If any one of the risks occur, the Company’s business, financial conditions and results of operations could suffer and therefore the value of the Issuer’s securities could decline.

The Company believes that the factors described below represent the principal risks inherent in investing in the Securities issued under this Information Memorandum, but the inability of the Issuer, as the case may be, to pay necessary amounts, on or in connection with any Securities may occur for other reasons and the Issuer does not represent that the statements below regarding the risks of holding any Securities are exhaustive. Potential Investors should also read the detailed information set out elsewhere in this Information Memorandum and reach their own views prior to making any investment decision.

Risks relating to the Securities

1. **Any downgrading in credit rating of the Securities may affect the value of the Securities and thus the ability to raise further funds.**

   The Issuer cannot guarantee that the ratings on the Securities will not be downgraded. A downgrade in the credit ratings may lower the value of the Securities and may also affect the Issuer's ability to raise further funds.

2. **Payment of distribution may be deferred subject to conditions outlined below. Such distributions, if not paid, will accumulate until such distributions are fully paid.**

   Prospective investors should be aware that payment of any distribution payment on the Securities may be deferred at the option of the Issuer, unless, in the six months preceding the relevant Distribution Payment Date, the Issuer has made a payment on, or repurchased or redeemed, any securities ranking pari passu with, or junior to, the Instrument. Distributions, not paid, will accumulate until such distributions are fully paid.

3. **The Securities are subordinated to the claims of other creditors.**

   The Securities are unsecured and are subordinated to the claims of all other senior or secured creditors. The Securities are senior only to share capital and any other securities at par with share capital of the Issuer.

4. **The Securities are perpetual in nature.**

   The Securities are perpetual unless the Issuer elects to redeem the securities as permitted under the brief terms and conditions in (xxii) below. Accordingly, the Securities have no fixed final redemption date. In addition, holders of the Securities have no right to call for the redemption of the Securities, although they may launch proceedings against the Issuer as provided in (xxii) below under "Proceeding against the Issuer" in the event of Non-payment other than as validly deferred and insolvency of the Issuer or winding-up

   .

Risks Related to the Company

In the following risk factors, Company refers to the consolidated Tata Steel Group, TSE refers to the Company's European subsidiary and TSL refers to Tata Steel Limited Stand Alone

Europe is the Company's largest market, and its current business and future growth could be materially and adversely affected if economic conditions in Europe deteriorate.

Europe is the Company's largest market, accounting for 45.5% of its total sales volume of steel products in the year ended March 31, 2010. Sales of the Company's products in Europe is affected by the condition of major steel consuming industries, such as automobile, infrastructure and construction, and the European economy in general. In addition, a significant majority of the Company's operations and assets are located in Europe. As a result, the Company is subject to economic, political, legal and regulatory risks that are related to Europe.

Economic indicators in Europe in recent years have shown mixed signs. In particular, several economies within Europe are showing significant signs of weakness, and further bailouts of European governments may occur. Due in large part to the economic conditions in Europe, the Company's sales in Europe decreased from 15.1 mt in the year ended March 31, 2009 to 11.1 mt in the year ended March 31, 2010. Any future deterioration of the European and global economy could adversely affect the Company's business, financial condition and results of operations.

Developments that could have an adverse impact on Europe's economy include:

- continuing difficulties in the global financial markets;
- sovereign defaults of certain European countries;
- a slowdown in consumer spending;
- adverse changes or volatility in foreign currency reserve levels, commodity prices (including iron ore, coal and oil prices), exchange rates (including fluctuation of the U.S. dollar, GBP or Euro exchange rates), interest rates or stock markets;
- social and labour unrest;
- substantial decreases in the market prices of European real estate;
- a decrease in tax revenues and a substantial increase in the expenditures by European governments for unemployment compensation and other social programs that, together, would lead to an increased government budget deficit;
- financial problems or lack of progress in restructuring large troubled European companies, their suppliers or the financial sector; and
- geo-political uncertainty and risk of further attacks by terrorist groups around the world.

The Company has undertaken, and may undertake in the future, strategic acquisitions, which may be difficult to integrate, and may end up being unsuccessful.

The Company has in the past pursued, and may from time to time pursue in the future, acquisitions. From 2005 to 2007, the Company acquired operations in Europe through the acquisition of Corus as well as operations in Thailand, Singapore, China, Malaysia, Vietnam, the Philippines, Thailand and Australia through the acquisitions of Tata Steel Thailand and Natsteel. These acquisitions posed significant logistical and integration issues for the Company, as it had no previous experience in managing substantial foreign companies or large-scale international operations.

The Company's ability to achieve the benefits it anticipates from future acquisitions will depend in large part upon whether it is able to integrate the acquired businesses into the rest of the Company in an efficient and effective manner. The integration and the achievement of synergies requires, among other things, coordination of business development and procurement efforts, manufacturing improvements and employee retention, hiring and training policies, as well as the alignment of products, sales and marketing operations, compliance and control procedures, research and development activities and information and software systems. Any difficulties encountered in combining operations could result in higher integration costs and lower savings than expected. Integration of certain operations also requires the dedication of significant management resources, and time and costs devoted to the integration process may divert management's attention from day to day business.

In addition, the Company may make further acquisitions which may require the Company to incur or assume substantial new debt, expose it to future funding obligations and expose it to integration risks, and the Company cannot assure prospective investors that such acquisitions will contribute to its profitability. The failure to successfully integrate an acquired business or the inability to realize the anticipated benefits of such acquisitions could materially and adversely affect the Company's results of operations and financial condition.

The Company faces risks relating to its joint ventures.

The Company also has entered into, and may from time to time in the future enter into, joint venture agreements, including for raw material projects. The Company may have limited control of these projects and therefore may be unable to require that its joint ventures sell assets or return invested capital, make additional capital contributions or take any other action. If there is a disagreement between the Company and its partners in a joint venture regarding the business and operations of the project, the Company cannot assure you that it will be able to resolve such disagreement in a manner that will be in the Company's best interests. Certain major decisions, such as selling a stake in the joint project, may require the consent of all other partners. These limitations may adversely affect the Company's ability to obtain the economic and other benefits it seeks from participating in these projects. In addition, the Company's joint venture partners may have economic or business interests or goals that are inconsistent with the Company; take actions contrary to the Company's instructions, requests, policies or objectives; be unable or unwilling to fulfill their obligations; have financial difficulties; or have disputes with the Company as to their rights, responsibilities and obligations. Any of these and other factors may have a material adverse effect on the Company's joint venture projects, which may in turn materially and adversely affect the Company's operations and financial condition.

The Company has incurred a substantial amount of indebtedness in connection with the acquisition of Corus, which may adversely affect its cash flow and its ability to operate its business.

In April 2007, the Company acquired all of the outstanding shares of Corus for GBP 6,004 million (including GBP 108 million in connection with the employee stock option "sharesave" scheme of Corus but excluding acquisition and debt refinancing costs). To finance the acquisition, the Company undertook a significant amount of debt. As of September 30, 2010, the Company had Rs. 559,372 million of total outstanding indebtedness. Because of the Company's substantial level of indebtedness, a downturn in the business will increase the possibility that it may be unable to generate cash sufficient to pay, when due, the principal of, interest on or other amounts due in respect of its indebtedness. The Company's high indebtedness, and other financial obligations and contractual commitments of the Company, may have other important consequences for its business and results of operations, including:

- making the Company more vulnerable to adverse changes in economic conditions, government regulation or in the competitive environment;
- requiring the Company to dedicate a substantial portion of its cash flow from operations to payments on its indebtedness, thereby reducing the availability of its cash flows to fund working capital, capital expenditures, acquisitions and other general corporate purposes;
- limiting the Company's ability to borrow additional amounts for working capital, capital expenditures, acquisitions, debt service requirements, execution of its business strategy or other purposes;

- materially impacting the Company's ability to pay dividends in the future; and
- exacerbating the impact of foreign currency movements on the profitability and cash flows of the Company.

