

Corporate Governance Report for the year 2007-08

(as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

1. The Company's Corporate Governance Philosophy

The Company has set itself the objective of expanding its capacities and becoming globally competitive in its business. As a part of its growth strategy, the Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance across various geographies. The Company emphasises the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. The Board considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth.

During the year under review, the Company launched the Tata Steel Group Vision whereby the Tata Steel Group ('the Group') aspires to be the global steel industry benchmark for value creation and corporate citizenship. The Group expects to realize its Vision by taking such actions as may be necessary in order to achieve its goals of value creation, safety, environment and people.

2. Board of Directors

The Company has a non-executive Chairman and the number of Independent Directors is more than one-third of the total number of Directors. As on 31st March, 2008, the Company has 14 Directors on its Board, of which 8 Directors are independent. The number of Non-Executive Directors (NEDs) is more than 50% of the total number of Directors. The Company is in compliance with the recent amendment of clause 49 of the listing Agreement pertaining to compositions of directors.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other companies are given below:

Name	Category	No. of Board Meetings attended during 2007-08	Whether attended AGM held on 29th August, 2007	No. of Directorships in other public companies as on 31.3.2008		No. of Committee positions held in other public companies* as on 31.3.2008	
				Chairman	Member	Chairman	Member
Mr. R. N. Tata (Chairman)	Not Independent Non-Executive	7	Yes	11	2	—	—
Mr. James Leng (Deputy Chairman)	Independent Non-Executive	5	Yes	—	—	—	—
Mr. Nusli N. Wadia	-do-	6	Yes	4	4	—	—
Mr. S. M. Palia	-do-	6	Yes	—	8	4	3
Mr. Suresh Krishna	-do-	4	No	5	2	2	2
Mr. Ishaat Hussain	Not Independent Non-Executive	7	Yes	2	11	3	5
Dr. J. J. Irani	-do-	7	Yes	3	7	—	2
Mr. Subodh Bhargava	Independent Non-Executive	7	Yes	2	9	4	5

Name	Category	No. of Board Meetings attended during 2007-08	Whether attended AGM held on 29th August, 2007	No. of Directorships in other public companies as on 31.3.2008		No. of Committee positions held in other public companies* as on 31.3.2008	
				Chairman	Member	Chairman	Member
Mr. Jacobus Schraven	Independent Non-Executive	4	Yes	—	—	—	—
Dr. Anthony Hayward	-do-	1	No	—	—	—	—
Mr. Andrew Robb (Appointed a Director w.e.f. 22.11.2007)	-do-	1	NA	—	—	—	—
Dr. T. Mukherjee (Retired w.e.f. 31.10.2007 and appointed as NED w.e.f. 22.11.2007)	Not Independent Non-Executive	6	Yes	—	1	—	—
Mr. Philippe Varin	-do-	5	Yes	—	—	—	—
Mr. B. Muthuraman Managing Director	Not Independent Executive	7	Yes	1	3	—	1
Mr. A. N. Singh (Resigned w.e.f. 30-9-2007)	-do-	3	Yes	NA	NA	NA	NA

* Represents Chairmanships/Memberships of Audit Committee and Shareholders'/Investors' Grievance Committee.

Seven Board Meetings were held during the year 2007-08 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held were as follows:

17th April 2007, 17th May 2007, 30th July 2007, 28th August 2007, 26th October 2007, 22nd November 2007 and 31st January 2008.

Dates for the Board Meetings in the ensuing year are decided well in advance and communicated to the Directors. Board Meetings are held at the Registered Office of the Company. The Agenda along with the explanatory notes are sent in advance to the Directors. Additional meetings of the Board are held when deemed necessary by the Board.

The information as required under Annexure IA to Clause 49 is being made available to the Board.

The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.

During 2007-08, the Company did not have any material pecuniary relationship or transactions with Non Executive Directors, other than Dr. J. J. Irani and Dr. T. Mukherjee, to whom the Company paid retiring benefits aggregating to Rs. 34.70 lakhs and Rs. 27.03 lakhs respectively.

The Company has adopted the Tata Code of Conduct for Executive Directors, Senior Management Personnel and other Executives of the Company. The Company has received confirmations from the Executive Director as well as Senior Management Personnel regarding compliance of the Code during the year under review. It has also adopted the Tata Code of Conduct for Non-Executive Directors of the Company. The Company has received confirmations from the Non-Executive Directors regarding compliance of the Code for the year under review. Both the Codes are posted on the website of the Company.

3. Audit Committee

The Company had constituted an Audit Committee in the year 1986. The scope of the activities of the Audit Committee is as set out in Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956. The terms of reference of the Audit Committee are broadly as follows:

- a. To review compliance with internal control systems;
- b. To review the findings of the Internal Auditor relating to various functions of the Company;
- c. To hold periodic discussions with the Statutory Auditors and Internal Auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of the Auditors/Internal Auditors;
- d. To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board;
- e. To make recommendations to the Board on any matter relating to the financial management of the Company, including Statutory & Internal Audit Reports;
- f. Recommending the appointment of statutory auditors and branch auditors and fixation of their remuneration.

Mr. S. M. Palia, Chairman of the Audit Committee was present at the Annual General Meeting held on 29th August, 2007.

