

**QUARTER AND HALF YEAR COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of the Listed Entity: TATA STEEL LIMITED
2. Quarter/Half year ending: September 30, 2019

I Composition of the Board of Directors												
Title (Mr/ Ms)	Name of Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial date of appointment	Date of re-appointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in Listed Entities including this Listed Entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in Listed Entities including this Listed Entity (Refer Regulation 17A(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	-	-	-	June 2, 1963	6	0	0	0
Ms.	Mallika Srinivasan*	00037022	Non- Executive Independent	May 21, 2012	August 14, 2019	-	7 years 4 months	November 19, 1959	1	1	0	0
Mr.	Om Prakash Bhatt**	00548091	Non- Executive Independent	June 10, 2013	August 14, 2019	-	6 years 4 months	March 7, 1951	4	4	3	2
Dr.	Peter (Petrus) Blauwhoff	07728872	Non-Executive Independent	February 7, 2017	-	-	2 years 8 months	June 30, 1953	1	1	1	0
Mr.	Aman Mehta	00009364	Non-Executive Independent	March 29, 2017	-	-	2 years 6 months	September 1, 1946	5	5	5	1
Mr.	Deepak Kapoor	00162957	Non-Executive Independent	April 1, 2017	-	-	2 years 6 months	January 7, 1959	2	2	4	1
Mr.	Vijay Kumar Sharma	02449088	Non-Executive Not Independent	August 24, 2018	-	-	-	December 19, 1958	3	0	0	1
Mr.	Saurabh Agrawal	02144558	Non-Executive Not Independent	August 10, 2017	-	-	-	August 13, 1969	2	0	3	0
Mr.	T.V. Narendran	03083605	Executive	September 19, 2013	September 19, 2018	-	-	June 2, 1965	3	0	1	0
Mr.	Koushik Chatterjee	00004989	Executive	November 9, 2012	November 9, 2017	-	-	September 3, 1968	5	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.

\* Ms. Mallika Srinivasan was appointed as an Independent Director of the Company for a second term effective from August 14, 2019 to May 20, 2022 by the Shareholders at the 112<sup>th</sup> Annual General Meeting of the Company held on July 19, 2019.

\*\* Mr. Om Prakash Bhatt was appointed as an Independent Director of the Company for a second term effective from August 14, 2019 to June 9, 2023 by the Shareholders at the 112<sup>th</sup> Annual General Meeting of the Company held on July 19, 2019.

Note: While calculating directorships in listed entities, only directorships in equity listed companies has been considered.



<b>I. 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>Date of appointment</b>	<b>Date of cessation</b>
<b>Audit Committee</b>	1. Om Prakash Bhatt	Chairperson, Non-Executive, Independent	August 13, 2013	-
	2. Aman Mehta	Non-Executive, Independent	March 29, 2017	-
	3. Dr. Peter (Petrus) Blauwhoff	Non-Executive, Independent	December 18, 2017	-
	4. Deepak Kapoor	Non- Executive, Independent	April 25, 2019	-
	5. Saurabh Agrawal	Non-Executive, Not Independent	August 10, 2017	-
<b>Nomination and Remuneration Committee</b>	1. Mallika Srinivasan	Chairperson, Non-Executive, Independent	December 22, 2016	-
	2. Natarajan Chandrasekaran	Non-Executive, Not Independent	May 16, 2017	-
	3. Om Prakash Bhatt	Non-Executive, Independent	August 13, 2013	-
<b>Risk Management Committee</b>	1. Aman Mehta	Chairperson, Non- Executive, Independent	August 7, 2017	-
	2. Dr. Peter (Petrus) Blauwhoff	Non-Executive, Independent	April 25, 2019	-
	3. Saurabh Agrawal	Non-Executive, Not Independent	August 10, 2017	-
	4. T. V. Narendran	Executive	December 17, 2014	-
	5. Koushik Chatterjee	Executive	December 17, 2014	-
	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. V. K. Sharma	Chairperson, Non-Executive, Not Independent	April 25, 2019	-
	2. Deepak Kapoor	Non-Executive, Independent	August 13, 2018	-
	3. T. V. Narendran	Executive	August 13, 2018	-
	4. Koushik Chatterjee	Executive	April 11, 2014	-
<b>Corporate Social Responsibility Committee</b>	1. Deepak Kapoor	Chairperson, Non-Executive, Independent	August 7, 2017	-
	2. Om Prakash Bhatt	Non-Executive, Independent	March 31, 2015	-
	3. Koushik Chatterjee	Executive	April 11, 2014	-
	4. T. V. Narendran	Executive	April 11, 2014	-



<b>II. Meeting of Board of Directors</b>				
<b>Date(s) of Meeting (Enter dates of Previous Quarter and Current Quarter in chronological order)</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors attending the meeting</b>
April 25, 2019	-	Yes	10	5
August 7, 2019	103 days		7	3

<b>III. Meeting of Committee</b>				
<b>Date(s) of Meeting (Enter dates of Previous Quarter and Current Quarter in chronological order)</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>	<b>Whether requirements of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors attending the meeting</b>
<b>Audit Committee</b>				
April 25, 2019	-	Yes	4	3
August 7, 2019	103 days		3	2
<b>Nomination and Remuneration Committee</b>				
April 25, 2019	-	Yes	3	2
<b>Risk Management Committee</b>				
April 25, 2019	-	Yes	6	3
<b>Stakeholders' Relationship Committee</b>				
No meeting was held				



<b>IV. Related Party Transaction</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/Not Applicable)</b>
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

<b>V. Affirmations</b>
<ul style="list-style-type: none"> <li>• The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>• The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders' Relationship Committee</li> <li>• Risk Management Committee</li> </ul> </li> <li>• The committee members have been made aware of their powers, role, responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>• 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.</li> <li>• 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 August 7, 2019.</li> </ul>

<b>VI. Half Year Affirmations (at the end of 6 months after end of financial year along with second quarter report of next financial year):</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*
	Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General meeting	20(3)	Yes



4	Whether Corporate Governance Report disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes
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\*Ms. Mallika Srinivasan, Independent Director of the Company and the Chairperson of Nomination and Remuneration Committee ('NRC') was unable to participate in the proceedings of the 112<sup>th</sup> Annual General Meeting of the Company held on July 19, 2019, due to personal exigencies. In her absence, she had nominated Mr. O. P. Bhatt, Independent Director and Member of NRC to respond to questions that the Shareholders may have on the Nominations and Remuneration process of the Company.