In addition, the Company's high indebtedness, and other financial obligations and contractual commitments of the Company could lead to a downgrade of the Company's credit rating by international and domestic rating agencies, thereby adversely impacting the Company's ability to raise additional financing and the interest rates and commercial terms on which such additional financing is available. On February 5, 2009, Standard & Poor's lowered the Company's rating to BB- with negative outlook due to weak market conditions; on April 3, 2009, Fitch lowered the Company's rating to BB+ with negative outlook; and on June 8, 2009, Moody's lowered the Company's rating to Ba3 with stable outlook. On October 7, 2010, Standard & Poor's revised the Company's outlook to stable and, on November 22, 2010, Fitch revised the outlook on the Company to stable.

The Company also has outstanding variable-rate debt in the principal amount of Rs. 436,187 million as of September 30, 2010. If interest rates rise, interest payable on this debt will also rise, thus increasing the cost of new financing for the Company, increasing the Company's interest expense and limiting the Company's ability to implement its growth strategies. Such a rise in interest rates could materially and adversely affect the Company's results of operations and financial condition.

The Company is subject to certain restrictive covenants which may limit the Company's operational and financial flexibility, and the Company's future results of operations and financial condition may be adversely affected if the Company fails to comply with these covenants.

Certain of the Company's financing arrangements include covenants to maintain certain debt to equity ratios, debt coverage ratios and certain other liquidity ratios. The Company cannot assure prospective investors that such covenants will not hinder the Company's business development and growth in the future. In the event that the Company breaches these covenants, the outstanding amounts due under such financing agreements could become due and payable immediately. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. Defaults under one or more of the Company's financing agreements could have a material adverse effect on the Company's results of operations and financial condition.

Some of the Company's financing agreements and debt arrangements set limits on or require it to obtain lender consents before, among other things, undertaking certain projects, issuing new securities, changing the business of the Company, merging, consolidating, selling significant assets or making certain acquisitions or investments. In the past, the Company has been able to obtain required lender consents for such activities. However, there can be no assurance that the Company will be able to obtain such consents in the future. If the Company's financial or growth plans require such consents, and such consents are not obtained, the Company may be forced to forgo or alter its plans, which could adversely affect the Company's results of operations and financial condition.

In addition, certain financial covenants may limit the Company's ability to borrow additional funds or to provide collateral. In particular, certain subsidiaries of the Company including Tata Steel UK Holdings Limited entered into a senior facilities agreement with a syndicate of banks in September 2010 to refinance the outstanding debt obligation with respect to the senior secured facilities obtained by TSE in April 2007 to finance the acquisition of Corus. The agreements governing the new facilities include a number of covenants and provisions that could restrict the Company and its subsidiaries from incurring additional debt and security in the future.

If the Company is unable to successfully implement its growth strategies, its results of operations and financial condition could be adversely affected.

As part of its future growth strategy, the Company plans to expand its steel making capacity through a combination of brownfield growth, new greenfield projects and acquisition opportunities. The Company is currently expanding its steel making capacity at its Jamshedpur facilities and is exploring the development of greenfield steel plants in Orissa, Chhattisgarh and Karnataka, India. See "Business—Expansion and Development Program." These projects, and a number of other expansion projects, to the extent that they proceed, would require substantial capital expenditures and would involve risks, including risks associated with the timely completion of these projects. Factors that could affect the Company's ability to complete these projects include receiving financing on reasonable terms, obtaining or renewing required regulatory approvals and licenses, demand for the Company's products and general economic conditions. In addition, the feasibility of the Company's development of these greenfield steel plants are also dependent upon the ability of the Company to obtain new iron ore mining leases from the relevant state governments. Any of these factors may cause the Company to delay, modify or forego some or all aspects of its expansion plans. Consequently, the Company cannot assure prospective investors that it will be able to execute these projects, and to the extent that they proceed, that it will be able to complete them on schedule, within budget, or achieve an adequate return on its investment.

The Company may not be able to obtain adequate funding required to carry out its future plans for growth.

Disruptions in global credit and financial markets and the resulting governmental actions around the world could have a material adverse impact on the Company's ability to meet its funding needs. The Company, in order to carry out its day-to-day operations in the steel industry requires continuous access to large quantities of capital. The Company has historically required, and in the future expects to require, outside financing to fund capital expenditures needed to support the growth of its business (including the additional operational and control requirements of this growth) as well as to refinance its existing debt obligations and meet its liquidity requirements. These expenditures include capital expenditures for new facilities, such as the greenfield projects at Orissa, Chhattisgarh and Karnataka, and expansions of existing facilities, where payments will be made in advance of any additional revenue that will be generated.

In the event of adverse market conditions, or if actual expenditures exceed planned expenditures, the Company's external financing activities and internal sources of liquidity may not be sufficient to affect current and future operational plans, and the Company may be forced to, or may choose to, terminate the expansion of the capacity of certain of its facilities or the construction of new facilities as scheduled or at all. The Company's ability to arrange external financing and the cost of such financing, as well as the Company's ability to raise additional funds through the issuance of equity, equity-related or debt instruments in the future, is dependent on numerous factors. These factors include general economic and capital market conditions, interest rates, credit availability from banks or other lenders, investor confidence in the Company, the success of the Company, provisions of tax and securities laws that may be applicable to the Company's efforts to raise capital, the political and economic conditions in the geographic locations in which the Company operates, the amount of capital that other entities may seek to raise in the capital markets, the liquidity of the capital markets and the Company's financial condition and results of operations.

In recent years, disruptions and volatility in the global financial markets have resulted in increases in credit spreads and limitations on the availability of credit. Starting in mid-2007, credit markets in the United States began experiencing difficult conditions and increased volatility, which in turn adversely affected worldwide financial markets. Adverse conditions in the global credit and financial markets were further exacerbated in 2008 by the bankruptcy or acquisition of, and government assistance to, several major U.S. and European financial institutions. These developments resulted in reduced liquidity, greater volatility, widening of credit spreads and a reduction in price transparency in the U.S. and global financial markets.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including Europe and India implemented a number of policy measures designed to add stability to the financial markets and stimulate the economy, including the provision of direct and indirect assistance to distressed financial institutions. However, while the rate of deterioration of the global economy slowed in the second half of 2009 and into 2010, with some signs of stabilization and improvement, the overall prospects for the global economy remain uncertain. For example, in November 2009, the Dubai government announced a moratorium on the outstanding debt of Dubai World, a government-affiliated investment company. In addition, many governments worldwide, in particular in Ireland, Greece, Portugal and other countries in southern Europe, are showing increasing signs of fiscal stress and may experience difficulties in meeting their debt service requirements. Any of these or other developments could potentially trigger another financial and economic crisis. In addition, while many governments worldwide are considering or are in the process of implementing "exit strategies," in the form of reduced government spending, higher interest rates or otherwise, with respect to the economic stimulus measures adopted in response to the global financial crisis, such strategies may, for reasons related to timing, magnitude or other factors, have the unintended consequence of prolonging or worsening global economic and financial difficulties. Adverse conditions and uncertainty surrounding the European, Indian and global economies and financial markets may have a material adverse effect on the Company's business and its ability to meet funding needs.

The Company can make no guarantee that it will be able to obtain bank loans or renew existing credit facilities granted by financial institutions in the future on reasonable terms or at all or that any fluctuation in interest rates will not adversely affect its ability to fund required capital expenditures. The Company may be unable to raise additional equity on terms or with a structure that is favourable to the Company, if at all. If the Company is unable to arrange adequate external financing on reasonable terms, the Company's business, operations, and financial condition may be adversely and materially affected.

The Company operates a global business and its financial condition and results of operations are affected by the local conditions in or affecting countries where it operates.