The composition of the Audit Committee and the details of meetings attended by the Directors are given below:

Names of Members	Category	No. of Meetings attended during the year 2007-08
Mr. S. M. Palia, Chairman	Independent, Non-Executive	11
Mr. Ishaat Hussain Member, Chartered Accountant	Not Independent, Non-Executive	11
Mr. Nusli Wadia, Member Resigned w.e.f. 15.05.2007	Independent, Non-Executive	—
Mr. Subodh Bhargava, Member	Independent, Non-Executive	10
Mr. Andrew Robb, Member Appointed w.e.f. 22.11.2007	Independent, Non-Executive	2

Audit Committee meetings are attended by the Group Chief Financial Officer, Chief (Corporate Audit) and Chief Financial Controller (Corporate) and Representatives of Statutory Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

Eleven Audit Committee Meetings were held during 2007-08. The dates on which the said meetings were held were as follows:

17th April 2007, 16th May 2007, 28th July 2007, 23rd August 2007, 28th August 2007, 12th September 2007, 26th October 2007, 21st November 2007, 10th January 2008, 22nd January 2008 and 22nd February 2008.

The necessary quorum was present at the meetings.

Whistle Blower Policy

The Audit Committee at its meeting held on 25th October, 2005, approved framing of a Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach the Ethics Counsellor/ Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Whistle Blower Policy is an extension of the Tata Code of Conduct, which requires every employee to promptly report to the Management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. Under the Policy, each employee of the Company has an assured access to the Ethics Counsellor/ Chairman of the Audit Committee.

4. Remuneration Committee

The Company had constituted a Remuneration Committee in the year 1993. The broad terms of reference of the Remuneration Committee are as follows:

- a. Review the performance of the Managing Director and the Whole-time Directors, after considering the Company's performance.
- b. Recommend to the Board remuneration including salary, perquisites and commission to be paid to the Company's Managing Director and Whole-time Directors.
- c. Finalise the perquisites package of the Managing Director and Whole-time Directors within the overall ceiling fixed by the Board.
- d. Recommend to the Board, retirement benefits to be paid to the Managing Director and Whole-time Directors under the Retirement Benefit Guidelines adopted by the Board.

The Remuneration Committee also functions as the Compensation Committee as per SEBI guidelines on the Employees' Stock Option Scheme. The Company, however, has not yet introduced the Employees' Stock Option Scheme.

The composition of the Remuneration Committee and the details of meetings attended by the Directors are given below:

Names of Members	Category	No. of Meetings attended during the year 2007-08
Mr. Suresh Krishna, Chairman	Independent, Non-Executive	2
Mr. R. N. Tata, Member	Not Independent, Non-Executive	2
Mr. S. M. Palia, Member	Independent, Non-Executive	2

Two meetings of the Remuneration Committee were held on 17th May 2007 and 26th October 2007.

The Chairman of the Remuneration Committee, Mr. Suresh Krishna was not present at the Annual General Meeting held on 29th August 2007.

The Company has complied with the non-mandatory requirement of Clause 49 regarding the Remuneration Committee.

Remuneration Policy

The Company while deciding the remuneration package of the senior management members takes into consideration the following items:

- (a) employment scenario
- (b) remuneration package of the industry and
- (c) remuneration package of the managerial talent of other industries.

The annual variable pay of senior managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives.

The Non-Executive Directors (NEDs) are paid remuneration by way of Commission and Sitting Fees. In terms of the shareholders' approval obtained at the AGM held on 5th July, 2006, the Commission is paid at a rate not exceeding 1% per annum of the profits of the Company (computed in accordance with Section 309(5) of the Companies Act, 1956). The distribution of Commission amongst the NEDs is placed before the Board. The Commission is distributed on the basis of their attendance and contribution at the Board and certain Committee Meetings as well as time spent on operational matters other than at the meetings.

The Company paid sitting fees of Rs. 10,000 per meeting to the NEDs for attending the meetings of the Board, Executive Committee of the Board, Remuneration Committee, Audit Committee and Committees constituted by the Board from time to time. The Board at its meeting held on 30th July, 2007 has increased the sitting fees to the NEDs for attending the meetings of the Board, Audit Committee, Executive Committee of the Board, Remuneration Committee and Committees constituted by the Board from time to time, to Rs. 20,000 per meeting. For other meetings, viz. Investor Grievance Committee and Ethics Committee, the Company continues to pay to the NEDs sitting fees of Rs. 5,000 per meeting.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to Managing and Whole-time Directors. Salary is paid within the range approved by the Shareholders. Annual increments effective 1st April each year, as recommended by the Remuneration Committee, are approved by the Board. The ceiling on perquisites and allowances as a percentage of salary, is fixed by the Board. Within the prescribed ceiling, the perquisites package is approved by the Remuneration Committee. Commission is calculated with reference to net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of the Remuneration Committee, subject to overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956. Specific amount payable to such directors is based on the performance criteria laid down by the Board which broadly takes into account the profits earned by the Company for the year.

Details of remuneration for 2007-08

Non-Wholetime Directors

(Rs. lakhs)

Name of the Director	Commission*	Sitting Fees
1. Mr. R. N. Tata	200.00	2.70
2. Mr. James Leng	36.00	1.30
3. Mr. Nusli N. Wadia	28.50	2.00
4. Mr. S. M. Palia	78.00	4.30
5. Mr. Suresh Krishna	7.00	1.10
6. Mr. Ishaat Hussain	76.50	4.70
7. Dr. J. J. Irani	31.00@	2.50
8. Mr. Jacobus Schraven	7.00	0.80
9. Mr. Subodh Bhargava	29.00	2.80
10. Dr. Anthony Hayward	2.00	0.20
11. Mr. Andrew Robb	5.00	0.60
12. Dr. T. Mukherjee	—	0.20@@
13. Mr. Philippe Varin	—	1.50
Total	500.00	24.70

* Payable in 2008-09.

