



June 30, 2018

The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.  
Maharashtra, India.  
Scrip Code: 500470/890144

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

Dear Madam, Sirs,

**Sub: Disclosure on Tata Steel and thyssenkrupp sign definitive Joint Venture agreements to create new steel champion in Europe**

This has reference to our even dated press release on the above mentioned subject. The details of the transaction are given in Part A and B below:

**PART A**

The details of divestment are as under:

SN.	Particulars	Details
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during last Financial Year	<p>The turnover (revenue from operations) of the European business of Tata Steel Limited (the “<b>Company</b>”) in the Financial Year ended 2018 was approximately Rs. 59,985 Crore. As a percentage of Company’s consolidated turnover, this is c.45%.</p> <p>The net worth of the European business of the Company as of the close of the Financial Year ended 2018 was negative (prior to restructuring of intercompany debts owed by the European business to the residual Tata Steel Group and prior to restructuring of various intercompany liabilities, which will be carried out between the signing of the joint venture agreements and completion).</p> <p>By comparison, the net worth (excluding non-controlling interests) of the Tata Steel group is Rs. 60,870 crore as of the close of the Financial Year ended 2018.</p>
2	Date on which the agreement for sale has been entered into	June 30, 2018

**TATASTEEL LIMITED**

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Corporate Identity Number L27100MH1907PLC000260



SN.	Particulars	Details
3	The expected date of completion of sale / disposal	Subject to the parties having obtained necessary regulatory approvals in a timely manner, parties anticipate that the transaction will be completed within 12 - 18 months from the date of execution of the Transaction Documents.
4	Consideration received from such sale / disposal	<p>Orchid Netherlands (No 1) B.V (“<b>TS Seller</b>”), thyssenkrupp Technologies Beteiligungen GmbH (“<b>tk Seller</b>”), thyssenkrupp AG, thyssenkrupp Netherlands Project B.V (“<b>JV Co</b>”) and the Company (in its capacity as the ultimate parent of the TS Seller) have entered into a contribution agreement providing for the establishment of a fifty/fifty (50:50) joint venture, in order to combine the European business activities of the Tata Steel group and the European flat steel activities of the tk Group in order to create an integrated flat steel producer based in Europe.</p> <p>The TS Seller has agreed to procure the contribution of the entire shareholding in Tata Steel Netherlands Holdings B.V. (and consequently all assets/entities held by Tata Steel Netherlands Holdings B.V.), to the JV Co in consideration for which the TS Seller shall be entitled to 50% of the share capital of the JV Co at completion.</p> <p>The tk Seller has agreed to contribute its entire shareholding in thyssenkrupp Dritte Beteiligungsgesellschaft mbH , a wholly-owned subsidiary of the tk Seller with its registered office in thyssenkrupp Allee 1, 45143 Essen, Germany and thyssenkrupp Second Participations B.V., a wholly owned subsidiary of the tk Seller having its registered office in Taylorweg 7, 5466AE Veghel, Netherlands (and consequently all assets/entities directly or indirectly held by such companies) to the JV Co in consideration for which the tk Seller shall be entitled to 50% of the share capital of the JV Co at completion.</p>
5	Brief details of buyers and whether any of the buyers belong to the Promoter / Promoter Group/ Group Companies. If yes, details thereof;	<p><b>TK:</b></p> <p>The tk Seller is a private company with limited liability under the laws of Germany, having its official seat in Essen, Germany, and its office at thyssenkrupp Allee 1, 45143 Essen, Germany.</p> <p>tk Seller is an indirect wholly owned subsidiary</p>



SN.	Particulars	Details
		<p>of tk AG. thyssenkrupp AG, is the ultimate holding company of the tk group. The tk group is a diversified industrial group in the areas of steel, industrial goods and services. The flat carbon steel activities of tk group are primarily carried out of Europe and on completion, will be held by the tk Seller.</p> <p>The tK Seller is not related to the Company or its Promoter/Promoter Group.</p>
6	Whether the transaction would fall within Related Party Transaction? If yes, whether the same is done at “arm’s length”	<p>Neither tk AG nor the tK Seller are Related Parties of the Company.</p> <p>The Company has executed the Transaction Documents in its capacity as the ultimate parent of the TS Seller.</p>
7	Additionally, in case of a slump sale, indicative disclosures provided for amalgamations / merger, shall be disclosed by the listed entity with respect to such slump sale.	No



**PART B**

The details of acquisition are as under:

SN	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>For the purpose of this disclosure, the JV Co is regarded as the Target entity.</p> <p>Details of the JV Co: thyssenkrupp Netherlands Project B.V. (to be renamed thyssenkrupp Tata Steel B.V.) is a private company with limited liability incorporated under the laws of the Netherlands in Veghel, the Netherlands and its office at Taylorweg 7, 5466AE, Veghel, the Netherlands, registered with the Dutch Trade Register of the Chamber of Commerce under number 858922988.</p> <p>JV Co will be positioned as a leading pan European high quality flat steel producer with a capacity of approx. 23.4Mt. It combines the businesses of Tata Steel Europe and thyssenkrupp Steel Europe as well as thyssenkrupp's Mill Services business with integrated steel making facilities across Germany, Netherlands and the UK. The JV Co will have a long term external debt of around € 2.5 billion (subject to completion of accounts) compared to a proforma EBIDTA (including estimated synergies of approximately €400 to €500 million) of around € 2 billion per annum in the next 2-3 years.</p> <p>The tk Seller and the TS Seller will be equally represented in the two-tier governance structure that comprises a Supervisory Board and a Management Board each with six members. Respective employee representation structures in European countries and a European Works Council (EWC) will be retained. In addition, an Employee Executive Committee (EEC) will be established, in which the Management Board and employee representatives of the Joint Venture will discuss strategic matters.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?	Please refer to Part A - item 6 above.



	If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	
3.	Industry to which the entity being acquired belongs	Manufacturing and sale of Steel and Steel products and ancillary businesses
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	JV Co will be positioned as a leading pan European high quality flat steel producer with a strong focus on performance, quality and technology leadership to support customers’ sustainability ambitions.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	<p>The transaction is not subject to any governmental approval in India.</p> <p>The transaction is, <i>inter alia</i>, subject to the following offshore regulatory approvals:</p> <ul style="list-style-type: none"> <li>• Merger control approval in various jurisdictions (including the European Commission);</li> <li>• No-objection from the German Federal Ministry for Economic Affairs and Energy</li> <li>• Approval of the French Ministry of Economy and</li> <li>• Clearance from the Committee on Foreign Investment in the United States.</li> </ul> <p>The transaction is also conditional upon the prior approval by the shareholders of the Company.</p>
6.	Indicative time period for completion of the acquisition	Please refer to Part A - item 3 above
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Please refer to Part A - item 4 above.
8.	Cost of acquisition or the price at which the shares are acquired	Please refer to Part A – item 4 above.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The tk Seller and the TS Seller will each hold 50% of the shares of the JV Co at completion. There is no cash consideration against the transfer of assets. The Parties have agreed that certain additional shares may be issued to the tk Seller on a public market listing of the JV Co.



10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Please refer to Part A – Item 5 for details of the tk Seller. Please refer to Part B – Item 1 for brief details of the JV Co.
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This disclosure is being made in compliance with Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Yours faithfully

**Tata Steel Limited**

**Mrs. Anita Kalyani**

Interim Company Secretary