The Company operates a global business and has facilities in the United Kingdom, the Netherlands, India, Germany, Thailand, Singapore, China, Malaysia, Vietnam, the Philippines and Australia. As a result, the Company's financial condition and results of operations is affected by political and economic conditions in or affecting countries where it operates. The Company faces a number of risks associated with its operations, including in some or all jurisdictions challenges caused by distance, local business customs, languages and cultural differences; adverse changes in laws and policies, including those affecting taxes and royalties on energy resources, labour, environmental compliance and investments; difficulty in obtaining licenses, permits or other regulatory approvals from local authorities; adverse effects from fluctuations in exchange rates; multiple and possibly overlapping and conflicting standards and practices of the regulatory, tax, judicial and administrative bodies of the relevant foreign jurisdiction; political strife, social turmoil or deteriorating economic conditions; military hostilities or acts of terrorism; and natural disasters, including earthquakes in India and flooding and tsunamis in Southeast Asia, and epidemics or outbreaks such as avian flu, swine flu or severe acute respiratory syndrome. In addition, the infrastructure of certain countries where the Company operates its business, in particular India but also Thailand, China, Malaysia, Vietnam and the Philippines, is less developed than that of many developed nations and problems with its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt the Company's normal business activities.

Any failure on the Company's part to recognize or respond to these risks may materially and adversely affect the success of its operations, which in turn could materially and adversely affect the Company's results of operations and financial condition.

Investments in certain countries could also result in adverse consequences to the Company under existing or future trade or investment sanctions. The effect of any such sanctions could vary, but if sanctions were imposed on the Company or one of its subsidiaries, there could be a material adverse impact on the market for the Company's securities or it could significantly impair the Company's ability to access the U.S. or international capital markets.

The unexpected loss, shutdown or slowdown of operations at any of the Company's facilities could have a material adverse effect on the Company's results of operations and financial condition.

The Company's facilities are subject to operating risks, such as the breakdown or failure of equipment, power supply interruptions, facility obsolescence or disrepair, labour disputes, natural disasters and industrial accidents. The occurrence of any of these risks could affect the Company's operations by causing production at one or more facilities to shutdown or slowdown. No assurance can be given that one or more of the factors mentioned above will not occur, which could have a material adverse effect on the Company's results of operations and financial condition.

In addition, the Company's manufacturing processes depend on critical pieces of steel making and equipment. Such equipment may, on occasion, be out of service as a result of unanticipated failures, which could require the Company to close part or all of the relevant production facility or cause the Company to reduce production on one or more of its production fines. Any interruption in production capability may require the Company to make significant and unanticipated capital expenditures to affect repairs, which could have a negative effect on the Company's profitability and cash flows. Although the Company maintains business interruption insurance, the recoveries under its insurance coverage may not be sufficient to offset the lost revenues or increased costs resulting from a disruption of its operations. A sustained disruption to the Company's business could also result in a loss of customers. Any or all of these occurrences could materially adversely affect the Company's business, results of operations and financial condition.

Labour problems could adversely affect the Company's results of operations and financial condition.

Most of the Company's employees in India, and a substantial portion of the Company's employees in Europe, other than management, are members of labour unions and are covered by wage agreements with those labour unions, which have different terms at different locations and are subject to periodic renegotiation. Although the Company works to maintain good relations with its unions, the Company cannot assure prospective investors that it will not experience labour unrest in the future, which may delay or disrupt its operations. If strikes, work stoppages, work slow-downs or lockouts at its facilities occur or continue for a prolonged period of time, the Company's results of operations and financial condition could be adversely affected.

Costs related to the Company's obligations to pension and other retirement funds could escalate, thereby adversely affecting the Company's results of operations and financial condition.

The Company has significant pension and other retirement obligations to its employees in Europe and India. The Company's subsidiary, TSE, provides retirement benefits for substantially all of its employees under several defined benefit and defined contribution plans. Pension contributions are calculated by independent actuaries using various assumptions about future events. The actuarial assumptions used may differ from actual future results due to changing market and economic conditions, higher or lower withdrawal rates, longer or shorter life spans of participants or other unforeseen factors. These differences may impact TSE's recorded net pension expense and liability, as well as future funding requirements.

In addition, since 1995, the Company has introduced a number of early separation schemes to optimize the size of its workforce in India. Pursuant to such schemes, certain employees of the Company's subsidiary, TSL, can opt to retire early and receive compensation until such time as they would have retired in the normal course. This has contributed to a reduction in the number of employees at the Company's Indian operations, from 76,432 as of March 31, 1995 to 34,440 as of March 31, 2010. The net present value of the future liability for pensions payable to employees who have opted for retirement under this early separation scheme is amortized over a number of years. The increase in the net present value of any future liability for such pensions is charged to the profit and loss account. However, the net present value of the future liability may change due to changes in interest rates, which affect the discounting rate used to calculate the net present value. In addition, accounting changes may impact the period over which the net present value of the future liability is amortized.

In addition, since March 31, 2010, the amortization of the net present value of future early separation scheme liability is no longer permitted, and the Company is required to recognise the net present value of the entire future liability as an expenditure in the year in which the employee elects to retire under the early separation scheme. Because the net present value of the Company's expenses under the early separation scheme fluctuates with changing interest rates and may be affected by future accounting changes, the Company cannot precisely estimate the effect of these expenses on its future results of operations, and therefore its future results of operations and financial condition may be materially and adversely affected.

The Company's operating results are significantly affected by movements in exchange rates.

There has been considerable volatility in foreign exchange rates in recent years, including rates between the Euro, the Rupee, the U.S. dollar and other major foreign currencies. To the extent that the Company incurs costs in one currency and generate sales in another, its profit margins may be affected by changes in the exchange rates between the two currencies. Sales from the Company's European operations are denominated mainly in Euro, and sales from its Indian operations are primarily in Rupees although its exports are mainly denominated in U.S. dollars. The raw material purchases for the Company's European operations are denominated mainly in U.S. dollars while employee related expenses and other costs are primarily denominated in British pounds and Euros. Costs of the Company's Indian operations are primarily in Rupees although its imports, including the purchase of raw materials, is mainly denominated in U.S. dollars. Imports of the Company's Indian operations that is denominated in U.S. dollars currently exceed its exports denominated in U.S. dollars on an annual basis and therefore it has a net short position in U.S. dollars on its revenue account. In addition, because of ongoing growth projects in India for which the Company expects to incur significant capital expenditures, including the purchase of equipments, the Company is expected to have imports on its capital account in Euros, U.S. dollars and British pound. Accordingly, fluctuations in exchange rates, in particular between the Euro and the British pound, Euro and the U.S. dollar and Rupee and the U.S. dollar, affect the Company's profit margins and revenue from its operations.

The Company books forward contracts on a rolling basis to hedge its short position versus the U.S. dollars (against British pound and Euros) in its European business. For other exposures, it maintains a policy of booking forward contracts to hedge exposures once they are crystallized. While the Company uses foreign currency forward and option contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions, changes in exchange rates may have a material and adverse effect on its results of operations and financial condition.

The Company's insurance policies provide limited coverage, potentially leaving it uninsured or under insured against some business risks.

As part of its risk management, the Company maintains insurance policies that may provide some insurance cover for labour unrest, mechanical failures, power interruptions, natural calamities or other problems at any of the Company's steel making facilities. Notwithstanding the insurance coverage that the Company and its subsidiaries carry, the occurrence of any event that causes losses in excess of limits specified under the policy, or losses arising from events not covered by insurance policies, could have a material adverse effect the Company's business, financial condition and operating results.

Mining operations are subject to substantial risk, including those related to operational hazards and environmental issues.

The Company currently operates several iron ore and coal mines in India, has an interest in mines in Mozambique, Canada and the Ivory Coast and may substantially increase the scope of its mining activities in the future. These operations are subject to hazards and risks normally associated with the exploration, development and production of natural resources including industrial accidents, such as explosions, fires, transportation interruptions and inclement weather. The occurrence of any of these events, or similar events, could delay production, increase production costs and result in death or injury to persons, damage to property and liability for the Company, some or all of which may not be covered by insurance, as well as substantially harm the Company's reputation.

These operations are also subject to hazards and risks relating to negative environmental consequences such as those resulting from tailings and sludge disposal, effluent management and disposal of mineralized waste water and rehabilitation of land disturbed during mining processes. In addition, environmental awareness throughout the world, including in India and other emerging markets, has grown significantly in recent years, and opposition to mining operations have also increased due to the perceived negative impact they have on the environment. For example, in 2005, citizens of the State of Orissa in India protested against the entry of mining operations by a bauxite-mining consortium in forested lands. Public protest over the Company's mining operations could cause operations to slow down, damage the Company's reputation and goodwill with the governments or public in the countries in which the Company operates, or cause damage to its facilities. Public protest could also affect the ability of the Company to obtain necessary licenses to expand existing facilities or establish new operations. Consequently, negative environmental consequences as well as public opposition of the Company's current or planned mining operations could have a material adverse effect on the Company's results of operations and financial condition.