@ Excluding retirement benefits of Rs. 34.70 lakhs paid to Dr. Irani.

@@ Excluding retirement benefits of Rs. 27.03 lakhs paid to Dr. Mukherjee.

Managing and Whole-time Directors

Name	Salary Rs. lakhs	Perquisites & Allowances Rs. lakhs	Commission@ Rs. lakhs	Stock Options
Mr. B. Muthuraman Managing Director	72.00	43.51	250.00	Nil
Dr. T. Mukherjee Dy. MD (Steel) upto 31.10.2007#	34.53	36.55	120.00	Nil
Mr. A. N. Singh Dy. MD (Corporate Services) upto 30.9.2007##	24.00	18.23	85.00	Nil

@ Payable in 2008-09.

Excluding gratuity and leave encashment of Rs. 127.62 lakhs paid to Dr. Mukherjee.

Excluding gratuity and leave encashment of Rs. 61.67 lakhs paid to Mr. A. N. Singh.

Shareholding of the Directors in the Company as on 31st March, 2008

Director	No. of Ordinary Shares of Rs. 10/- each held as sole/first holder	No. of Cumulative Convertible Preference Shares (CCPS) of Rs. 100/- each held as sole/first holder
Mr. R. N. Tata (Chairman)	21203	21709
Mr. James Leng (Deputy Chairman)	Nil	Nil
Mr. Nusli N. Wadia	Nil	Nil
Mr. S. M. Palia	547	469
Mr. Suresh Krishna	Nil	Nil
Mr. Ishaat Hussain	1936	1684
Dr. J. J. Irani	6528	5278
Mr. Subodh Bhargava	900	675
Mr. Jacobus Schraven	Nil	Nil
Dr. Anthony Hayward	Nil	Nil
Mr. Andrew Robb	Nil	Nil
Dr. T. Mukherjee	Nil	Nil
Mr. Philippe Varin	Nil	Nil
Mr. B. Muthuraman	2654	2282
Total	33768	32097

Service Contracts, Severance Fees and Notice Period

Period of Contract of MD : From 22.07.2006 to 30.09.2009

The Contract may be terminated by either party giving the other party six months' notice or the Company paying six months' salary in lieu thereof.

There is no separate provision for payment of severance fees.

5. Shareholders' Committee

An Investors' Grievance Committee was constituted on 23rd March, 2000 to specifically look into the redressal of Investors' complaints like transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend, etc.

One meeting of the Investors' Grievance Committee was held on 27th March, 2008.

The composition of the Investors' Grievance Committee is given below:

Names of Members	Category	No. of Meetings attended during 2007-08
Mr. Ishaat Hussain, Chairman	Not Independent, Non Executive	1
Mr. Suresh Krishna, Member	Independent, Non-Executive	1

Name, designation & address of Compliance Officer:

Mr. J. C. Bham
 Company Secretary
 Bombay House,
 24, Homi Mody Street,
 Fort, Mumbai 400 001.
Phone : (022) 6665 7279
Fax : (022) 6665 7724 / 6665 7725
Email : cosectisco@tata.com

Name, designation & address of Investor Relations Officer :

Mr. Praveen Sood
 Head (Investor Relations - India & Asia)
 Bombay House,
 24, Homi Mody Street,
 Fort, Mumbai 400 001.
Phone : (022) 6665 7306
Fax : (022) 6665 8113
Email : psood@tata.com

Shareholder/Investor Complaints:

Complaints pending as on 1st April, 2007	: 3
During the period 1st April, 2007 to 31st March, 2008, complaints identified and reported under Clause 41 of the Listing Agreements	: 4656
Complaints disposed off during the year ended 31st March, 2008	: 4265
Complaints unresolved to the satisfaction of shareholders as on 31st March, 2008	: 391@
No. of pending share transfers as on 31st March, 2008	
i) Ordinary Shares	: 209*
ii) Cumulative Convertible Preference Shares	: 49*
@Complaints unresolved to the satisfaction of shareholders as on 24th June, 2008.	: 57

* Transfers lodged in the last two weeks of March, 2008 and hence pending as on 31st March, 2008.

Sr. No.	Description	Total Received	Total Replied	Total Pending
A	Complaints			
	Letters received from Statutory bodies			
1.	SEBI	315	299	16
2.	DOCA	—	—	—
3.	STOCK EXCHANGES	51	47	4
4.	NSDL/CDSL	4	4	—
	Total Nos.	370	350	20
B	Legal Matters			
	Court/Consumer Forum Matters	1	1	—
	Total Nos.	1	1	—
C	Dividends			
	Non-receipt of Dividend (pending recon. at the time of receipt of letters)	421	421	—
	Total Nos.	421	421	—
D	Allotments/refund Orders/Equity Shares/CCPS			
1.	Non-receipt of refund order	1401	1262	139
2.	Non-receipt of allotment (Equity)	1326	1213	113
3.	Non-receipt of allotment (CCPS)	1137	1018	119
	Total Nos	3864	3493	371
	Total Correspondence Statistics	4656	4265	391

Note:

The Correspondence identified as investor complaints are letters received through Statutory/Regulatory bodies and those related to Court/Consumer forum matters, (where the Company/Registrar is involved and is accused of deficiency in service) non-receipt of dividend amounts where reconciliation of the payment is in progress/completed after the end of the quarter and Complaints relating to rights issues.



transacted by passing Circular Resolutions which are placed before the Board at its next meeting.

