



Ref: G - 16

January 13, 2017

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 Madam, Sirs,

Re: Quarterly Compliance Report on Corporate Governance

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

The 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

Parvathesam 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: December 31, 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	Non-Executive Not-Independent	May 21, 2012		0	0	0
Mr.	Nusli .N. 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.	Malika Srinivasan	00037022	Non-Executive Independent	August 14, 2014	5 years	2	0	0
Mr.	Dinesh Kumar Mehrotra	00142711	Non-Executive Not Independent	October 22, 2012	-	1	0	1
Mr.	Om Prakash Bhatt	00548091	Chairman, 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



Title (Mr./Ms)	Name of Director	DIN	Category (Chairperson/ Executive/ Non-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, 2013	-	0	0	0
Mr.	Koushik Chatterjee	00004989	Executive	November 9, 2012	-	0	1	0

1. Mr. Cyrus P. Mistry resigned as member of the Board w.e.f. December 19, 2016.

2. The Board of Directors through Circular Resolution dated November 25, 2016 passed by majority consent, removed Mr. Cyrus P. Mistry as the Chairman of the Board effective November 25, 2016

3. Mr. Nusli N Wadia was removed as member of the Board effective December 21, 2016 by majority assent of the shareholders of Tata Steel Limited through voting process conducted at the Extraordinary General Meeting (EGM) held on December 21, 2016

4. The Board of Directors through Circular Resolution dated November 25, 2016 passed by majority consent, appointed Mr. Om Prakash Bhatt, an Independent Director, as Chairman of the Board effective November 25, 2016 till the conclusion of the EGM of the Company.



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, Not Independent
	3. Om Prakash Bhatt	Non-Executive, Independent
	4. Andrew Robb	Non-Executive, Independent
Nomination and Remuneration Committee	1. Mallika Srinivasan	Chairperson, Non-Executive, Independent
	2. Ishaat Hussain	Non-Executive, Not Independent
	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, Not Independent
	3. Dinesh Kumar Mehrotra	Non-Executive, Not Independent
	4. Koushik Chatterjee	Executive
	5. T. V. Narendran	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
Stakeholders' Relationship Committee	1. Dinesh Kumar Mehrotra	Chairperson, Non-Executive
	2. Ishaat Hussain	Non-Executive, Not Independent
	3. Subodh Bhargava	Non-Executive, Independent
	4. Koushik Chatterjee	Executive

1. Mr. Nusli N Wadia ceased to be a member of the Board effective December 21, 2016 and hence, ceased to be a member of the Nomination and Remuneration Committee.
2. Mr. Cyrus P. Mistry ceased to be a member of the Board effective December 19, 2016 and hence, ceased to be a member of the Nomination and Remuneration Committee



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)
July 8, 2016	November 11, 2016	59
August 11, 2016	November 21, 2016	
September 12, 2016	November 25, 2016	
	December 22, 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			
November 10, 2016	Yes , requisite quorum was present	August 10, 2016	58
December 14, 2016	Yes , requisite quorum was present	September 12, 2016	
Nomination and Remuneration Committee			
November 9, 2016	Yes , requisite quorum was present	-	NA
Risk Management Committee			
-	NA	-	NA
Stakeholders' Relationship Committee			
-	NA	-	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.
 - 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.

Tata Steel Limited



**Parvathesam K
Company Secretary**