Product liability claims could adversely affect the Company's operations.

The Company sells products to major manufacturers who are engaged to sell a wide range of end products. Furthermore, the Company's products are also sold to, and used in, certain safety-critical applications. If the Company were to sell steel that does not meet specifications or the requirements of the application, significant disruptions to the customer's production lines could result. There could also be significant consequential damages resulting from the use of such products. The Company has a limited amount of product liability insurance coverage, and a major claim for damages related to products sold could leave the Company uninsured against a portion or all of the award and, as a result, materially harm its financial condition and future operating results.

The Company's inability to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate its business could have a material adverse effect on its business.

The Company requires certain statutory and regulatory permits and approvals for its business. There can be no assurance that the relevant authorities will issue such permits or approvals in the timeframe anticipated by the Company or at all. In addition, the failure to renew or maintain existing permits or approvals may result in the interruption of the Company's operations and may have a material adverse effect on the Company's business, financial condition and results of operations. If the Company is unable to obtain the requisite licenses in a timely manner or at all, or to renew or maintain existing permits or approvals, its operations may be materially and adversely affected.

The Company's estimates of its Indian mineral reserves and the mineral reserves of its other mining investments are subject to assumptions, and if the actual amounts of such reserves are less than estimated, or if the Company is unable to gain access to sufficient mineral reserves, the Company's results of operations and financial condition may be adversely affected.

The Company's estimates of its iron ore and coal resources, including in India, Mozambique, Canada and the Ivory Coast, are subject to probabilistic assumptions based on interpretations of geological data obtained from sampling techniques and projected rates of production in the future. Actual reserves and production levels may differ significantly from reserve estimates. In addition, it may take many years from the initial phase of exploration before production is possible during which time the economic feasibility of exploiting such reserves may change. In addition, the Company's joint ventures to gain access to coal and iron ore deposits in India, Mozambique, Canada and the Ivory Coast have not reached the production phase and the Company can offer no assurance that the mines will produce the estimated amounts of raw materials, if any.

If the Company has overestimated its mineral reserves, or the quality of such reserves, it would deplete its existing mineral reserves more quickly than estimated, and the Company may be forced to purchase such minerals in the open market. Prices of minerals in the open market may significantly exceed the cost at which the Company might otherwise be able to extract these minerals, which would cause the Company's costs to increase and consequently adversely affect the Company's results of operations and financial condition.

The Company relies on leased mines and if it is unable to renew these leases, obtain new leases or is required to pay more royalties under these leases, it may be forced to purchase such minerals for higher prices, which may negatively impact its results of operations and financial condition.

The Company extracts minerals pursuant to mining leases from State Governments in the areas in which such mines are located including leases for iron ore mines in the Noamundi, Joda and Khondbond regions and coal mines in the West Bokaro and Jamadoba regions. These leases are granted under the Indian Mines and Minerals (Development and Regulations) Act, 1957 (the "MMDR"). In addition, the Company has plans to increase the scope of its mining activities pursuant new leases with the State Governments including leases relating to the Orissa and Chhattisgarh Steel Projects and through its venture with Steel Authority of India Limited ("SAIL"). From time to time, such leases come up for renewal and may be renewed for up to 20 years with the approval of the relevant State Government and, in some cases, the Indian Government. Such renewals may take an indeterminable time to be completed and, among other requirements, the renewals are subject to the lessee not being in breach of any applicable laws, including environmental laws.

If the Company's mining leases are not renewed, or renegotiated on terms that are less advantageous, no new leases are made available, or royalties charged against the Company's leases are increased, the Company may be forced to purchase such minerals in the open market or pay increased royalties. If prices in the open market exceed the cost at which the Company might otherwise be able to extract these minerals or there is an increase in royalties payable, the Company's costs would increase and the Company's results of operations and financial condition would be adversely affected.

If the Government implements the Mines and Minerals (Development and Regulation) Bill, 2010 (the "MMDR Bill"), the financial condition and results of operations of the Company may be adversely affected.

The Company may be adversely affected by the proposed implementation of the MMDR Bill which, according to the last publically available draft, would subject the Company to new mining regulations, including paying compensation to certain affected persons. The MMDR Bill seeks to rationalize royalties, taxes, cesses and the auction of mining blocks by state governments to promote regional mining explorations. Among other provisions, the MMDR Bill would require a mining company to pay annual compensation to certain affected persons, defined as persons holding occupations, usufruct or traditional rights related to the surface of the land over which it possess mining licenses. If the mining company and such affected persons are unable to agree on such annual compensation, the annual compensation will be set by the relevant state government. The MMDR Bill would also require the mining company to allot free shares equal to 26% through the promoters' quota of the mining company or an annuity equal to 26% of the profit after deduction of tax paid in case the holder of lease is a person to the stakeholders as annual compensation and employment and other assistance in accordance with the rehabilitation and resettlement policy of the concerned state government. If the mining operations are unprofitable and the value of the annuity or interest contribution thus falls, the mining company would be required to pay a specified amount of compensation to the stakeholders. The MMDR Bill also proposes to address the eligibility norms for obtaining new mining blocks, renewing existing mining blocks, obtaining new mining licenses and determining the levels of compensation and royalties to be paid to the central and state governments.

A group of ministers approved a revised version of the MMDR Bill on September 17, 2010. The Government proposes to introduce the revised MMDR Bill in the winter session of the Indian Parliament in 2010 and the provisions of the last publically available version of the MMDR Bill, as mentioned in the preceding paragraph, do not represent the current position. The Company is currently unable to predict the impact the MMDR Bill will have on its business, financial condition and results of operations, as well as the final form that the MMDR Bill will take. Any laws implemented as a result of the proposed MMDR Bill may adversely affect the business, financial condition and results of operations of the Company.

Risks Related to the Steel Industry

The steel industry is affected by global economic conditions. A slower than expected recovery of the global economy or a renewed global recession could have a material adverse effect on the steel industry and the Company.

The Company's activities and results are affected by international, national and regional economic conditions. Starting in September 2008, a steep downturn in the global economy, sparked by uncertainty in credit markets and deteriorating consumer confidence, sharply reduced global demand for steel products. This has had a pronounced negative effect on, and to some extent continues to negatively affect, the Company's business and results of operations. Although the global economy has shown signs of recovery since the end of 2009 and in 2010, with a certain degree of recovery and stabilisation of steel prices, should the recovery falter, the outlook of steel producers could again worsen. In particular, a renewed recession or period of lower growth or lower public spending on infrastructure in Europe or in the United States, or significantly slower growth or the spread of recessionary conditions to emerging economies that are substantial consumers of steel (such as China, Brazil, Russia and India, as well as emerging Asian markets, the Middle East and the Commonwealth of Independent States ("CIS") regions) would have a material adverse effect on the steel industry. The European economy and, as a result, the European steel market, have been slower in their recovery from the global economic downturn than the economies and steel markets of other regions. The European construction industry, a key consumer of steel products, including the Company's, has been particularly severely affected and has not fully come out of the recession, which has adversely impacted, and continues to negatively affect, the Company's operations in Europe.

An uneven recovery, with positive growth limited to certain regions, or excluding key markets such as Europe, which accounted for 45.5% of the Company's sales in the year ended March 31, 2010, would also have an adverse effect on the Company's results of operations. Continued financial weakness among substantial consumers of steel products, such as the automotive industry and the construction industry, or the bankruptcy of any large companies in such industries, would exacerbate the negative trend in market conditions. Protracted declines in steel consumption caused by poor economic conditions in one or more of the Company's major markets or by the deterioration of the financial condition of its key customers would have a material adverse effect on demand for its products and hence on its results. An unsustainable recovery and persistent weak economic conditions in any of the Company's key markets could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

The steel industry is highly cyclical and a decrease in steel prices may have an adverse effect on the Company's results of operations and financial condition.

