



Ref: G - 130

April 13, 2016

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

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

Dear Sirs/ Madam,

Re: Compliance Report on Corporate Governance

Please find enclosed the compliance report on Corporate Governance of Tata Steel Limited for the quarter and financial year ended March 31, 2016.

This report is being submitted in compliance with Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Yours faithfully,
Tata Steel Limited

Parvatheesam K
Company Secretary

Encl: As above

TATA STEEL LIMITED

Registered Office Bombay House 24 Homi Mody Street 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, 2016

I. Composition of Board of Directors									
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.	Cyrus P. Mistry	00010178	AERP9037N	Chairperson Non-Executive	May 21, 2012	-	0	0	0
Mr.	Nusli Wadia	00015731	AAAPW0990M	Non- Executive Independent	August 14, 2014	4 years 6 months	3	0	0
Mr.	Ishaat Hussain	00027891	AAVPH6348F	Non-Executive	July 15, 1999	-	1	4	3
Mr.	Subodh Bhargava	00035672	AAIPB9290R	Non- Executive Independent	August 14, 2014	2 years 7 months	6	4	1
Mr.	Jacobus Schraven	01462126	EBZPS9826J	Non-Executive Independent	August 14, 2014	2 years 5 months	1	0	0
Ms.	Mallika Srinivasan	00037022	AALPS2708J	Non- Executive Independent	August 14, 2014	5 years	2	1	0
Mr.	Dinesh Kumar Mehrotra	00142711	ADQPM6804K	Non-Executive Nominee	October 22, 2012	-	0	1	1



I. Composition of Board of Directors									
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.	Om Prakash Bhatt	00548091	AGPPB9727Q	Non- Executive Independent	August 14, 2014	5 years	4	4	1
Mr.	Andrew Robb	01911023	BGDPR0256B	Non-Executive Independent	November 12, 2014	2 years 10 months	1	1	0
Mr.	Karl Ulrich Koehler	03319129	CKWPK0931Q	Non-Executive	November 12, 2010,	-	0	0	0
Mr.	T.V. Narendran	03083605	ABQPV7287B	Executive	September 19, 2013	-	0	0	0
Mr.	Koushik Chatterjee	00004989	AETPC4136N	Executive	November 9, 2012	-	0	1	0

*Dr. Karl Ulrich Koehler resigned as member of the Board w.e.f. February 29, 2016



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)
Audit Committee	1. Subodh Bhargava	Chairperson, Non-Executive, Independent
	2. Ishaat Hussain	Non-Executive
	3. Om Prakash Bhatt	Non-Executive, Independent
	4. Andrew Robb	Non-Executive, Independent
Nomination and Remuneration Committee	1. Nusli Wadia	Chairperson, Non-Executive, Independent
	2. Cyrus P. Mistry	Non-Executive
	3. Subodh Bhargava	Non-Executive, Independent
	4. Om Prakash Bhatt	Non-Executive, Independent
Risk Management Committee	1. Om Prakash Bhatt	Chairperson, Non-Executive, Independent
	2. Ishaat Hussain	Non-Executive
	3. Koushik Chatterjee	Executive
	4. T. V. Narendan	Executive
	5. Anand Sen	Member of Management
	6. Sandip Biswas	Member of Management
	7. N.K.Misra	Member of Management
	8. Samita Shah	Member of Management
Stakeholders' Relationship Committee	1. Dinesh Kumar Mehrotra	Chairperson, Non-Executive, Nominee
	2. Ishaat Hussain	Non-Executive
	3. Subodh Bhargava	Non-Executive, Independent
	4. Koushik Chatterjee	Executive



III. 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 5, 2015	February 4, 2016	49
December 16, 2015	February 12, 2016	
-	March 29, 2016	

IV. 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 3, 2016	Yes (quorum was met)	November 4, 2015	90
Nomination and Remuneration Committee			
March 29, 2016	Yes (quorum was met)	-	NA
Risk Management Committee			
January 13, 2016	Yes (quorum was met)	-	NA
Stakeholders' Relationship Committee			
-	NA	December 16, 2015	NA

V. Related Party Transaction	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

NA – Not Applicable



VI. 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.
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholders' Relationship Committee
 - d. 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 4, 2016

Tata Steel Limited



**Parvathesam K
Company Secretary**

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	
20.	Approval for material related party transactions	23(4)	NA	
21.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	



Annual Disclosures for the Financial Year 2015-2016**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
1.	Details of business	Yes	
2.	Terms and conditions of appointment of independent directors	Yes	
3.	Composition of various committees of board of directors	Yes	
4.	Code of conduct of board of directors and senior management personnel	Yes	
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
6.	Criteria of making payments to non-executive directors	Yes	
7.	Policy on dealing with related party transactions	Yes	
8.	Policy for determining 'material' subsidiaries	Yes	
9.	Details of familiarization program imparted to independent directors	Yes	
10.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
11.	email address for grievance redressal and other relevant details	Yes	
12.	Financial results	Yes	
13.	Shareholding pattern	Yes	
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	



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	

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**