

Corporate Governance Report for the year 2003-04

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

1. Company's Philosophy on Corporate Governance

The Company has set out to achieve its Vision 2007 i.e. to seize the opportunities of tomorrow and create a future that will make it an EVA positive Company and to continue to improve the quality of life of its employees and the communities it serves.

The Company has and will continue to focus its resources, strengths and strategies, in order to achieve this Vision, while upholding the core values of transparency, integrity, honesty and accountability, which are fundamental to the Tata Group. The Company believes that good corporate governance practices enable the Management to direct and control the affairs of a company in an efficient manner and to achieve its ultimate goal of maximising value for all its stakeholders.

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. The number of Non-Executive Directors (NEDs) is more than 50% of the total number 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 2003-04	Whether attended AGM held on 23rd July, 2003	No. of Directorships in other public companies		No. of Committee positions held in other public companies**	
				Chairman	Member	Chairman	Member
Mr. R.N. Tata (Chairman)	Promoter Not Independent Non-Executive	7	Yes	10	1	—	6
Mr. Keshub Mahindra	Independent Non-Executive	4	Yes	3	5	4	2
Mr. Nusli N. Wadia	-do-	5	Yes	5	5	1	3
Mr. S.M. Palia	-do-	7	Yes	1	4	3	2
Mr. P.K. Kaul Financial Institutions' Nominee *	-do-	7	Yes	2	7	3	4
Mr. Suresh Krishna	-do-	5	Yes	6	3	2	2
Mr. Kumar Mangalam Birla	-do-	—	No	6	6	—	1

Name	Category	No. of Board Meetings attended during 2003-04	Whether attended AGM held on 23rd July, 2003	No. of Directorships in other public companies		No. of Committee positions held in other public companies**	
				Chairman	Member	Chairman	Member
Mr. Ishaat Hussain	Promoter Not Independent Non-Executive	7	Yes	2	11	2	4
Dr. J.J. Irani	-do-	7	Yes	4	10	1	9
Mr. B. Jitender Financial Institutions' Nominee*	Independent Non-Executive	5	Yes	—	4	—	2
Mr. B. Muthuraman Managing Director	Not Independent Executive	7	Yes	2	2	—	2
Dr. T. Mukherjee Dy. Managing Director (Steel)	Not Independent Executive	7	Yes	1	7	—	5
Mr. A.N. Singh Dy. Managing Director (Corporate Services)	-do-	7	Yes	4	—	1	1

* Appointed by IDBI as the lead institution.

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

Seven Board Meetings were held during the year 2003-04 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held were as follows:

29th May 2003, 23rd July 2003, 28th August 2003, 30th October 2003, 27th November 2003, 22nd January 2004 and 6th February 2004.

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

During 2003-04, the Company did not have any material pecuniary relationship or transactions with Non Executive Directors, other than Dr.J.J.Irani, to whom the Company paid retiring benefits aggregating Rs.27.07 lakhs. The Company, with the approval of the Department of Company Affairs has also paid Rs.2.60 crores as transportation charges to M/s. Dimnar & Co., a firm, whose proprietor is related to Dr.Irani.

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 broadly are as under :

- a) 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;
- b) To review compliance with internal control systems;
- c) To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board;
- d) To make recommendations to the Board on any matter relating to the financial management of the Company, including the Audit Report;
- e) Recommending the appointment of statutory auditors and branch auditors and fixation of their remuneration.

Mr. P.K. Kaul, Chairman of the Audit Committee was present at the Annual General Meeting held on 23rd July, 2003.

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 2003-04
Mr. P.K. Kaul Chairman	Independent, Non-Executive	6
Mr. Ishaat Hussain, Member (Chartered Accountant)	Promoter Not Independent, Non-Executive	6
Mr. S.M. Palia, Member	Independent, Non-Executive	6

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

Six Audit Committee Meetings were held during 2003-04. The dates on which the said meetings were held were as follows :

28th May 2003, 25th June 2003, 22nd July 2003, 29th October 2003, 25th November 2003 and 21st January 2004.

