

Corporate Governance Report for the year 2002-03

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

1. Company's Philosophy on Corporate Governance

The Management of the Company believes that corporate performance in the long run is co-related to corporate governance and that well governed companies mitigate 'non-business risks' better. It is therefore, committed to further improve the Corporate Governance practices in the Company by laying emphasis on 'substance' of Corporate Governance over the 'form'. The Company endeavours to adopt the best practices in corporate governance and thereby aims to increase the value for all its stakeholders.

During the year under review, the Corporate Governance activities of the Company were recognised and the Company received at the hands of the Hon'ble Vice-President of India, the 'Second ICSI National Award for Excellence in Corporate Governance'. The Company was also awarded by the Institute of Directors, New Delhi, the 'Golden Peacock Award for Excellence in Corporate Governance'.

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 2002-03	Whether attended AGM held on 24th July, 2002	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	2	—	5
Mr. Keshub Mahindra	Independent Non-Executive	9	Yes	3	6	3	3
Mr. S.A. Sabavala [Ceased to be a Director w.e.f. 1.10.2002]	Promoter Not Independent Non-Executive	3	Yes	NA	NA	NA	NA
Mr. Mantosh Sondhi [Expired on 28.10.2002]	Independent Non-Executive	3	Yes	NA	NA	NA	NA
Mr. Nusli N. Wadia	-do-	7	Yes	5	5	1	3
Mr. S.M. Palia	-do-	8	Yes	1	5	3	2
Mr. P.K. Kaul Financial Institutions' Nominee *	-do-	9	Yes	2	8	2	4
Mr. Suresh Krishna	-do-	5	Yes	6	3	2	2
Mr. Kumar Mangalam Birla	-do-	—	Yes	6	4	—	—
Mr. Ishaat Hussain	Promoter Not Independent Non-Executive	8	Yes	2	12	3	3

Name	Category	No. of Board Meetings attended during 2002-03	Whether attended AGM held on 24th July, 2002	No. of Directorships in other public companies		No. of Committee positions held in other public companies**	
				Chairman	Member	Chairman	Member
Dr. J.J. Irani	Promoter Not Independent Non-Executive	9	Yes	5	9	1	9
Mr. B. Jitender Financial Institutions' Nominee*	Independent Non-Executive	7	Yes	—	5	—	2
Mr. B. Muthuraman Managing Director	Not Independent Executive	8	Yes	2	2	—	1
Dr. T. Mukherjee Dy. Managing Director (Steel)	-do-	8	Yes	1	8	2	6
Mr. A.N. Singh Dy. Managing Director (Corporate Services)	-do-	8	Yes	3	—	1	1

* Appointed by IDBI as the lead institution.

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

Nine Board Meetings were held during the year 2002-03 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held were as follows :

16th May 2002, 30th May 2002, 23rd July 2002, 29th August 2002, 30th October 2002, 28th November 2002, 23rd January 2003, 6th February 2003 and 25th March 2003.

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

The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during 2002-03, other than retiring benefits aggregating to Rs. 28 lakhs to Dr. J.J. Irani, a former Managing Director.

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 :

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

The then Chairman of the Audit Committee, Mr. Mantosh Sondhi was present at the Annual General Meeting held on 24th July, 2002. Mr. Sondhi expired on 28th October, 2002 and Mr. P.K. Kaul has been appointed as the Chairman of the Audit Committee w.e.f. 22nd January, 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 2002-03
Mr. Mantosh Sondhi, Chairman (Expired on 28.10.2002)	Independent, Non-Executive	2
Mr. P.K. Kaul (Appointed Chairman w.e.f. 22.1.2003)	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 2002-03. The dates on which the said meetings were held were as follows :

29th May 2002, 22nd July 2002, 29th October 2002, 29th November 2002, 22nd January 2003 and 26th March 2003.

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 2002-03
Mr. Keshub Mahindra, Chairman	Independent, Non-Executive	1
Mr. R.N. Tata, Member	Promoter Not Independent Non-Executive	1
Mr. Mantosh Sondhi, Member (Expired on 28.10.2002)	Independent Non-Executive	1
Mr. S.M. Palia, Member	-do-	1

One meeting of the Remuneration Committee was held during 2002-03 on 30th May, 2002.

The Chairman of the Remuneration Committee, Mr. Keshub Mahindra was present at the Annual General Meeting held on 24th July, 2002.

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 broadly on the basis of Board Meetings and various Committee Meetings attended by the NEDs. The Commission payable to the Chairman is decided by other members of the Board, keeping in mind the greater contribution made by the Chairman at every Board and Committee Meeting of which he is the Chairman.