Steel prices are volatile, reflecting the highly cyclical nature of the global steel industry. Steel prices fluctuate based on macroeconomic factors, including, amongst others, consumer confidence, employment rates, interest rates and inflation rates, in the economies in which the steel producers sell their products and are sensitive to the trends of particular industries, such as the automotive, construction, packaging, appliance, machinery, equipment and transportation industries, which are among the biggest consumers of steel products. When downturns occur in these economies or sectors, the Company may experience decreased demand for its products, which may lead to a decrease in steel prices.

After rising steadily during 2007 and into the third quarter of 2008, global steel prices fell sharply, as the global credit crisis led to a collapse in global demand. Prices remained depressed, despite widespread production cuts, until the second half of 2009. The depressed state of steel prices during this period adversely affected the results of steel producers generally, including the Company, resulting in lower revenues and margins and write downs of finished steel products and raw material inventories. In addition, the volatility, length and nature of business cycles affecting the steel industry have become increasingly unpredictable, and the recurrence of another major downturn in the industry may have a material adverse impact on the Company's business, results of operations, financial condition and prospects.

In addition, substantial decreases in steel prices during periods of economic weakness have historically not always been balanced by commensurate price increases during periods of economic strength. Although steel prices have, to a certain degree, recovered and stabilised since their sharp fall in 2008, the timing and extent of price recovery or return to prior levels remains uncertain. A sustained price recovery will most likely require a broad economic recovery, in order to underpin an increase in real demand for steel products by end users.

Developments in the competitive environment in the steel industry could have an adverse effect on the Company's competitive position and hence its business, financial condition, results of operations or prospects.

The Company believes that the key competitive factors affecting its business include product quality, changes in manufacturing technology, workforce skill and productivity, cash operating costs, pricing power with large buyers, access to outside funds, the degree of regulation and access to low-cost raw materials. Although the Company believes that it is a competitive steel producer, it cannot assure prospective investors that it will be able to compete effectively against its current or emerging competitors with respect to each of these key competitive factors.

In recent years, there has been a trend toward industry consolidation among the Company's competitors. For example, consolidation of Mittal and Arcelor in 2006 has created a company with approximately 10% of global steel production capacity. Competition from global steel manufacturers with expanded production capacity such as ArcelorMittal and new market entrants, especially from China and India, could result in significant price competition, declining margins and reductions in revenue. For example, these companies may be able to negotiate preferential prices for certain products or receive discounted prices for bulk purchases of certain raw materials that may not be available to the Company. Larger competitors may also use their resources, which may be greater than the Company's, against the Company in a variety of ways, including by making additional acquisitions, investing more aggressively in product development and capacity and displacing demand for the Company's export products. If the trend towards consolidation continues, the Company could be placed in a disadvantageous competitive position relative to other steel producers and its results of operations and financial condition could be materially and adversely affected. In addition, a variety of known and unknown events could have a material adverse impact on the Company's ability to compete. For example, changes in the level of marketing undertaken by competitors, governmental subsidies provided to foreign competitors, dramatic reductions in pricing policies, exporters selling excess capacity from markets such as China, Ukraine and Russia, irrational market behaviour by competitors, increases in tariffs or the imposition of trade barriers, could all affect the ability of the Company to compete effectively. Any such event could have a material adverse impact on the Company's business, results of operations, financial condition and prospects.

Overcapacity and oversupply in the global steel industry may adversely affect the Company's profitability.

In recent years, driven in part by strong growth in steel consumption in the emerging markets, particularly in China, the global steel industry has experienced an expansion of steel production capacity. China is the largest steel producing country in the world by a significant margin, with the balance between its domestic production and demand being an important factor in the determination of global steel prices. In addition, Chinese steel exports may have a significant impact on steel prices in markets outside of China, including in the markets that the Company operates.

The increased production capacity, combined with a decrease in demand could result in production overcapacity in the global steel industry. Such production overcapacity in the global steel industry would intensify if the slowdown of the global economy is prolonged or demand from developing countries that have experienced significant growth in the past several years does not meet the growth in production capacity. Any production overcapacity and oversupply in the steel industry would likely cause increased competition in steel markets around the world which would likely lead to reduced profit margins for steel producers, and also would likely have a negative effect on the Company's ability to increase steel production in general. No assurance can be given that the Company will be able to continue to compete successfully in such an economic environment or that a prolonged slowdown of the global economy or production overcapacity will not have a material adverse effect on the Company's business, results of operations, financial condition or prospects.

The steel industry is characterized by a high proportion of fixed costs, and price volatility may adversely affect the Company's business.

The production of steel is capital intensive, with a high proportion of fixed costs to total costs. Consequently, steel producers generally seek to maintain high capacity utilization. If capacity exceeds demand, there is a tendency for prices to fall sharply if supply is largely maintained. Conversely, expansion of capacity requires long lead times so that, if demand grows strongly, prices increase rapidly, as unutilized capacity cannot be brought on line as quickly. The result can be substantial price volatility. While the Company has taken steps to reduce operating costs, the Company may be negatively affected by significant price volatility, particularly in the event of excess production capacity in the global steel market, and incur operating losses as a result.

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, could adversely affect the Company's profitability.

Steel production requires substantial amounts of raw materials and energy, including iron ore, coking coal and coke, scrap and power, which are subject to significant price volatility. In 2006, 2007, and through the first half of 2008, the prices of most commodities used in the steel-making process rose sharply before collapsing in late 2008 as a result of the global economic crisis. In the fourth quarter of 2010, the quarterly iron ore benchmark price (Australia FOB price for Chinese imports) was set at a level 9% below the benchmark price for the third quarter of 2010, which was 17% above the benchmark price for the second quarter of 2010.

The availability and prices of raw materials may be negatively affected by, among other factors: new laws or regulations; suppliers' allocations to other purchasers; business continuity of suppliers; interruptions in production by suppliers; accidents or other similar events at suppliers' premises or along the supply chain; wars, natural disasters and other similar events; fluctuations in exchange rates; consolidation in steel-related industries; the bargaining power of raw material suppliers and the availability and cost of transportation. Although the Company sources a portion of its iron ore and coal requirements from its captive mines and also has new mines under development, it currently obtains a significant majority of its raw materials requirements, including all materials for its operation in Europe, under supply contracts or from the spot market. The raw materials industry is highly concentrated and suppliers in recent years have had significant pricing power, as was the case during 2007 and the first half of 2008, when demand peaked at record levels. Further consolidation among suppliers would exacerbate this trend. In addition, in 2010, raw materials suppliers began to move toward sales based on quarterly prices rather than annually priced contracts under which steel producers face increased exposure to production cost and price volatility, which may in turn reduce their access to reliable supplies of raw materials. Any prolonged interruption in the supply of raw materials or energy, or failure to obtain adequate supplies of raw materials or energy at reasonable prices, or increases in costs which the Company cannot pass on to its customers, could adversely affect its business, financial condition, results of operations or prospects.

Despite the fact that steel and raw material prices are historically highly correlated, with both having experienced significant declines during the crisis, this correlation is not guaranteed. If raw materials and energy prices rise significantly (either as a result of supply constraints or other reasons) but prices for steel do not increase commensurately, it would have a negative effect on the Company's business, financial condition, results of operations and prospects.

In addition, energy costs, including the cost of electricity and natural gas, represent a substantial portion of the cost of goods sold by steel companies generally, including the Company. Historically, energy prices have varied significantly, and this trend may continue due to market conditions and other factors beyond the control of steel companies. Because the production of direct reduced iron and the re-heating of steel involve the use of significant amounts of energy, steel companies are sensitive to energy prices and are dependent on having access to reliable supplies. As a result, even moderate increases in energy prices can have a significant effect on the Company's operations.

If industry-wide steel inventory levels are high, customers may draw from inventory rather than purchase new products, which would reduce the Company's sales and earnings.

Above-normal industry inventory levels can cause a decrease in demand for the Company's products and thereby adversely impact its earnings. High industry-wide inventory levels of steel reduce the demand for production of steel because customers can draw from inventory rather than purchase new products. This reduction in demand could result in a corresponding reduction in prices and sales, both of which could contribute to a decrease in earnings. Industry-wide inventory levels of steel products can fluctuate significantly from period to period.