The necessary quorum was present at the meetings.

4. Remuneration Committee

The Company had constituted a Remuneration Committee in the year 1993. The broad terms of reference of the Remuneration Committee are to recommend to the Board salary (including annual increments), perquisites and commission to be paid to the Company's managing/whole-time directors (MD/WTDs), to finalise the perquisites package within the overall ceiling fixed by the Board, to recommend to the Board, retirement benefits to be paid to the MD and WTDs 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 2003-04
Mr. Keshub Mahindra, Chairman	Independent, Non-Executive	1
Mr. R.N. Tata, Member	Promoter Not Independent Non-Executive	1
Mr. S.M. Palia, Member	Independent, Non-Executive	1

One meeting of the Remuneration Committee was held during 2003-04 on 29th May, 2003.

The Chairman of the Remuneration Committee, Mr. Keshub Mahindra was present at the Annual General Meeting held on 23rd July, 2003.

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.

For the last few years, effort has also been made to link the annual variable pay of senior managers with 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 19th July 2001, 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.

At the Board Meeting held on 28th August 2003, the sitting fees payable to the NEDs were partially revised. Accordingly, the Company pays sitting fees of Rs 10,000 per meeting to the NEDs for attending the meetings of the Board, Committee of the Board and Audit Committee. For other meetings, 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 MD and WTDs. 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 2003-04

Non-Wholetime Directors

(Rs. lakhs)

Name of the Director	Commission*	Sitting Fees
1. Mr. R. N. Tata	24.70	1.10
2. Mr. Keshub Mahindra	3.00	0.30
3. Mr. Nusli N. Wadia	10.50	0.75
4. Mr. S.M. Palia	19.90	1.55
5. Mr. P.K. Kaul	11.20 **	1.00
6. Mr. Suresh Krishna	3.70	0.45
7. Mr. Kumar Mangalam Birla	—	—
8. Mr. Ishaat Hussain	21.65	1.15
9. Dr. J.J. Irani	21.65 @	1.10
10. Mr. B. Jitender	3.70 **	0.40 ***
Total	120.00	7.80

* Payable in 2004-05.

** Amount Payable to IDBI.

*** Amount Paid to IDBI.

@ Excluding the Retirement Benefits of Rs. 27.07 lakhs.

Managing and Whole-time Directors

Name	Salary Rs. lakhs	Perquisites & Allowances Rs. lakhs	Commission@ Rs. lakhs	Stock Options
Mr. B. Muthuraman Managing Director	36.56	10.91	90.00	Nil
Dr. T. Mukherjee Dy. Managing Director (Steel)	32.71	12.06	70.00	Nil
Mr. A.N. Singh Dy. Managing Director (Corporate Services)	29.82	10.58	50.00	Nil

@ Payable in 2004-05

Period of Contract of MD : 5 Years from 22.7.2001.
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.

Severance fees - Nil

Period of Contract of Dy. MD (Steel) } : 5 years from 1.8.2000.
Period of Contract of Dy. MD (Corporate Services) } 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.

Severance fees - Nil

5. Shareholders Committee

An Investors' Grievance Committee was constituted on 23.3.2000 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 during the year 2003-04 on 22nd January, 2004.

The composition of the Investors' Grievance Committee and details of the meetings attended by the Directors are given below :

Names of Members	Category	No. of Meetings attended during the year 2003-04
Mr. Ishaat Hussain, Chairman	Promoter 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) 5665 8282 Extn. 7279

Fax : (022) 5665 8113/18

E-mail : cosectisco@tata.com

No. of complaints received from Shareholders comprises of correspondence identified as investor complaints i.e. letters received through statutory/ regulatory bodies and those related to loss of securities, Court/Consumer Forum matters, fraudulent encashment and non receipt of dividend amounts(where reconciliation of the payment was in progress at the time of receipt of the letters).

During the period 1st April, 2003 to 31st March, 2004, complaints identified as above and reported under Clause 41 of the Listing Agreements	: 2565
No. not solved to the satisfaction of shareholders as on 31.3.2004	: 07
No. of pending share transfers as on 31.3.2004	: 469*

* Transfers lodged in the 2 last weeks of March 2004 and hence pending as on 31.3.2004.