Ethics and Compliance Committee

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended (the Regulations), the Board of Directors of the Company adopted the Tata Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (the Code) to be followed by Directors, Officers and other Employees. The Code is based on the principle that Directors, Officers and Employees of a Tata Company owe a fiduciary duty to, among others, the shareholders of the Company to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's securities.

In terms of the said Code, a Committee has been constituted on 30th May, 2002, called Ethics and Compliance Committee.

One meeting of the Ethics and Compliance Committee was held on 27th March, 2008.

The composition of the Ethics and Compliance Committee is given below:		
Names of Members	Category	No. of Meetings attended during 2007-08
Mr. Ishaat Hussain, Chairman	Not Independent, Non-Executive	1
Mr. Suresh Krishna, Member	Independent, Non-Executive	1

The Board has also appointed the Group Chief Financial Officer as the Compliance Officer to ensure compliance and effective implementation of the Regulations and also the Code across the Company.

During the year under review, the Compliance Officer submitted Monthly Committee Report of the Tata Code of Conduct for Prevention of Insider Trading to the Board of Directors.

6. General Body Meetings

a) Location and time, where last three Annual General Meetings (AGMs) were held:		
Financial Year	Details of Location	Date & Time
2006-07	Birla Matushri Sabhagar,	29th August, 2007 at 3.30 p.m.
2005-06	19, Sir Vithaldas Thackersey Marg,	5th July, 2006 at 11.00 a.m.
2004-05	Mumbai 400 020.	27th July, 2005 at 3.30 p.m.

- b) No Extra-Ordinary General Meeting of the shareholders was held during the year.
- c) No Postal Ballot was conducted during the year. None of the resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.
- d) Special Resolutions passed in previous 3 Annual General Meetings:

At the last Annual General Meeting held on 29th August, 2007, Special Resolutions were passed for a) Increase in the authorised share capital, b) Alteration of the Memorandum of Association, c) Alteration of the Articles of Association, d) Further issuance of Securities and e) Change in place of keeping Registers and Records. The resolutions were passed unanimously.

At the Annual General Meeting held on 5th July, 2006, Special Resolutions were passed for a) Commission to Directors other than the Managing and Whole-time Directors, b) Increase in the Authorised Share Capital, c) Alteration of the Articles of Association of the Company and d) Raising additional long term funds. The resolutions at items a), b) and c) were passed unanimously. The resolution at item d) was passed by requisite majority.

At the Annual General Meeting held on 27th July, 2005, Special Resolution was passed for the Change of Name of the Company from "The Tata Iron and Steel Company Limited" to "Tata Steel Limited". The resolution was passed

unanimously.

7. Disclosures

- i) The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest.
There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
- ii) The Company has periodically disclosed to the Audit Committee the uses/applications of funds raised during the year through rights issues of Ordinary Shares and CCPS. The details of the proceeds and utilisation of the same have been disclosed in the Notes to Accounts.
- iii) The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory authorities relating to the above.
- iv) The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with clause 7 of the Annexure 1D to Clause 49 of the Listing Agreement with the Stock Exchanges, for employees to report concerns about unethical behaviour. No personnel has been denied access to the Ethics Counsellor/Chairman of the Audit Committee.
- v) The Company has fulfilled the following non-mandatory requirements as prescribed in Annexure 1D to Clause 49 of the Listing Agreement with the Stock Exchanges:
 - a) The Company has set up a Remuneration Committee. Please see para 4 for details.
 - b) The Company has moved towards a regime of unqualified financial statements.

Secretarial Audit

A qualified practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

8. Means of Communication

Half-yearly report sent to each household of shareholders –

In addition to the results of the Company being published in the newspapers and posted on the web-site of the Company, the half-yearly results are sent to each shareholder.

Results –

The quarterly and annual results along with the Segmental Report are generally published in The Times of India, Nava Shakti, Free Press Journal and also displayed on the website of the Company www.tatasteel.com shortly after its submission to the Stock Exchanges.

Presentation to Institutional Investors or to analysts –

Official news releases and presentations made to Institutional Investors and analysts are posted on the Company's website.

Management Discussion & Analysis Report –

The MD&A Report forms a part of the Directors' Report. All matters pertaining to industry structure and developments, opportunities and threats, segment/product wise performance, outlook, risks and concerns, internal control and systems, etc. are discussed in the said report.

Company's Corporate Website –

The Company's website is a comprehensive reference on Tata Steel's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, sales network, updates and news. The section on

'Investor Relations' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges, registrars, share transfer agents and frequently asked questions. Investors can also submit their queries and get feedback through online interactive forms. The section on 'Newsrooms' includes all major press reports and releases, awards, campaigns.

9. General Shareholder Information

AGM : Date, time & venue – 28.08.2008 at 3.30 p.m.
Birla Matushri Sabhagar,
19, Sir Vithaldas Thackersey Marg,
Mumbai 400 020.

As required under Clause 49 IV(G)(i), particulars of Directors seeking reappointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on 28th August, 2008.

Financial Calendar –	Year ending	March 31
	AGM	August
	Dividend Payment	Generally in August

Date of Book Closure – 22nd July, 2008 to 31st July, 2008 (both days inclusive)

Dividend Payment Date – The dividend warrants will be posted on or after 29.08.2008.