The Company's customers and suppliers can suspend or cancel delivery of products in certain cases.

Events of force majeure such as disruptions of transportation services because of weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure and port facilities, government actions or other events that are beyond the control of the parties and allow the Company's suppliers to suspend or cancel the deliveries of the raw materials could impair its ability to source raw materials and components and its ability to supply its products to customers. Similarly, the Company's customers may suspend or cancel delivery of its products during a period of force majeure and any suspensions or cancellations that are not replaced by deliveries under new contracts or sales on the spot market to third parties would reduce cash flows and could adversely affect the Company's financial condition and results of operations. The Company can provide no assurance that such disruptions will not occur.

The Company faces numerous protective trade restrictions, including anti-dumping laws, countervailing duties and tariffs, which could adversely affect its results of operations and financial condition.

Protectionist measures, including anti-dumping laws, countervailing duties and tariffs and government subsidization adopted or currently contemplated by governments in some of the Company's export markets could adversely affect the Company's sales. For example, in March 2002, the United States government imposed certain quotas and tariffs on imports of a range of steel products, which were not lifted until December 2003. Various other countries have also imposed quota systems, including some countries in the EU, South Korea and China. Anti-dumping duty proceedings or any resulting penalties or any other form of import restrictions may limit the Company's access to export markets for its products, and in the future additional markets could be closed to the Company as a result of similar proceedings, thereby adversely impacting its sales or limiting its opportunities for growth.

Tariffs are often driven by local political pressure in a particular country and therefore there can be no assurance that the United States or other countries will not impose other quotas or tariffs in the future. In the event that other countries impose such protective trade restrictions, the Company's exports could decline. Moreover, India is the Company's second largest market and does not currently impose such restrictions. Foreign steel manufacturers may, as a result of trade restrictions in other regions or other factors, attempt to increase their sales to India thereby causing increased competition in India. A decrease in the Company's exports from India or an increase in steel imports to India as a result of protective trade restrictions could have a negative impact on the Company's business, financial condition, results of operations and prospects.

Environmental matters, including compliance with laws and regulations and remediation of contamination, could result in substantially increased capital requirements and operating costs.

The Company's businesses are subject to numerous laws, regulations and contractual commitments relating to the environment in the countries in which it operates and the Company's operations generate large amounts of pollutants and waste, some of which are hazardous. These laws, regulations and contractual commitments concern air emissions, wastewater discharges, solid and hazardous waste material handling and disposal, and the investigation and remediation of contamination or other environmental restoration. The risk of substantial costs and liabilities related to compliance with these laws and regulations is an inherent part of the Company's business. Facilities currently or formerly owned or operated by the Company, or where wastes have been disposed or materials extracted, are all subject to risk of environmental cost and liabilities, which includes the costs or liabilities relating to the investigation and remediation of past or present contamination or other environmental restoration. In addition, future conditions and contamination may develop, arise or be discovered that create substantial environmental compliance, remediation or restoration liabilities and costs. Despite the Company's efforts to comply with environmental laws and regulations, violations of such laws or regulations can result in civil and/or criminal penalties being imposed, the suspension of permits, requirements to curtail or suspend operations, lawsuits by third parties and negative reputational effects. There can be no assurance that substantial costs and liabilities will not be incurred in the future.

An increase in the requirements of environmental laws and regulations, increasingly strict enforcement thereof by governmental authorities, or claims for damages to property or injury to persons resulting from the environmental impacts of the Company's operations or past contamination, could prevent or restrict some of the Company's operations, require the expenditure of significant funds to bring the Company into compliance, involve the imposition of cleanup requirements and reporting obligations, and give rise to civil and/or criminal liability. The European Union has already established greenhouse gas regulations and many other countries, including the United States, are in the process of doing so. Such regulations, whether in the form of a national or international cap-and-trade emissions permit system, a carbon tax, or other regulatory initiative, could have a negative effect on the Company's production levels, income and cash flows. Such regulations could also have a negative effect on the Company's suppliers and customers, which could result in higher costs and lower sales.

There can be no assurance that any such legislation, regulation, enforcement or private claim will not have a material adverse effect on the Company's business, financial condition or results of operations. In the event that production at one of the Company's facilities is partially or wholly disrupted due to this type of sanction, the Company's business could suffer significantly and its results of operations and financial condition could be materially and adversely affected.

In addition, the Company's current and future operations may be located in areas where communities may regard its activities as having a detrimental effect on their natural environment and conditions of life. Any actions taken by such communities in response to such concerns could compromise the Company's profitability or, in extreme cases, the viability of an operation or the development of new activities in the relevant region or country.

Failure to maintain adequate health and safety standards may cause the Company to incur significant costs and liabilities and may damage the Company's reputation.

The Company is subject to a broad range of health and safety laws and regulations in each of the jurisdictions in which it operates. These laws and regulations, as interpreted by the relevant agencies and the courts, impose increasingly stringent health and safety protection standards. The costs of complying with, and the imposition of liabilities pursuant to, health and safety laws and regulations could be significant, and failure to comply could result in the assessment of civil and/or criminal penalties, the suspension of permits or operations and lawsuits by third parties.

Despite the Company's efforts to monitor and reduce accidents at its facilities, there remains a risk that health and safety incidents may occur. Such incidents could include explosions or gas leaks, fires or collapses in underground mining operations, vehicular accidents, other incidents involving mobile equipment or exposure to potentially hazardous materials. Some of the Company's industrial activities involve the use, storage and transport of dangerous chemicals and toxic substances, and the Company is therefore subject to the risk of industrial accidents which could have significant adverse consequences for the Company's workers and facilities, as well as the environment. Such incidents could lead to production stoppages, the loss of key assets, or put at risk employees (and those of sub-contractors and suppliers) or persons living near affected sites. In addition, such incidents could damage the Company's reputation, leading to the rejection of products by customers, devaluation of the Tata brands and diversion of management time into rebuilding and restoring its reputation. While there were no fatal accidents to employees or contractors during the year ended March 31, 2010, a customer's employee suffered a fatal accident in April 2010 by a vehicle driven by a Company employee. In addition, in the six months ended September 30, 2010, there have been two further fatalities, the first involving a Company employee during a crane maintenance activity and the second involving the employee of a haulage contractor.

Competition from other materials, or changes in the products or manufacturing processes of customers that use the Company's steel products, could reduce market prices and demand for steel products and thereby reduce the Company's cash flow and profitability.

In many applications, steel competes with other materials that may be used as substitutes, such as aluminum (particularly in the automobile industry), cement, composites, glass, plastic and wood. Government regulatory initiatives mandating or incentivizing the use of such materials in lieu of steel, whether for environmental or other reasons, as well as the development of other new substitutes for steel products, could significantly reduce market prices and demand for steel products and thereby reduce the Company's cash flow and profitability.

In addition, the steel market is characterized by evolving technology standards that require improved quality, changing customer specifications and wide fluctuations in product supply and demand. The products or manufacturing processes of the customers that use the Company's steel products may change from time to time due to improved technologies or product enhancements. These changes may require the Company to develop new products and enhancements for the Company's existing products to keep pace with evolving industry standards and changing customer requirements. If the Company cannot keep pace with market changes and produce steel products that meet the Company's customers' specifications and quality standards in a timely and cost-effective manner, the growth and success of the Company's business could be materially adversely affected.

Risks Associated with India

The Company's growth is dependent on the Indian economy.

The Company's performance and the growth of its business is dependent on the performance of the Indian economy. India's economy could be adversely affected by a general rise in interest rates, currency exchange rates, adverse conditions affecting food and agriculture, commodity and electricity prices or various other factors. A slowdown in the Indian economy could adversely affect its business, including its ability to implement its strategy. The Indian economy is currently in a state of transition and it is difficult to predict the impact of certain fundamental economic changes upon the Company's business. Conditions outside India, such as slowdowns in the economic growth of other countries or increases in the price of oil, have an impact on the growth of the Indian economy, and government policy may change in response to such conditions. While recent governments have been keen on encouraging private participation in the industrial sector, any adverse change in policy could result in a slowdown of the Indian economy.