In addition to the above Committees, the Board has constituted 3 more Committees, viz. Committee of the Board, Committee of Directors and the Ethics and Compliance Committee.

The terms of reference of the **Committee of the Board** (COB) are to approve capital expenditure schemes and donations within the stipulated limits and to recommend to the Board, capital budgets and other major capital schemes, to consider new businesses, acquisitions, divestments, changes in organisational structure and also to periodically review the Company's business plans and future strategies.

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

Names of Members	No. of Meetings attended during the year 2003-04
Mr. R.N. Tata, Chairman	6
Mr. Nusli N. Wadia, Member	5
Mr. S.M. Palia, Member	6
Dr. J.J. Irani, Member	6
Mr. B. Muthuraman, Member	6

Six COB Meetings were held during the year 2003-04. The dates on which the said meetings were held were as follows :

27th May 2003, 25th August 2003, 9th September 2003, 28th October 2003, 25th November 2003 and 20th January 2004.

The **Committee of Directors** has been constituted to approve of certain routine matters such as Opening and Closing of Bank Accounts of the Company, to grant limited Powers of Attorney to the Officers of the Company, to appoint proxies to attend general meetings on behalf of the Company etc. The Members of this Committee are – Mr. R.N. Tata, (Chairman), Mr. Ishaat Hussain and Dr. J.J.Irani. The business of the Committee is 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 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 during the year 2003-04 on 22nd January 2004.

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

Names of Members	Category	No. of meetings attended during the year 2003-04
Mr. Ishaat Hussain, Chairman	Promoter, Not Independent, Non-Executive	1
Mr. Suresh Krishna, Member	Independent, Non-Executive	1

The Board has also appointed the Vice President (Finance) as the Compliance Officer to ensure compliance and effective implementation of the Regulations and also the Code across the Company.

6. General Body Meetings

Location and time, where last three Annual General Meetings (AGMs) were held :

The last three AGMs were held on – 23.7.2003, 24.7.2002 and 19.7.2001.

at *Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020, at 3.30 p.m.*

Whether Special Resolutions –

- | | |
|--|----|
| (a) Were put through postal ballot last year – | No |
| Details of voting pattern – | NA |
| Person who conducted the postal ballot exercise – | NA |
| (b) Are proposed to be conducted through postal ballot – | No |
| Procedure for postal ballot – | NA |

7. Disclosures

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of company at large.

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.

Details of non-compliance by the Company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

None.

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 dematerialized shares held with NSDL and CDSL.

8. Means of Communication

Half-yearly report sent to each household of shareholders –	Yes
Quarterly Results –	
Which newspapers normally published in –	Free Press Journal Nava Shakti
Any website, where displayed –	www.tatasteel.com
Whether it also displays official news releases; and the presentations made to institutional investors or to analysts	Yes
Whether MD&A is a part of annual report or not.	Yes

9. General Shareholder Information

AGM : Date, time and venue –	22.7.2004 at 3.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020.
------------------------------	--

As required under Clause 49 VI(A) , particulars of Directors seeking reappointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on 22nd July, 2004.

Financial Calendar –	Year ending	March 31
	AGM	July
	Dividend Payment	Generally in July
Date of Book Closure –	10.6.2004 to 30.6.2004 (both days inclusive)	
Dividend Payment Date –	The dividend warrants will be posted on or after 23.7.2004.	

Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31.3.1995 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.

Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

Accordingly, the Company has transferred to IEPF all unclaimed/unpaid dividends in respect of the financial year 31.3.1996.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31.3.1997 onwards, are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for the financial year ended 31.3.1997 is due for transfer to the IEPF on 18th September, 2004.

Listing on Stock Exchanges –

During the year under review, the Company applied for delisting of its shares from seven Stock Exchanges, viz. Cochin Stock Exchange Ltd., Cochin, Magadh Stock Exchange Assn., Patna, The Calcutta Stock Exchange Assn.Ltd., Kolkata, The Delhi Stock Exchange Assn.Ltd., New Delhi, The Stock Exchange, Ahmedabad, Pune Stock Exchange Ltd., Pune and The Uttar Pradesh Stock Exchange Assn. Ltd., Kanpur.

