



Ref: G - 384

October 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 half year ended September 30, 2016.

This report is being submitted in compliance with Regulation 27(2) of 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, Hornby Road, 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: September 30, 2016

Title (Mr./ Ms)	Name of Director	DIN	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	Chairperson Non-Executive	May 21, 2012	-	0	0	0
Mr.	Nusli Wadia	00015731	Non- Executive Independent	August 14, 2014	4 years 6 months	3	0	0
Mr.	Ishaat Hussain	00027891	Non-Executive Not Independent	July 15, 1999	-	1	5	2
Mr.	Subodh Bhargava	00035672	Non- Executive Independent	August 14, 2014	2 years 7 months	7	4	1
Mr.	Jacobus Schraven	01462126	Non-Executive Independent	August 14, 2014	2 years 5 months	1	0	0
Mrs.	Mallika Srinivasan	00037022	Non- Executive Independent	August 14, 2014	5 years	2	0	0



Mr.	Dinesh Kumar Mehrotra	00142711	Non-Executive, Nominee Director	October 22, 2012	-	1	0	1
Mr.	Om Prakash Bhatt	00548091	Non-Executive Independent	August 14, 2014	5 years	3	4	1
Mr.	Andrew Robb	01911023	Non-Executive Independent	November 12, 2014	2 years 10 months	1	1	0
Mr.	T.V. Narendran	03083605	Executive	September 19, 2013	-	0	0	0
Mr.	Koushik Chatterjee	00004989	Executive	November 9, 2012	-	0	1	0



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



<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
April 20, 2016	July 8, 2016	43
May 25, 2016	August 11, 2016	
	September 12, 2016	

<b>IV. Meeting of Committee</b>			
<b>Date(s) of Meeting of the Committee in relevant quarter</b>	<b>Whether requirements of Quorum met (details)</b>	<b>Date(s) of meeting of the Committee in previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
<b>Audit Committee</b>			
August 10, 2016	Yes, all members were present	April 19, 2016	77
September 12, 2016	Yes, all members were present	May 24, 2016	
<b>Nomination and Remuneration Committee</b>			
-	NA	April 20, 2016	34
-	NA	May 25, 2016	-
<b>Risk Management Committee</b>			
-	NA	-	-
<b>Stakeholders' Relationship Committee</b>			
-	NA	-	-

<b>V. Related Party Transaction</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
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.

**Tata Steel Limited**



**Parvatheesam K**  
**Company Secretary**

<b>Half Year Affirmations:</b>			
<b>SN</b>	<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
1	Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report, Corporate Governance Report, and Business Responsibility Report displayed on website.	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General meeting	18(1)(d)	Yes
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General meeting	19(3)	Yes
4	Whether Corporate Governance Report disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes

**Tata Steel Limited**

*Parvathessam K*

**Parvathessam K  
Company Secretary**