Additionally, these policies will need continued support from stable regulatory regimes that stimulate and encourage the investment of private capital into industrial development. Any downturn in the macroeconomic environment in India could adversely affect the price of the Company's Equity shares, its business and results of operations.

Instability in financial markets could materially and adversely affect the Company's results of operations and financial condition.

The Indian economy and financial markets are significantly influenced by worldwide economic financial and market conditions. Any financial turmoil, especially in the United States of America, Europe or China, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries.

A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The current global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, has led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE’s benchmark index.

Moreover, the current financial crisis has resulted in reduced global demand for tinplate products. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on the Company’s business, operations, financial conditions and profitability.

Terrorist attacks, civil disturbances, regional conflicts and other acts of violence in India and abroad may disrupt or otherwise adversely affect the Company’s business and its profitability.

Certain events that are beyond the control of the Company, such as terrorist attacks and other acts of violence or war, including those involving India, the United Kingdom, the United States or other countries, may adversely affect worldwide financial markets and could potentially lead to a severe economic recession, which could adversely affect the Company’s business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India’s economy. Southern Asia has, from time to time, experienced instances of civil unrest and political tensions and hostilities among neighbouring countries, including India, Pakistan and China. India recently witnessed a major terrorist attack in Mumbai on November 26, 2008, which led to an escalation of political tensions between India and Pakistan. Political tensions could create a perception that there is a risk of disruption of services provided by India-based companies, which could have an adverse effect on the market for the Company’s products. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that are protracted or involve the threat or use of nuclear weapons, the Company operations might be significantly affected.

India has from time to time experienced social and civil unrest and hostilities, including riots, regional conflicts and other acts of violence. Events of this nature in the future could have a material adverse effect on the Company’s ability to develop its business. As a result, the Company’s business, results of operations and financial condition may be adversely affected.

The market value of an investor’s investment may fluctuate due to the volatility of the Indian securities markets.

Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities. The SENSEX, BSE’s benchmark index, reduced by more than 50%, representing approximately 10,700 points, in the calendar year 2008 following the financial crisis. The Indian Stock Exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

Political instability or a change in economic liberalisation and deregulation policies could seriously harm business and economic conditions in India generally and business of the Company in particular.

The Government of India has in recent years sought to implement economic reforms and the current government has implemented policies and undertaken initiatives that continue the economic liberalisation policies pursued by previous governments. However, the Government of India and the State Governments have continued to act as producers, consumers and regulators in various sectors of the Indian economy and there can be no assurance that liberalisation policies will continue in the future. Any significant change in such liberalisation and deregulation policies could adversely affect business and economic conditions in India, generally, and the Company's results of operations and financial condition, in particular.

Additionally, India's obligations as a member of the WTO could result in India having to lower the present level of tariffs on imports of certain goods in general and, which may have an adverse effect on the business, financial condition and results of operations of the Company.

Natural calamities could have a negative impact on the Indian economy which may have an adverse affect on the Company's business and results of operations.

India has experienced floods, earthquakes, tsunamis, cyclones and droughts in recent years. Such natural catastrophes could disrupt the Company's operations, production capabilities, distribution chains or damage its manufacturing facility. For example in December 2004, Southeast Asia, including the eastern coast of India, experienced a tsunami and in October 2005, the State of Jammu and Kashmir experienced an earthquake, both of which caused significant loss of life and property damage. The Company cannot assure prospective investors that such events will not occur in the future or that its results of operations and financial condition will not be adversely affected.

An outbreak of an infectious disease or any other serious public health concerns in Asia or elsewhere could have a material adverse effect on the business and results of operations of the Company.

The outbreak of an infectious disease in Asia or elsewhere or any other serious public health concern could have a negative impact on economies, financial markets and business activities in the countries to which the Company exports its products, which could have a material adverse effect on its business. Although, the Company has not been adversely affected by such outbreaks, the Company can give no assurance that a future outbreak of an infectious disease among humans or animals or any other serious public health concern will not have a material adverse effect on the business of the Company.

Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of the Company's financial condition. Also, failure of the Company to successfully adopt IFRS which is effective from April 2011 could have a material adverse effect.

The financial information included in this Information Memorandum are prepared and presented in conformity with Indian GAAP consistently applied during the periods stated in those reports, except as otherwise provided therein, and no attempt has been made to reconcile any of the information given in this Information Memorandum to any other principles or to base the information on any other standards. Indian GAAP differs from accounting principles with which prospective investors may be familiar in other countries, such as IFRS and U.S. GAAP. Accordingly, the degree to which the financial information included in this Information Memorandum will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Information Memorandum should accordingly be limited.

The Institute of Chartered Accountants of India, the accounting body that regulates the accounting firms in India, has announced a road map for the adoption of, and convergence with, the International Financial Reporting Standards, or IFRS, pursuant to which the Company will be required to prepare its annual and interim financial statements under IFRS beginning with fiscal period commencing April 1, 2011. Because there is significant lack of clarity on the adoption of and convergence with IFRS and there is not yet a significant body of established practice on which to draw in forming judgments regarding its implementation and application, the Company has not determined with any degree of certainty the impact that such adoption will have on its financial reporting. There can be no assurance that the financial condition, results of operations, cash flows or changes in shareholders' equity of the Company will not appear materially worse under IFRS than under Indian GAAP. As the Company adopts IFRS reporting, it may encounter difficulties in the ongoing process of implementing and enhancing its management information systems. Moreover, there is increasing competition for the small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements. There can be no assurance that the adoption of IFRS by the Company will not adversely affect its reported results of operations or financial condition.

xiv. An undertaking that the issuer shall use a common form of transfer

The company has been issuing debentures in Demat form only and there has been no physical holdings. However the company would use a common transfer form for physical holdings of the Securities if at a latter stage there is some holding in physical form due to the depository giving the rematerialisation option to any investor.

xv. Information relating to the terms of offer on purchase

Amount	Rs. 1,500 crores
Face Value	Rs 10,00,000 per Security
Interest	11.80% per annum
Maturity	Perpetual
Call option	Call Option can be exercised, at par, by the Issuer at the end of 10 years from the Deemed Date of Allotment and at the end of every year thereafter, subject to provision of prior written notice to the holders of the Securities at least thirty days prior to each exercise date.
Deemed Date	18 March 2011

of allotment	
Distribution payment	Semi-Annual
Security	Unsecured.

Listing

The Unsecured, Subordinated, Perpetual, Listed, Rated Hybrid Securities in the form of Non Convertible Debentures of the Company would be listed as bonds on the Wholesale Debt Market (WDM) segment of the National Stock Exchange of India Limited (NSE)and/or the Bombay Stock Exchange (BSE). The company shall comply with the requirements of the listing agreement to the extent applicable to it on a continuous basis.

Who can Invest

The following categories of investors, when specifically approached, are eligible to apply for this private placement of Securities

- Companies and Bodies Corporate.
- Commercial Banks
- Financial Institutions
- Insurance Companies
- Any other eligible investor

All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Securities.

Documents to be provided by investors

Investors need to submit the following documentation, along with the application form, as applicable

- Memorandum and Articles of Association / Documents Governing Constitution
- Resolution authorising investment
- Certified True Copy of the Power of Attorney
- Form 15 AA for investors seeking exemption from Tax deduction at source from interest on the application money.
- Specimen signatures of the authorised signatories duly certified by an appropriate authority.
- SEBI Registration Certificate (for Mutual Funds)
- Copy of PAN Card.

Mode of Payment

All cheques/drafts must be made payable to “Tata Steel Limited” and crossed “A/C PAYEE ONLY” or through Fund Transfer / Real time gross settlement.

Tax Deduction at Source

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. For seeking TDS exemption/lower rate of TDS, relevant certificate / document must be lodged by the Instrument Holders at the registered office of the Company at least 30 days before the distribution payment becoming due and if required, be submitted afresh annually and/or as and when called upon for the same by the Company. Tax exemption certificate / declaration of non-deduction of tax at source on interest on application money, should be submitted along with the application form.