The Company's Ordinary Shares have been delisted from six Stock Exchanges. The application for delisting from The Calcutta Stock Exchange Assn. Ltd. is pending.

The Company's securities are now listed on the following 3 Stock Exchanges in India :

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

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

The Calcutta Stock Exchange Assn. Ltd.,
7, Lyons Range,
Kolkata 700 001.

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

The Company has paid annual listing fees to each of the above Stock Exchanges for the financial year 2003-04.

Stock Codes / Symbol –

The Stock Exchange Mumbai :

Ordinary Shares (physical form)	470
(demat form)	500470
National Stock Exchange of India Ltd.	TISCO EQ

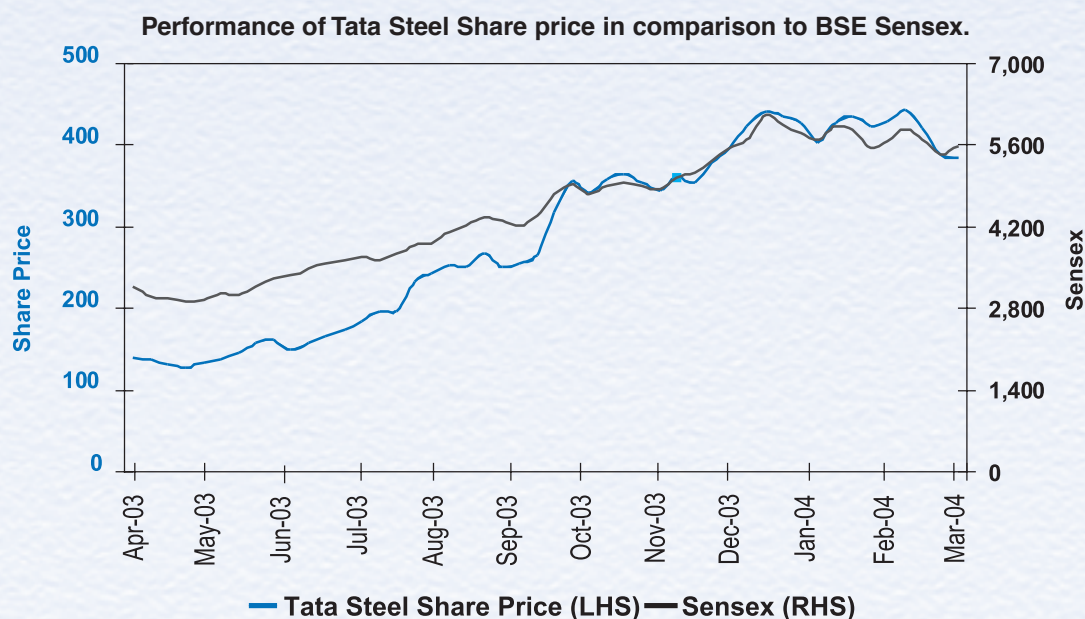
The following Privately Placed Debentures issued by the Company are listed on the Whole-Sale Debt Market Segment of the National Stock Exchange of India Ltd.:

- 12.60% Secured Redeemable Non-Convertible Debentures aggregating Rs. 150 crores.
- 9.90% Secured Redeemable Non-Convertible Debentures aggregating Rs. 100 crores.
- 9.50% Secured Redeemable Non-Convertible Debentures aggregating Rs. 100 crores.
- 9.45% Secured Redeemable Non-Convertible Debentures aggregating Rs. 50 crores.
- 9.50% Secured Redeemable Non-Convertible Debentures aggregating Rs. 50 crores.
- 9.25% Secured Redeemable Non-Convertible Debentures aggregating Rs. 100 crores.
- 9.50% Secured Redeemable Non-Convertible Debentures aggregating Rs. 50 crores.
- 9.50% Secured Redeemable Non-Convertible Debentures aggregating Rs. 50 crores.
- 10.05% Secured Redeemable Non-Convertible Debentures aggregating Rs. 100 crores.