Unclaimed Dividend –

- All unclaimed/unpaid dividend amounts upto the financial year ended 31.03.1995 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrant(s) for the said period are requested to forward their claims in prescribed Form No. II to The Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to :-

Office of Registrar of Companies
Central Government Office Bldg., 'A' Wing,
2nd Floor, Next to Reserve Bank of India
CBD, Belapur 400 614.

- All unclaimed/unpaid dividend amounts for the financial years 1996-97 to 1999-2000 have been transferred to Investor Education & Protection Fund and no claims will lie against the Company or the Fund in respect of the unclaimed amounts so transferred.
- The unclaimed dividend declared in respect of the financial year 2000-01 is due for transfer to the IEPF in August, 2008.

Listing on Stock Exchanges –

The Company's Ordinary Shares are listed on the following 2 Stock Exchanges in India:

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001.

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra East, Mumbai 400 051.

The Company's Ordinary Shares have been delisted from The Calcutta Stock Exchange Assn. Ltd. w.e.f. 30th May, 2008.

The CCPS allotted by the Company during the year under review are listed on the following 2 Stock Exchanges in India:

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001.

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra East, Mumbai 400 051.

Global Depository Receipts (GDRs) issued by the Company in the International Market have been listed on the Luxembourg Stock Exchange and the Stock Code is USY8547N1139.

The Company has paid annual listing fees to each of the above Stock Exchanges for the financial year 2007-08.

Stock Codes/Symbols –

Bombay Stock Exchange Limited -

Ordinary Shares (demat form)	500470
CCPS			710049

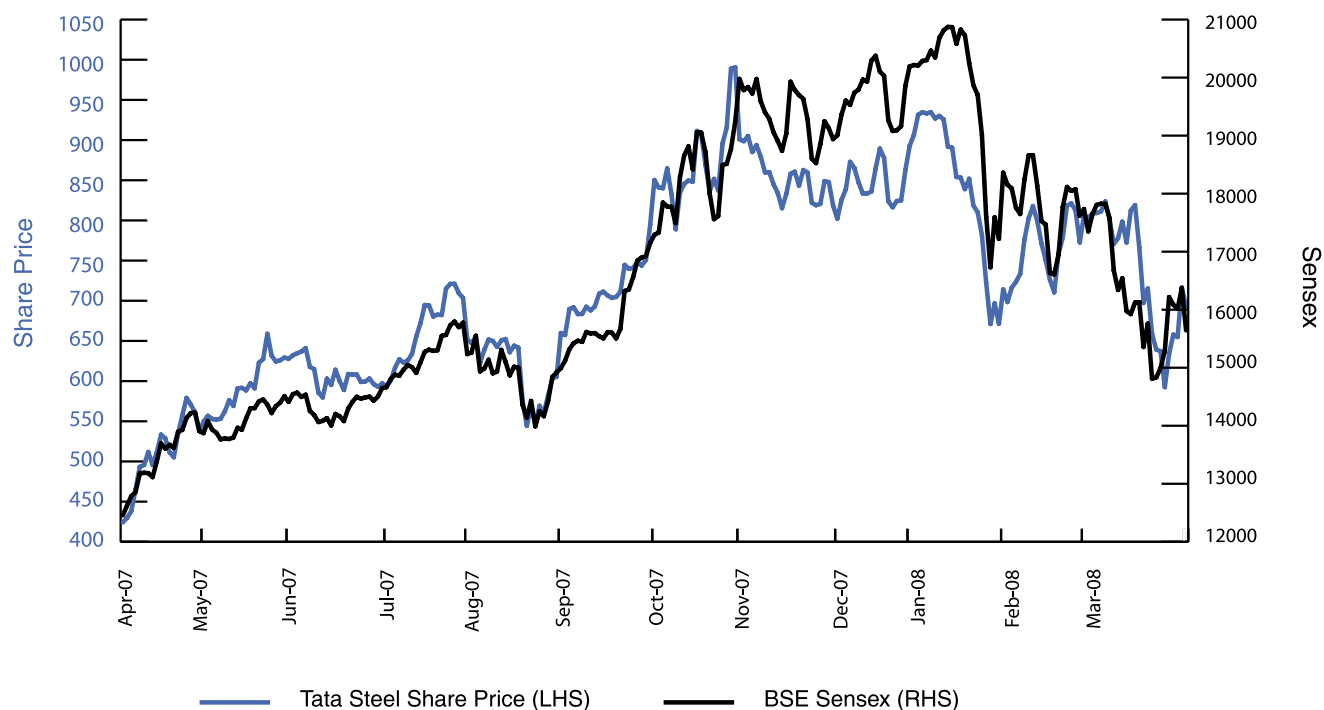
National Stock Exchange of India Ltd.

Ordinary Shares	TATASTEEL
CCPS			TATASTEEL Q1

Market Information

Market Price Data : High, Low (based on the closing prices) and average volume, average number of trades and average value of shares traded during each month in last financial year.