The Company pays sitting fees of Rs. 5,000 per meeting to NEDs .

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. 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 2002-03

Non-Wholetime Directors

Name of the Director	Commission* Rs.	Sitting Fees Rs.
1. Mr. R. N. Tata	7,05,000	75,000
2. Mr. Keshub Mahindra	2,05,000	50,000
3. Mr. S.A. Sabavala	1,30,000	30,000
4. Mr. Mantosh Sondhi	1,70,000	30,000
5. Mr. Nusli N. Wadia	2,65,000	65,000
6. Mr. S.M. Palia	5,35,000	1,05,000
7. Mr. P.K. Kaul	4,20,000**	75,000
8. Mr. Suresh Krishna	1,50,000	45,000
9. Mr. Kumar Mangalam Birla	15,000	—
10. Mr. Ishaat Hussain	4,35,000	90,000
11. Dr. J.J. Irani	3,20,000@	80,000
12. Mr. B. Jitender	1,50,000**	35,000***
Total	35,00,000	6,80,000

* Payable in 2003-04.

** Payable to IDBI.

*** Paid to IDBI.

@ Excluding the Retirement Benefits of Rs. 28 lakhs.

Managing and Whole-time Directors

Name	Salary Rs. lakhs	Perquisites & Allowances Rs. lakhs	Commission@ Rs. lakhs	Stock Options
Mr. B. Muthuraman Managing Director	28.86	8.07	35.00	Nil
Dr. T. Mukherjee Dy. Managing Director (Steel)	25.97	6.39	30.00	Nil
Mr. A.N. Singh Dy. Managing Director (Corporate Services)	25.97	6.01	25.00	Nil

@ Payable in 2003-04

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.

Two meetings of the Investors' Grievance Committee were held during the year 2002-03. The dates on which the said meetings were held were as follows :

30th October, 2002 and 25th March, 2003.

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 2002-03
Mr. Ishaat Hussain, Chairman	Promoter Not Independent Non-Executive	2
Mr. Suresh Krishna, Member	Independent Non-Executive	2

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 8113/19

E-mail : cosectisco@tata.com

No. of complaints received from Shareholders from 1.4.2002 to 31.3.2003 comprising of
 Non receipt of Dividend Warrants, Non receipt of Shares sent for transfer, Demat Queries etc. : 67,653
 No. not solved to the satisfaction of shareholders as on 31.3.2003 : 17
 No. of pending share transfers as on 31.3.2003 : 333*

* Transfers lodged in the last week of March 2003 and hence pending as on 31.3.2003.

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 2002-03
Mr. R.N. Tata, Chairman	7
Mr. S.A. Sabavala, Member (Ceased w.e.f. 1.10.2002)	3
Mr. Nusli N. Wadia, Member	6
Mr. S.M. Palia, Member	6
Dr. J.J. Irani, Member	7
Mr. B. Muthuraman, Member	7

Seven COB Meetings were held during the year 2002-03. The dates on which the said meetings were held were as follows :

4th April 2002, 28th May 2002, 22nd July 2002, 27th August 2002, 26th November 2002, 21st January 2003 and 24th March 2003.

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. S.A. Sabavala (upto 1.10.2002), 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 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.

Two meetings of the Ethics and Compliance Committee were held during the year 2002-03. The dates on which the said meetings were held were 30th October, 2002 and 25th March, 2003.

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 2002-03
Mr. Ishaat Hussain, Chairman	Promoter, Not Independent, Non-Executive	2
Mr. Suresh Krishna, Member	Independent, Non-Executive	2

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

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

The last three AGMs were held on – 24.7.2002, 19.7.2001 and 20.7.2000.

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 |

b) **Other Meetings**

During the year 2002-03, a Court Convened Meeting of the shareholders was held on 18th December, 2002 to sanction the arrangement embodied in the Scheme of Amalgamation of Tata SSL Ltd. with the Company and an Extra-Ordinary General Meeting of the shareholders was held on 19th March, 2003, to approve the financial restructuring of the Company.

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 the Company at large.

The Board has received disclosures from Directors and 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 –	23.7.2003 at 3.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020.
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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 23rd July, 2003.

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

Date of Book Closure – 11.6.2003 to 1.7. 2003 (both days inclusive)

Dividend Payment Date – The dividend warrants will be posted on or after 24.7.2003.

