

QUARTER COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity: TATA STEEL LIMITED
2. Quarter & year ended March 31, 2020

I												
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(1) 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, Non-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 10 months	November 19, 1959	2	1	0	0
Mr.	Om Prakash Bhatt	00548091	Non- Executive, Independent	June 10, 2013	August 14, 2019	-	6 years 9 months	March 7, 1951	4	4	5	2
Dr.	Peter (Petrus) Blauwhoff	07728872	Non-Executive, Independent	February 7, 2017	-	-	3 years 1 month	June 30, 1953	1	1	1	0
Mr.	Aman Mehta	00009364	Non-Executive, Independent	March 29, 2017	-	-	3 years	September 1, 1946	5	5	6	2
Mr.	Deepak Kapoor	00162957	Non-Executive, Independent	April 1, 2017	-	-	3 years	January 7, 1959	2	2	5	1
Mr.	Vijay Kumar Sharma	02449088	Non-Executive, Non-Independent	August 24, 2018	-	-	-	December 19, 1958	3	0	1	1
Mr.	Saurabh Agrawal	02144558	Non-Executive, Non-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	4	0	1	0
Mr.	Koushik Chatterjee	00004989	Executive	November 9, 2012	November 9, 2017	-	-	September 3, 1968	6	0	5	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.

**Pursuant to the FAQs on Corporate Governance Report published by the National Stock Exchange of India Limited (NSE), number of membership in committees include chairmanship in committees during the quarter ended March 31, 2020.

Note:

1. While calculating directorships in listed entities, only directorships in equity listed companies has been considered.
2. While calculating the committee positions of the Directors, both listed and unlisted companies have been considered, in compliance with Regulation 26(1)(a) of SEBI Listing Regulations.

I. Composition of Committees				
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)	Date of appointment	Date of cessation
Audit Committee	1. Om Prakash Bhatt	Chairperson, Non-Executive, Independent	August 13, 2013	-
	2. Aman Mehta	Non-Executive, Independent	March 29, 2017	-
	3. Peter (Petrus) Blauwhoff	Non-Executive, Independent	December 18, 2017	-
	4. Deepak Kapoor	Non- Executive, Independent	April 25, 2019	-
	5. Saurabh Agrawal	Non-Executive, Non-Independent	August 10, 2017	-
Nomination and Remuneration Committee	1. Mallika Srinivasan	Chairperson, Non-Executive, Independent	December 22, 2016	-
	2. Natarajan Chandrasekaran	Non-Executive, Non-Independent	May 16, 2017	-
	3. Om Prakash Bhatt	Non-Executive, Independent	August 13, 2013	-
Risk Management Committee	1. Aman Mehta	Chairperson, Non-Executive, Independent	August 7, 2017	-
	2. Peter (Petrus) Blauwhoff	Non-Executive, Independent	April 25, 2019	-
	3. Saurabh Agrawal	Non-Executive, Non-Independent	August 10, 2017	-
	4. T. V. Narendran	Executive	December 17, 2014	-
	5. Koushik Chatterjee	Executive	December 17, 2014	-
	6. Henrik Adam	Member of Management		-
	7. Sandip Biswas	Member of Management		-
Stakeholders' Relationship Committee	1. V. K. Sharma	Chairperson, Non-Executive, Non-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	-
Corporate Social Responsibility Committee	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	-

II. Meeting of Board of Directors				
Date(s) of Meeting (Enter dates of Previous Quarter and Current Quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors attending the meeting
November 6, 2019		Yes	10	5
December 18, 2019	41 days		9	5
February 7, 2020	50 days		10	5

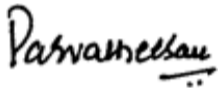
III. Meeting of Committee				
Date(s) of Meeting (Enter dates of Previous Quarter and Current Quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Whether requirements of Quorum met	Number of Directors present	Number of Independent Directors attending the meeting
Audit Committee				
October 23, 2019		Yes	5	4
November 5, 2019	12		5	4
November 11, 2019	5		5	4
January 18, 2020	67		4	3
February 7, 2020	19		5	4
Nomination and Remuneration Committee				
November 6, 2019	-	Yes	3	2
Risk Management Committee				
November 5, 2019	-	Yes	5	2
February 7, 2020	93		5	2
Stakeholders' Relationship Committee				
February 6, 2020	-	Yes	3	1

Annexure I

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

V. 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 at their meeting held on February 7, 2020.

Tata Steel Limited



Parvatheesam Kanchinadham

Company Secretary &
Chief Legal Officer (Corporate & Compliance)

Annual Disclosures

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

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		https://www.tatasteel.com/corporate/our-organisation/company-profile/
2	Terms and conditions of appointment of independent directors	Yes		https://www.tatasteel.com/media/2917/terms-and-conditions-of-appointment-of-independent-directors.pdf
3	Composition of various committees of board of directors	Yes		https://www.tatasteel.com/corporate/our-organisation/leadership/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.tatasteel.com/media/10384/tcoc_final_english.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.tatasteel.com/media/11322/revised-whistleblower-policy-december-18-2019.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.tatasteel.com/media/3931/criteria-of-making-payments-to-neds.pdf
7	Policy on dealing with related party transactions	Yes		https://www.tatasteel.com/media/5891/policy-on-related-party-transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.tatasteel.com/media/5890/policy-on-determining-material-subsidiaries.pdf
9	Details of familiarization program imparted to independent directors	Yes		https://www.tatasteel.com/media/7040/familiarization-programme-for-independent-directors.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.tatasteel.com/media/7040/familiarization-programme-for-independent-directors.pdf
11	Email address for grievance redressal and other relevant details	Yes		https://www.tatasteel.com/investors/investor-information/contacts/
12	Financial results	Yes		https://www.tatasteel.com/investors/financial-performance/financial-results/
13	Shareholding pattern	Yes		https://www.tatasteel.com/investors/stock-exchange-compliances/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.tatasteel.com/investors/investor-information/schedule-of-analystinstitutional-investor-meet/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.tatasteel.com/investors/stock-exchange-compliances/stock-exchange-releases/
18	Credit rating or revision in credit rating obtained	Yes		https://www.tatasteel.com/investors/stock-exchange-compliances/stock-exchange-releases/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.tatasteel.com/investors/integrated-reportannual-report/integrated-report-annual-accounts-2018-19-112th-year-and-related-documents/financial-statements-of-subsidiary-companies-fy-2018-19/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.tatasteel.com/investors/
21	Materiality Policy as per Regulation 30	Yes		https://www.tatasteel.com/media/6844/tata-steel-determination-of-materiality-policy.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.tatasteel.com/media/6086/dividend-policy-final.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.tatasteel.com

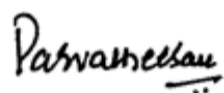
II. Annual Affirmations				
SN	Particulars	Regulation Number	Compliance Status	If status is "no", details of non – compliance may be given here
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), (2) & 20 (2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for Related Party Transaction	23(1), (1A), (5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	

32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Tata Steel Limited



Parvatheesam Kanchinadham

Company Secretary &
Chief Legal Officer (Corporate & Compliance)

April 15, 2020
Mumbai