



April 11, 2019

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,

Re: Compliance Report on Corporate Governance

Please find enclosed the compliance report on Corporate Governance of Tata Steel Limited for the quarter and year ended March 31, 2019.

This report is being submitted in compliance with Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

This is for your information and records.

Yours faithfully,

Tata Steel Limited



Parvatheesam K.

Company Secretary &
Chief Legal Officer (Corporate & Compliance)

Encl: As above

TATA STEEL LIMITED

Registered Office Bombay House 24 Homi Mody Street Fort Mumbai 400 001 India

Tel 91 22 6665 8282 Fax 91 22 6665 7724 website www.tatasteel.com

Corporate Identity Number L27100MH1907PLC000260

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity: TATA STEEL LIMITED
2. Quarter ending: March 31, 2019

Title (Mr/ Ms)	Name of Director	DIN	PAN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in Current Term / Cessation.	Tenure*	No. of Directorship in Listed Entities including this Listed Entity (Refer Regulation 25(1) of Listing Regulations)	No. of membership in Audit / Stakeholder Committee(s) including this Listed Entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in Listed Entities including this Listed Entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Natarajan Chandrasekaran	00121863		Chairperson, Non- Executive, Not Independent	January 13, 2017	-	0	0	0
Ms.	Mallika Srinivasan	00037022		Non- Executive Independent	August 14, 2014	5 years	2	0	0
Mr.	Om Prakash Bhatt	00548091		Non- Executive Independent	August 14, 2014	5 years	4	3	2
Dr.	Peter (Petrus) Blauwhoff	07728872		Non-Executive Independent	February 7, 2017	5 years	1	1	0
Mr.	Aman Mehta	00009364		Non-Executive Independent	March 29, 2017	4 years 5 months	6	6	1
Mr.	Deepak Kapoor	00162957		Non-Executive Independent	April 1, 2017	5 years	2	2	2
Mr.	Vijay Kumar Sharma	02449088		Non-Executive Not Independent	August 24, 2018	-	1	0	0
Mr.	Saurabh Agrawal	02144558		Non-Executive Not Independent	August 10, 2017	-	0	3	1

Title (Mr/ Ms)	Name of Director	DIN	PAN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in Current Term / Cessation	Tenure*	No. of Directorship in Listed Entities including this Listed Entity (Refer Regulation 25(1) of Listing Regulations)	No. of membership in Audit / Stakeholder Committee(s) including this Listed Entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in Listed Entities including this Listed Entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	T. V. Narendran	03083605		Executive	September 19, 2018	-	0	1	0
Mr.	Koushik Chatterjee	00004989		Executive	November 9, 2017	-	0	3	1

* To be filled only for Independent Director. Tenure would mean total period from which the Independent Director is serving on the Board of the Company in continuity without any cooling off period.

I. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
Audit Committee	1. Om Prakash Bhatt	Chairperson, Non-Executive, Independent
	2. Aman Mehta	Non-Executive, Independent
	3. Saurabh Agrawal	Non-Executive, Not Independent
	4. Dr. Peter (Petrus) Blauwhoff	Non-Executive, Independent
Nomination and Remuneration Committee	1. Mallika Srinivasan	Chairperson, Non-Executive, Independent
	2. Natarajan Chandrasekaran	Non- Executive, Not Independent
	3. Om Prakash Bhatt	Non-Executive, Independent
Risk Management Committee (RMC)	1. Om Prakash Bhatt	Chairperson, Non-Executive, Independent
	2. Deepak Kapoor	Non- Executive, Independent
	3. Aman Mehta	Non- Executive, Independent
	4. Saurabh Agrawal	Non-Executive, Not Independent
	5. T. V. Narendran	Executive
	6. Koushik Chatterjee	Executive
	7. Hans Fischer	Member of Management
	8. Anand Sen	Member of Management
	9. Sandip Biswas	Member of Management
	10. N. K Misra	Member of Management
Stakeholders' Relationship Committee (SRC)	1. Deepak Kapoor	Chairperson, Non-Executive, Independent
	2. T. V. Narendran	Executive
	3. Koushik Chatterjee	Executive

II. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
November 13, 2018	February 8, 2019	86 days
	March 29, 2019	



III. Meeting of Committee			
Date(s) of Meeting of the Committee in relevant quarter	Whether requirements of Quorum met (details)	Date(s) of meeting of the Committee in previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee			
February 7, 2019	Yes, requisite quorum was present	November 13, 2018	85 days
March 28, 2019			
Nomination and Remuneration Committee			
March 12, 2019	Yes, requisite quorum was present	-	16 days
March 29, 2019			
Risk Management Committee			
-	Yes, requisite quorum was present	November 13, 2018	Not Applicable
Stakeholders' Relationship Committee			
February 7, 2019	Yes, requisite quorum was present	-	Not Applicable

IV. Related Party Transaction	
Subject	Compliance Status (Yes/No/Not Applicable)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Re



V. Affirmations

- The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholders' Relationship Committee
 - Risk Management Committee
- The committee members have been made aware of their powers, role, responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The meetings of Board of Directors and above committees have been conducted in the manner specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- This report will be placed before the Board of Directors of the Company at their next meeting. The report submitted in the previous quarter has been placed before Board of Directors at their meeting held on February 8, 2019.

Tata Steel Limited



Parvatheesam K.

Company Secretary &

Chief Legal Officer (Corporate & Compliance)

Annual Disclosures for the Financial Year 2018-19

I. Disclosure on website in terms of Listing Regulations				
SN	Item	Compliance Status	If status is "no", details of non – compliance may be given here	Web Address
1	Details of business	Yes		https://www.tatasteel.com/corporate/our-organisation/company-profile/
2	Terms and conditions of appointment of independent directors	Yes		https://www.tatasteel.com/media/2917/terms-and-conditions-of-appointment-of-independent-directors.pdf
3	Composition of various committees of board of directors	Yes		https://www.tatasteel.com/corporate/our-organisation/leadership/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.tatasteel.com/media/3930/tco-c-non-executive-directors.pdf https://www.tatasteel.com/media/1864/tcoc.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.tatasteel.com/media/6776/wb-policy-de.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.tatasteel.com/media/3931/criteria-of-making-payments-to-neds.pdf
7	Policy on dealing with related party transactions	Yes		https://www.tatasteel.com/media/5891/policy-on-related-party-transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.tatasteel.com/media/5890/policy-on-determining-material-subsidiaries.pdf
9	Details of familiarization program imparted to independent directors	Yes		https://www.tatasteel.com/media/7040/familiarization-programme-for-independent-directors.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.tatasteel.com/investors/investor-information/contacts/
11	Email address for grievance redressal and other relevant details	Yes		https://www.tatasteel.com/investors/investor-information/contacts/
12	Financial results	Yes		https://www.tatasteel.com/investors/financial-performance/financial-results/
13	Shareholding pattern	Yes		https://www.tatasteel.com/investors/stock-exchange-compliances/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		



15	New name and the old name of the listed entity	NA		
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II. Annual Affirmations				
SN	Particulars	Regulation Number	Compliance Status	If status is "no", details of non-compliance may be given here
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for Related Party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	



SN	Particulars	Regulation Number	Compliance Status	If status is "no", details of non-compliance may be given here
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
<p>1. In the column "compliance status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Listed Entity has no Related Party Transaction, the word "NA" may be indicated.</p> <p>2. If status is "No", details of non-compliance may be given here.</p> <p>3. If the Listed entity would like to provide any other information, the same may be indicated here:</p>				

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Tata Steel Limited



Parvatheesam K.

Company Secretary &
Chief Legal Officer (Corporate & Compliance)

Date: April 11, 2019

Place: Mumbai