Failure to comply with the above shall entitle the Company to deduct tax at source as may be advised to it.

Deemed Date of Allotment

The Deemed Date of Allotment is 18 March 2011.

Letters of allotment, Debenture Certificates in Demat Mode

The Securities will be credited in dematerialised form within 7 (seven) days from the Deemed Date of Allotment. The Issuer shall ensure that letters of allotment are issued to investors within two working days from the Deemed Date of Allotment.

PAN Number

Every applicant should mention his Permanent Account Number (PAN) allotted under Income Tax Act, 1961.

Record Date / Book Closure Date

The record date / book closure date shall be 3 working days before due date for all payments.

In case record date / book closure date falls on Sunday / Holiday, the day prior to the said Sunday / Holiday shall be the record date / book closure date.

Purchase and Sale of Securities

The Company may, at any time and from time to time, purchase Securities at the price available in the debt Market in accordance with the applicable laws. Such Securities may, at the option of the Company, be cancelled, held or reissued at such a price and on such terms and conditions as the Company may deem fit and as permitted by law.

Re-issue of Securities

Where the Company has redeemed any such Securities, subject to the provisions of Section 121 of the Companies Act and other applicable provisions, the Company shall have and shall be deemed always to have had the right to keep such Securities alive for the purpose of reissue and in exercising such right, the Company shall have and shall be deemed always to have had the power to re-issue such Securities either by re-issuing the same Securities or by issuing other Securities in their place.

Future Borrowings

The Company shall be entitled from time to time to make further issue of Securities to the public, members of the Company and /or any other person(s) and to raise further loans, advances or such other facilities from Banks, Financial Institutions and / or any other person(s) on the security or otherwise of its assets.

Governing Law

The Securities are governed by and shall be construed in accordance with the Indian laws. Any dispute arising thereof will be subject to the jurisdiction at the city of Mumbai.

Consents

Consents in writing of the Registrar of issue and Trustees for the Debenture holders to act in their respective capacities, have been obtained.

Tax Benefits

A Debenture holder is advised to consider in his own case the tax implications in respect of subscription to the Securities after consulting his tax advisor.

xvi. **The discount at which such offer is made and the effective price for the investor as a result of such discount**

NA

xvii. **The unconsolidated debt equity ratio of Tata Steel Limited prior to and after issue of the Securities**

	Prior to Issue	**After the Issue**
Debt Equity Ratio	**0.60 (as on Dec 31, 2010)**	**0.60**

xviii. **Servicing Behaviour on existing debt securities, payment of due interest on due dates on term loans and debt securities**

The payment of interest and repayment of principal is being done in a timely manner on the respective due dates.

xix. **That the permission / consent from the prior creditor for a second or *pari-passu* charge being created in favour of the trustees to the proposed issue has been obtained**

NA.

xx. The names of the debenture trustee(s) shall be mentioned with a statement to the effect that debenture trustee(s) has given his consent to the issuer for his appointment under regulation 4(4) and also in all the subsequent periodical communications sent to the holders of securities.

The debenture trustee of the proposed debenture is

IDBI Trusteeship Services Ltd.
Asian Building, Ground Floor
17, R. Kamani Marg, Ballard Estate
Mumbai 400 001

Consent letter from Debenture Trustee is attached as Annexure 1.

xxi. The rating rationale(s) adopted by the rating agency shall be disclosed
CARE Ratings has assigned AA rating to the issue.
Credit Rating Letter from CARE Ratings is attached as Annexure 2.
Brickwork Ratings has assigned AA rating to the issue.
Credit Rating Letter from Brickwork Ratings is attached as Annexure 3.

Names of all the recognized stock exchanges where securities are proposed to be listed clearly indicating the designated stock exchange and also whether in principle approval from the recognized stock exchange has been obtained.

The securities are proposed to be listed with the following stock exchanges:

The National Stock Exchange of India Ltd. “Exchange Plaza” Bandra-Kurla Complex Bandra (East), Mumbai 400 051
Bombay Stock Exchange Ltd. P.J. Towers Dalal Street, Fort Mumbai 400 001

xxii.

A summary term sheet shall be provided which shall include brief information pertaining to the Unsecured Subordinated Perpetual Rated Listed Perpetual Hybrid Non Convertible securities (or a series thereof) as follows

Issuer:	Tata Steel Limited
Mandated Lead Arrangers:	J.P. Morgan Securities India Private Limited and ICICI Bank Limited as the exclusive Arrangers (the "Arrangers")
Instrument:	Unsecured, Subordinated Perpetual, Rated, Listed, Hybrid Securities in the form of Non Convertible Debentures, listed as a bond on the Wholesale Debt Market segment of NSE and/or BSE
Instrument Rating:	Instrument is rated by 2 rating agencies as follows: AA by CARE, AA by Brickworks
Status of Securities:	Senior only to share capital and any other securities at par with share capital of the Issuer
Issue Amount:	INR 1,500 Crores
Tenor:	Perpetual
Call Option:	Call Option can be exercised , at par, by the Issuer at the end of 10 years from the Deemed Date of Allotment and at the end of every year thereafter, subject to provision of prior written notice to the holders of the Securities at least thirty days prior to each exercise date.
Put Option:	None
Use of Proceeds:	Issuer can use the proceeds for general corporate purposes, however excluding specifically for acquisition or purchase of land, investment in equity / capital markets
Distribution / Rate:	Subject to Distribution Deferral, Issuer shall be liable to pay a Fixed Rate of 11.80% per annum payable semi-annually. At the expiry of 10 years from the Deemed Date of Allotment if not called, the rate of Distributions shall be revised upwards by 300 bps, i.e. to 14.80% per annum payable semi annually, thereafter any Distributions on the Instrument shall be payable at this revised rate.
Distribution Payment Frequency:	Semi-annually
Distribution Deferral:	Distributions may be deferred at the option of the Issuer unless, in the 6 months preceding the relevant Distribution Payment Date, the Issuer has made a payment on, or repurchased or redeemed, any securities ranking pari passu with, or junior to, the Instrument. Distributions not paid will accumulate until such Distributions are fully paid.
Cumulative Distribution:	Unpaid Distributions will be cumulative semi-annually on compounding basis at the relevant rate bearing interest at the same rate of Distribution as the Instrument itself.
Day Count:	Actual / Actual

Early Redemption Event:	At the option of the Issuer only, at par, in the event that pursuant to any change in Indian GAAP or IFRS from the date of the Issue, any change occurs in the accounting status of the Instrument to the detriment of the Issuer. The Issuer shall provide the holders of the Securities with thirty days prior notice of its intention to redeem the Securities pursuant to the above.
Proceeding against the Issuer:	The holders of the Instrument directly or acting through the Trustee may initiate proceedings against the Issuer in the event of: ■ Non-payment other than as validly deferred as described in Distribution Deferral; ■ Insolvency of the Issuer or Winding-Up
Letter of Allotment	The Issuer shall ensure that letters of allotment are issued to investors within two working days from the Deemed Date of Allotment.
Issue Opening Date:	17 March 2011
Issue Closing Date:	18 March 2011
Deemed Date of Allotment:	18 March 2011
Pay in date:	18 March 2011
Listing:	On the Wholesale Debt Market segment of NSE and / or BSE
Mode of Placement:	On private placement basis
Depository:	NSDL / CDSL
Record Date	3 working days before due date for all payments.
	■
Taxes:	Issuer will make all payments of principal and distribution of the Instrument free and clear of, and without withholding or deduction for, any taxes. In the event that any tax is required to be deducted or withheld, the Issuer will pay additional amounts in respect of the applicable taxes on those payments. Stamp taxes and value added taxes payable in connection with the finance documents are for the account of the Issuer.
Governing Law and Jurisdiction:	Indian law and Courts / tribunals of Mumbai

For Tata Steel Limited

Sanjib Nanda
Chief Project Finance & Capital Markets
Place: Mumbai

Date: March 17, 2011

ANNEXURES

<Consent letter from the Debenture Trustee>

<Rating letter from Credit Rating Agencies>

<Company Financials>