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)
Apr-03	145.90	125.65	846494	4439	1133
May-03	160.20	131.00	977647	4734	1418
Jun-03	171.75	147.35	1433352	6999	2265
Jul-03	213.40	167.75	2558183	12355	4909
Aug-03	265.50	208.25	3895809	18565	9337
Sep-03	275.30	243.00	4474199	21707	11575
Oct-03	363.45	269.10	6632115	32676	21957
Nov-03	390.00	333.00	4770292	24947	17209
Dec-03	445.35	352.35	3286257	17670	12805
Jan-04	466.45	386.35	4333339	24177	18992
Feb-04	456.95	382.50	5592750	33816	23905
Mar-04	451.80	352.15	4816954	31510	19548



Registrar and Transfer Agents : Tata Share Registry Ltd. (TSRL)
 Army & Navy Bldg.,
 148, Mahatma Gandhi Road,
 Fort, Mumbai 400 001.
Tel : (022) 5656 8484
Fax : (022) 5656 8494 / 5656 8496
E-mail : csg-unit@tatashare.com
website : www.tatashare.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 TSRL :

Branches of TSRL

- | | |
|--|---|
| <p>1. Tata Share Registry Limited
503, Barton Centre, 5th floor,
84, Mahatma Gandhi Road,
Bangalore 560 001.
Tel : 080 532 0321
Fax : 080 558 0019
E-mail : tsrlbang@bgl.vsnl.net.in</p> | <p>2. Tata Share Registry Limited
Bungalow No.1, 'E' Road,
Northern Town, Bistupur,
Jamshedpur 831 001.
Tel : 0657 2426616
Fax : 0657 2426937
E-mail : tsrljsr@sify.com</p> |
| <p>3. Tata Share Registry Limited
Tata Centre, 1st floor,
43, Jawaharlal Nehru Road,
Kolkata 700 071.
Tel : 033 22883087
Fax : 033 22883062
E-mail : tsrlcal@cal2.vsnl.net.in</p> | <p>4. Tata Share Registry Limited
Plot No. 2/42, Sant Vihar,
Ansari Road, Darya Ganj,
New Delhi 110 002.
Tel : 011 23271805
Fax : 011 23271802
E-mail : tsrlidel@giasd101.vsnl.net.in</p> |

Agent of TSRL

Shah Consultancy Services Limited
1, Sumatinath Complex, 2nd Dhal,
Pritamnagar, Ellisbridge,
Ahmedabad 380 006
Tel : 079 26575094
Fax : 079 26576038
E-mail : shahconsultancy@hotmail.com

Share Transfer System : Share Transfers in physical form can be lodged with the Tata Share Registry Ltd. 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 :

Number of Ordinary Shares Held	Number of Shareholders	
	31-3-2004 %	31-3-2003 %
1 to 100	71.54	71.99
101 to 500	22.07	22.00
501 to 1000	3.50	3.35
1001 to 10000	2.71	2.51
Over 10000	0.18	0.15
	100.00	100.00