Month	High (Rs.)	Low (Rs.)	Avg. Volume per day (No. of Shares)	Avg. No. of Trades per day	Avg. Value per day (Rs. lakhs)
April 2007	579.10	424.10	2,296,244	29,078	1,190,424,847
May 2007	658.90	551.90	1,244,111	19,819	745,668,465
June 2007	641.15	579.75	630,865	12,773	383,492,907
July 2007	721.10	593.40	897,091	14,273	600,038,274
August 2007	689.70	544.30	1,130,014	18,515	692,677,313
September 2007	850.35	683.40	1,068,929	16,148	792,065,833
October 2007	990.60	789.00	1,133,210	20,941	1,008,397,390
November 2007	893.85	802.15	493,383	8,743	420,928,514
December 2007	934.80	816.35	577,656	9,534	502,600,618
January 2008	934.75	671.05	673,211	9,684	533,994,843
February 2008	823.70	710.45	821,812	15,990	653,144,840
March 2008	819.05	592.45	1,080,068	22,568	769,881,729

Performance of Tata Steel Share Price in comparison to BSE Sensex**Registrar and Transfer Agents:**

TSR Darashaw Limited are the Registrar and Share Transfer Agents of the Company.
Address for correspondence is as below:

TSR Darashaw Limited
6-10 Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road,
Mahalaxmi, Mumbai 400 011.

Tel. : (022) 6656 8484

Fax : (022) 6656 8494 / 6656 8496

E-mail : csg-unit@tsrdarashaw.com

website : <http://www.tsrdarashaw.com>

For the convenience of shareholders based in the following cities, transfer documents and letters will also be accepted at the following branches/agencies of TSR Darashaw Limited :

Branches of TSR Darashaw Limited

- | | |
|---|--|
| <p>1. TSR Darashaw Limited
503, Barton Centre, 5th Floor,
84, Mahatma Gandhi Road,
Bangalore 560 001.
Tel. : (080) 2532 0321
Fax : (080) 2558 0019
E-mail: tsrdlbg@tsrdarashaw.com</p> | <p>2. TSR Darashaw Limited
Bungalow No.1, 'E' Road,
Northern Town, Bistupur,
Jamshedpur 831 001.
Tel. : (0657) 242 6616
Fax : (0657) 242 6937
E-mail: tsrljsr@tsrdarashaw.com</p> |
| <p>3. TSR Darashaw Limited
Tata Centre, 1st Floor,
43, Jawaharlal Nehru Road,
Kolkata 700 071.
Tel. : (033) 2288 3087
Fax : (033) 2288 3062
E-mail: tsrdlcal@tsrdarashaw.com</p> | <p>4. TSR Darashaw Limited
Plot No. 2/42, Sant Vihar
Ansari Road, Darya Ganj
New Delhi 110 002.
Tel. : (011) 2327 1805
Fax : (011) 2327 1802
E-mail : tsrdldel@tsrdarashaw.com</p> |

Agent of TSR Darashaw Limited

Shah Consultancy Services Limited

1, Sumatinath Complex, 2nd Dhal,

Pritamnagar, Ellisbridge

Ahmedabad 380 006.

Telefax: 079 26576038

E-mail: shahconsultancy@hotmail.com

Share Transfer System : Share Transfers in physical form can be lodged with the TSR Darashaw Limited at the above mentioned addresses. The Transfers are normally processed within 10-12 days from the date of receipt if the documents are complete in all respects. Certain Directors and the Company Secretary are severally empowered to approve transfers.

Distribution of Shareholding – Ordinary Shares

Number of Ordinary Shares held	Number of Shareholders	
	31.3.2008 %	31.3.2007 %
1 to 100	60.41	60.47
101 to 500	31.06	31.62
501 to 1000	4.53	4.31
1001 to 10000	3.76	3.39
Over 10000	0.24	0.21
	100.00	100.00

Categories of Shareholders – Ordinary Shares

Category	Number of Shareholders		Voting strength %		Number of Ordinary Shares held	
	31-3-2008	31-3-2007	31-3-2008	31-3-2007	31-3-2008	31-3-2007
Individuals	679,760	666,583	21.49	25.32	156,958,458	146,997,477
Unit Trust of India	1	30	0.01	0.01	43,818	47,060
Life Insurance Corporation of India	1	11	10.15	12.01	74,166,549	69,725,863
Govt. & Other Public Financial Institutions	16	19	4.41	5.37	32,186,415	31,189,482
Tata Group Companies	16	24	* 33.94	* 30.52	247,993,096	177,152,216
Companies	6,969	6,738	4.56	4.84	33,348,515	28,073,014
Nationalised Banks, Mutual Funds and Trusts	376	504	5.96	4.51	43,539,500	26,193,523
Foreign Institutional Investors	425	275	19.48	17.42	142,347,969	101,094,221
Total	687,564	674,184	100.00	100.00	730,584,320	580,472,856

* This includes 6,71,455 (As on 31st March, 2007: 6,71,455) shares allotted to Kalimati Investment Company Limited pursuant to the Bombay High Court Order dated 3rd April, 2003, approving the Scheme of Amalgamation of Tata SSL Limited with the Company. These shares do not carry any voting rights.

