



Ref: G - 145

April 11, 2017

The Secretary, Listing Department
BSE Limited
PhirozeJeejeebhoy 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: 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, 2017.

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


Parvathesam K
Company Secretary

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, 2017

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.	Natarajan Chandrasekaran ⁽¹⁾	00121863	Chairperson, Non- Executive, Not Independent	January 13, 2017	-	0	1	0
Mr.	Ishaat Hussain	00027891	Non-Executive Not-Independent	July 15, 1999	-	1	5	2
Mr.	Subodh Bhargava ⁽²⁾	00035672	Non- Executive Independent	August 14, 2014	NA	7	3	1
Mr.	Jacobus Schraven ⁽³⁾	01462126	Non-Executive Independent	August 14, 2014	NA	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 Not -Independent	October 22, 2012	-	1	0	1
Mr.	Om Prakash Bhatt	00548091	Non- Executive Independent	August 14, 2014	5 years	3	3	2



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.	Andrew Robb	01911023	Non-Executive Independent	November 12, 2014	2 years 10 months	1	1	0
Mr.	Petrus Blauwhoff ⁽⁴⁾	07728872	Non-Executive Independent	February 7, 2017	5 years	1	0	0
Mr.	Aman Mehta ⁽⁵⁾	00009364	Non-Executive Independent	March 29, 2017	4 years 5 months	6	4	3
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. Natarajan Chandrasekaran was appointed as Additional (Non-Executive) Director effective January 13, 2017 and as Chairman of the Board effective February 7, 2017.
2. Mr. Subodh Bhargava retired as Member of the Board effective March 29, 2017.
3. Mr. Jacobus Schraven retired as Member of the Board effective February 7, 2017.
4. Mr. Petrus Blauwhoff was appointed as Additional (Independent) Director effective February 7, 2017.
5. Mr. Aman Mehta was appointed as Additional (Independent) Director effective March 29, 2017



II. 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. Ishaat Hussain	Non-Executive, Not Independent
	3. Andrew Robb	Non-Executive, Independent
	4. Aman Mehta	Non-Executive, Independent
Nomination and Remuneration Committee	1. Mallika Srinivasan	Chairperson, Non-Executive, Independent
	2. Ishaat Hussain	Non-Executive, Not Independent
	3. 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, Not Independent
	2. Ishaat Hussain	Non-Executive, Not Independent
	3. Koushik Chatterjee	Executive

Note:

Mr. Subodh Bhargava retired as Member of the Board effective March 29, 2017 and hence ceased to be the Chairperson & Member of the Audit Committee, Member of Nomination & Remuneration Committee and Member of Stakeholders' Relationship Committee.

Mr. O. P. Bhatt assumed the Chair of Audit Committee effective March 30, 2017.



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 11, 2016	February 7, 2017	46
November 21, 2016	March 2, 2017	
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			
February 6, 2017	Yes , requisite quorum was present	November 10, 2016	53
		December 14, 2016	
Nomination and Remuneration Committee			
January 13, 2017	Yes , requisite quorum was present	November 9, 2016	64
Risk Management Committee			
January 13, 2017	Yes , requisite quorum was present	-	NA
Stakeholders' Relationship Committee			
February 6, 2017	Yes , requisite quorum was present	-	NA

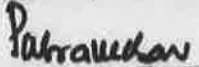


V. Related Party Transaction	
Subject	Compliance Status (Yes /No /NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

NA – Not Applicable

VI. Affirmations
<ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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


Parvatheesam K
Company Secretary

Annual Disclosures for the Financial Year 2016-17

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		http://www.tatasteel.com/global-network/index.asp
2	Terms and conditions of appointment of independent directors	Yes		http://www.tatasteel.com/investors/pdf/terms-and-conditions-of-appointment-of-independent-directors.pdf
3	Composition of various committees of board of directors	Yes		http://www.tatasteel.com/corporate/management/committees-of-the-board.asp
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.tatasteel.com/corporate/pdf/TCOC.pdf http://www.tatasteel.com/investors/pdf/TCOC-non-executive-directors.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.tatasteel.com/corporate/ethics/vigil-mechanism.pdf
6	Criteria of making payments to non-executive directors	Yes		http://www.tatasteel.com/investors/pdf/criteria-of-making-payments-to-non-executive-directors.pdf
7	Policy on dealing with related party transactions	Yes		http://www.tatasteel.com/corporate/pdf/Revised-Policy-on-Related-Party-transactions_4.2.16.pdf
8	Policy for determining 'material' subsidiaries	Yes		http://www.tatasteel.com/corporate/pdf/Revised-Policy-on-determining-Material-Subsidiaries_4.2.16.pdf
9	Details of familiarization program imparted to independent directors	Yes		http://www.tatasteel.com/investors/pdf/familiarisation-programme-for-id-tata-steel.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.tatasteel.com/investors/investor-services/contacts.asp
11	Email address for grievance redressal and other relevant details	Yes		http://www.tatasteel.com/investors/investor-services/contacts.asp
12	Financial results	Yes		http://www.tatasteel.com/investors/performance/financials.asp
13	Shareholding pattern	Yes		http://www.tatasteel.com/investors/shareholding-information/shareholding-pattern.asp
14	Details of agreements entered into with the media companies and/or their associates	NA		



SN	Item	Compliance Status	If status is "no", details of non-compliance may be given here	Web Address
15	New name and the old name of the listed entity	NA		

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	

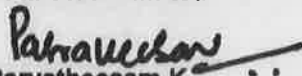


16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
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

Date: April 11, 2017
Place: Mumbai