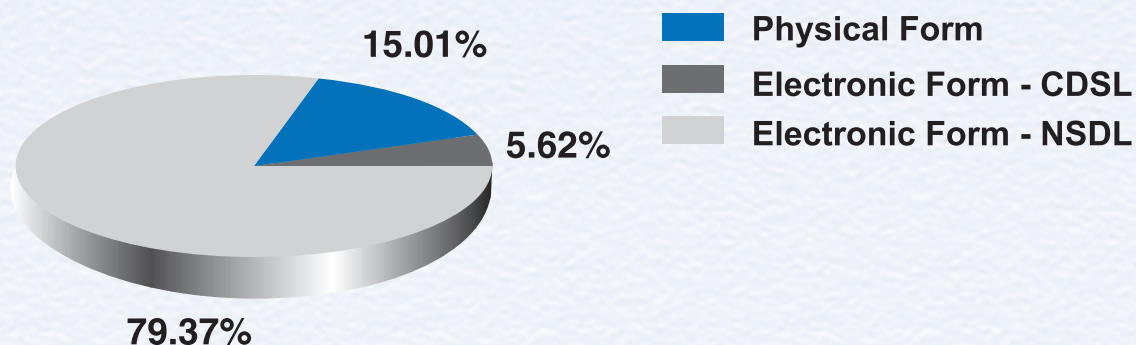
Categories of Shareholders

Category	Number of Shareholders		Voting Strength %		Number of Ordinary Shares Held	
	31-3-2004	31-3-2003	31-3-2004	31-3-2003	31-3-2004	31-3-2003
Individuals	557,584	657,767	28.49	32.46	105,124,034	119,365,229
Unit Trust of India	1	1	1.50	2.59	5,552,742	9,535,395
Life Insurance Corporation of India	1	1	12.72	13.43	46,930,800	49,402,824
Govt. & Other Public Financial Institutions	65	64	6.21	6.82	22,938,129	25,046,145
Tata Group Companies	15	17	26.29	26.41	97,014,942	97,133,796
Companies	6193	6,547	6.36	5.85	23,449,193	21,510,823
Nationalised Banks, Mutual Funds and Trusts	274	94	5.11	7.68	18,842,100	28,258,644
Foreign Institutional Investors	185	72	13.32	4.76	49,129,964	17,519,045
TOTAL	564,318	664,563	100.00	100.00	368,981,904	367,771,901

Dematerialisation of shares as on 31st March, 2004 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). 313,594,757 Ordinary Shares of the Company representing 84.99% of the Company's share capital is dematerialised as on 31st March, 2004.

The Company's shares are regularly traded on The Stock Exchange, Mumbai, 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 shares is INE 081A01012.

Shares held in electronic form

Shareholders holding shares in electronic form may please note that :

- i) 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.
- ii) 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.
- iii) Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.
- iv) The Company provides ECS facility for shares held in electronic form and shareholders are urged to avail of this facility.

**Outstanding GDRs/ADRs/
Warrants or any Convertible
instruments, conversion date
and likely impact on equity**

- : 2578 GDRs (each GDR representing 1 Ordinary Share of the Company)
The Company had issued detachable warrants (alongwith 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.

Plant Locations

- : Company's Steel Works and
- | | |
|------------------------------|--|
| Tubes Division | .. Jamshedpur (Jharkhand) |
| Bearings Division | .. Kharagpur (West Bengal) |
| Ferro Manganese Plant | .. Joda (Orissa) |
| Charge Chrome Plant | .. Bamnipal (Orissa) |
| Cold Rolling Complex | .. Tarapur (Maharashtra),
Sisodra (Gujarat) |
| Mines, Collieries & Quarries | .. States of Jharkhand, Orissa
and Karnataka. |
| Wire Division | .. Borivli (Mumbai)
Tarapur (Maharashtra) |

Address for correspondence

- : The Tata Iron and Steel Company Limited
Bombay House, 24, Homi Mody Street,
Fort, Mumbai 400 001.
Tel : (022) 5665 8282,
Fax : (022) 5665 8113 / 5665 8118
E-mail : tatasteelho@tata.com
Website : www.tatasteel.com

CERTIFICATE

**To the Members of
THE TATA IRON AND STEEL COMPANY LIMITED**

We have examined the compliance of conditions of Corporate Governance by The Tata Iron and Steel Company Limited, for the year ended on 31st March, 2004, 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 the certificate 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.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that while the Shareholders/Investor Grievance Committee has not maintained records to show the investor grievances pending for a period of one month against the Company, the Registrars of the Company have maintained the records of investor grievances and certified that as at 31st March, 2004 there were no investor grievances remaining unattended/pending for more than 30 days.

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 **A.F. FERGUSON & CO.**
Chartered Accountants

For **S.B. BILLIMORIA & CO.**
Chartered Accountants

A.K. MAHINDRA
Partner

P. R. RAMESH
Partner

Mumbai : 20th May, 2004