Top Ten Equity Shareholders of the Company as on 31st March, 2008

Sr. No.	Name of the Shareholder	No. of shares held	% of holding
1.	Tata Sons Limited	203,821,795	27.90
2.	Life Insurance Corporation of India	74,166,549	10.15
3.	Tata Motors Limited	31,441,382	4.30
4.	Deutsche Securities Mauritius Limited	14,381,557	1.97
5.	HSBC Global Investment Funds A/c HSBC Global Investment Funds Mauritius Limited	13,013,190	1.78
6.	The New India Assurance Company Limited	9,003,465	1.23
7.	National Insurance Company Limited	8,544,140	1.17
8.	Morgan Stanley Mauritius Company Limited	7,655,235	1.05
9.	The Oriental Insurance Company Limited	6,649,906	0.91
10.	Macquarie Bank Limited	5,483,782	0.75

Distribution of Shareholding – CCPS

Number of CCPS held	Number of Shareholders 31-3-2008 %
1 to 100	52.11
101 to 500	37.58
501 to 1000	5.41
1001 to 10000	4.56
Over 10000	0.34
	100.00

Categories of Shareholders – CCPS

Category	Number of Shareholders 31-3-2008	Voting strength % 31-3-2008	Number of CCPS held 31-3-2008
Individuals	363,420	20.41	111,706,144
Unit Trust of India	1	0.00	63
Life Insurance Corporation of India	1	11.13	60,905,551
Govt. & Other Public Financial Institutions	8	4.68	25,604,112
Tata Group Companies	10	36.91	201,966,140
Companies	3,377	5.34	29,218,335
Nationalised Banks, Mutual Funds and Trusts	148	2.66	14,571,576
Foreign Institutional Investors	141	18.87	103,279,684
Total	367,106	100.00	547,251,605

Top Ten CCPS Holders of the Company as on 31st March, 2008

Sr. No.	Name of the Shareholder	No. of shares held	% of holding
1.	Tata Sons Limited	171,602,978	31.36
2.	Life Insurance Corporation of India	60,905,551	11.13
3.	Tata Motors Limited	23,949,693	4.38
4.	Morgan Stanley Mauritius Company Limited	12,806,542	2.34
5.	HSBC Global Investment Funds A/c HSBC Global Investment Funds Mauritius Ltd.	11,173,740	2.04
6.	Macquarie Bank Limited	9,664,122	1.77
7.	Swiss Finance Corporation (Mauritius)1 Limited	9,568,489	1.75
8.	The New India Assurance Company Limited	7,953,023	1.45
9.	Goldman Sachs Investments (Mauritius) Limited	7,432,365	1.36
10.	National Insurance Company Limited	6,370,605	1.16

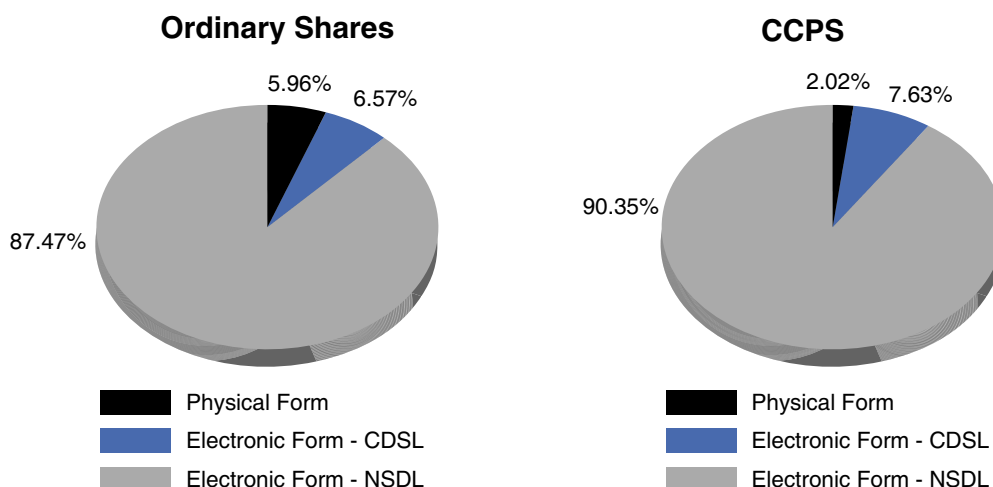
Dematerialisation of shares as on 31st March, 2008 and Liquidity

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India – National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL).

687,044,098 Ordinary Shares of the Company representing **94.04%** of the Company's share capital is dematerialised as on 31st March, 2008.

536,190,890 Cumulative Convertible Preference Shares (CCPS) of the Company representing **97.98%** of the Company's share capital is dematerialised as on 31st March, 2008.

The Company's shares are regularly traded on Bombay Stock Exchange Limited, as is seen from the volume of shares indicated in the Table containing Market Information.



Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Ordinary Shares is INE 081A01012 and CCPS is INE081A3018.

Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity : 3867 GDRs (each GDR representing 1 Ordinary Share of the Company) The Company had issued detachable warrants (along with Secured Premium Notes) for subscribing to 1 Ordinary Share of Rs. 10 each at a premium of Rs. 70 per share. In respect of approximately 12,446 detachable warrants applicable to matters which are in dispute, the option to get the shares is kept alive for the time being.

In September 2007, the Company issued US\$ 0.875 billion of 1% Foreign Currency Convertible Alternative Reference Securities (CARS). Between 4th September 2011 and 8th August 2012 each security is convertible at the option of holder of the security, at a conversion price of Rs. 876.6 per share (subsequently adjusted to Rs. 757.9721 on account of Rights Issue) into a Qualifying Security issued by the Company. The Company must redeem all outstanding CARS at 123.349% of their principal amount together with accrued and unpaid interest no later than 5th September 2012.

During the year under review, the Company allotted 547,251,605 – 2% CCPS of Rs. 100/- each on a rights basis to the shareholders of the Company in the ratio of 9:10. As per the terms of the issue, six CCPS of Rs. 100 each are compulsorily and automatically convertible on 1st September 2009, into one Ordinary Share of Rs. 10 each, at a premium of Rs. 590 per share.

Major Plant Locations

Tata Steel	:	Company's Steel Works and Tubes Division .. Jamsheedpur (Jharkhand) Bearings Division .. Kharagpur (West Bengal) Ferro Manganese Plant .. Joda (Orissa) Charge Chrome Plant .. Bamnipal (Orissa) Cold Rolling Complex .. Tarapur (Maharashtra) Mines, Collieries & Quarries .. States of Jharkhand, Orissa and Karnataka Wire Division .. Borivli (Mumbai) Tarapur (Maharashtra) Bangalore (Karnataka) Indore (Madhya Pradesh)
Corus	:	Steel .. Port Talbot, UK Scunthorpe, UK Teesside, UK Rotherham, UK Ijmuiden, Netherlands Aluminium Smelters .. Delfzijl, Netherlands Voerde, Germany

Address for Correspondence : Tata Steel Limited
Bombay House, 24, Homi Mody Street,
Fort, Mumbai 400 001.
Phone : (022) 6665 8282
Fax : (022) 6665 7724 / 6665 7725
E-mail : cosectisco@tata.com
Website : www.tatasteel.com

10. Other information to the shareholders
Dividend History for the Last 10 years

Financial Year	Dividend Date	Rate
2006-07	30.08.07	155% (including centenary dividend of 25%)
2005-06	06.07.06	130%
2004-05	28.07.05	130%
2003-04	23.07.04	100%
2002-03	24.07.03	80%
2001-02	12.06.02	40%
2000-01	20.07.01	50%
1999-00	23.05.00	40%
1998-99	30.07.99	40%
1997-98	24.07.98	40%

Bank Details

Shareholders holding in the physical form are requested to notify/send the following to TSR Darashaw Limited to facilitate better servicing:

- i) any change in their address/mandate/bank details, and
- ii) particulars of the bank account in which they wish their dividend to be credited, in case have not been furnished earlier.

Shareholders are advised that respective bank details and address as furnished by them or by NSDL/CDSL to the Company, for shares held in the physical form and in the dematerialised form respectively, will be printed on their dividend warrants as a measure of protection against fraudulent encashment.

Nomination Facility

Shareholders who hold shares in the physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 109A of the Companies Act, 1956, may submit to TSR Darashaw Limited the prescribed Form 2B. The Form can be downloaded from the Company's website www.tatasteel.com under the section 'Investor Relations'.

Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that:

- Instructions regarding bank details which they wish to have incorporated in future dividend warrants must be submitted to their Depository Participants (DP). As per the regulations of NSDL and CDSL, the Company is obliged to print bank details on the dividend warrants, as furnished by these depositories to the Company.
- Instructions already given by them for shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.
- Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.

Electronic Clearing Service (ECS) Facility

The Company, with respect to payment of dividend to shareholders, provides the facility of ECS at the following cities:

Agra, Ahmedabad, Allahabad, Amritsar, Aurangabad, Bangalore, Baroda, Bhopal, Bhubaneswar, Chandigarh, Chennai, Coimbatore, Cochin, Delhi, Guwahati, Gwalior, Hyderabad, Indore, Jabalpur, Jaipur, Jalandhar, Jamshedpur, Jodhpur, Kanpur, Kolhapur, Kolkata, Lucknow, Ludhiana, Madurai, Mangalore, Mumbai, Mysore, Nagpur, Nasik, Patna, Pune, Panjim, Rajkot, Surat, Trichur, Trichy, Trivandrum, Udaipur, Varanasi, Vijayawada and Vishakapatnam.

Shareholders holding shares in the physical form, who wish to avail the ECS facility, may send their ECS mandate in the prescribed form to the Company, in the event they have not done so earlier. The ECS mandate form can be downloaded from the Company's website www.tatasteel.com under the section 'Investor Relations'.

Depository Services

Shareholders may write to the respective Depository or to TSR Darashaw Limited for guidance on depository services. Address for correspondence with Depository are as follows:-

National Securities Depository Limited

Trade World, 4th Floor,

Kamala Mills Compound,

Senapati Bapat Marg, Lower Parel,

Mumbai 400 013.

Telephone : (022) 2499 4200

Facsimile : (022) 2497 2993/2497 6351

E-mail : info@nsdl.co.in

Website : www.nsdl.co.in

Central Depository Services (India) Limited

Phiroze Jeejeebhoy Towers,

16th Floor,

Dalal Street,

Mumbai 400 023.

Telephone : (022) 2272 3333

Facsimile : (022) 2272 3199/2272 2072

E-mail : investor@cdslindia.com

Website : www.cdslindia.com

Odd Lot Facility

Having regard to the difficulties experienced by shareholders in disposing of the shares held by them in physical form, TSR Darashaw Limited, Registrars of the Company has framed a Scheme for the purchase of such shares. Interested shareholders may contact TSR Darashaw Limited for further details.

- Shareholders holding shares in the dematerialised form should address their correspondence to their respective DPs, other than for dividend, which should be addressed to TSR Darashaw Limited.
- Shareholders are requested to provide their e-mail address, telephone/fax numbers and quote their account numbers/DP ID & Client ID numbers in all correspondence with TSR Darashaw Limited to facilitate prompt response.

Certificate

To the Members of

TATA STEEL LIMITED

We have examined the compliance of conditions of Corporate Governance by Tata Steel Limited, for the year ended on 31st March, 2008, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

P. R. RAMESH

Partner

Membership No : 70928

Mumbai, 26th June, 2008