Listing on Stock Exchanges – The Company's securities are listed on the following 9 Stock Exchanges in India :

The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.	Cochin Stock Exchange Ltd. 36/1565, 4th Floor, MES Buildings, Judges Avenue, Kaloor, Kochi 682 017.	Magadh Stock Exchange Assn. 9th Floor, Ashiana Plaza, Budh Marg, Patna 800 001.
The Calcutta Stock Exchange Assn. Ltd. 7, Lyons Range, Kolkata 700 001.	The Delhi Stock Exchange Assn. Ltd. DSE House, 3/1, Asaf Ali Road, New Delhi 110 002.	The Stock Exchange, Ahmedabad Kamadhenu Complex, Opp. Sahajanand College, Panjarapole, Ahmedabad 380 015.
Pune Stock Exchange Ltd. Shivleela Chambers, 752 Sadashiv Peth, R.B. Kumthekar Marg, Pune 411 030.	The Uttar Pradesh Stock Exchange Assn. Ltd. Padam Towers, 14/113, Civil Lines, Kanpur 208 001.	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051.

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 2002-03.

Stock Code –

Stock Exchange Mumbai :

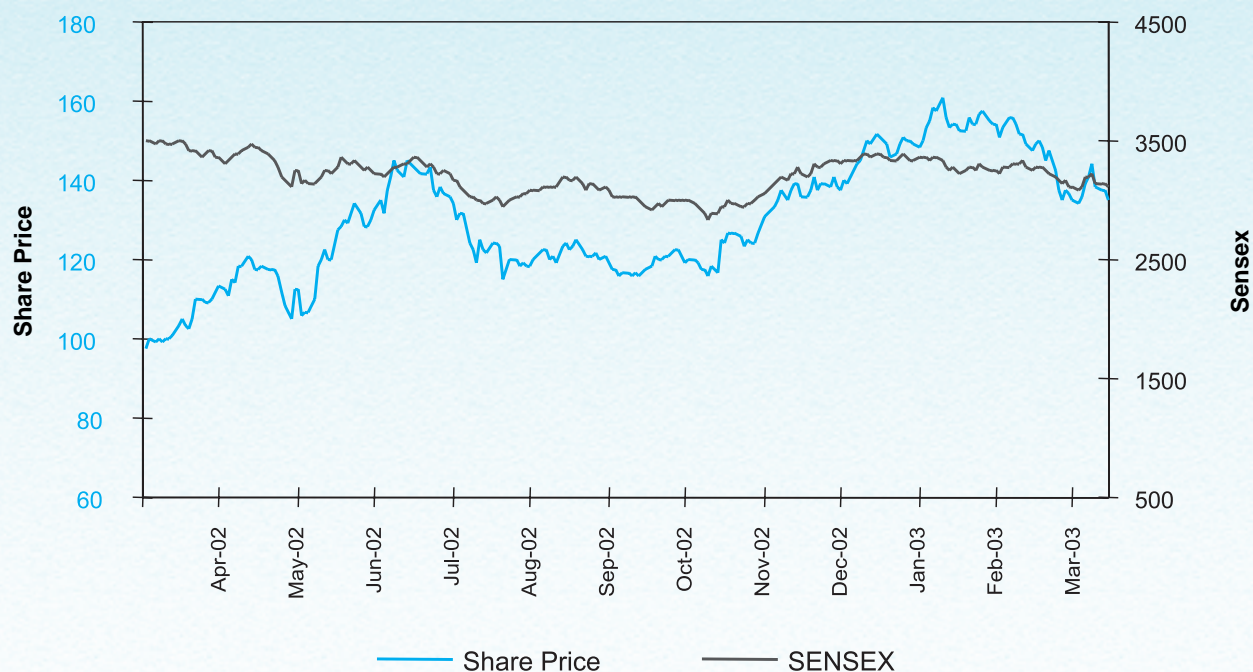
Ordinary Shares (physical form)	470
(demat form)	500470

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-02	113.45	97.85	382,065	2,357	406
May-02	120.70	105.00	347,380	2,067	396
Jun-02	140.50	118.65	1,230,471	6,087	1,599
Jul-02	144.90	118.85	1,019,238	5,401	1,386
Aug-02	124.55	115.40	937,307	5,051	1,127
Sep-02	124.65	115.60	346,525	2,084	415
Oct-02	125.25	115.70	272,572	2,294	449
Nov-02	139.55	123.65	896,549	4,930	1,177
Dec-02	151.50	135.75	1,042,728	5,261	1,489
Jan-03	161.00	145.65	1,084,648	5,478	1,674
Feb-03	157.50	147.70	1,190,823	5,860	1,819
Mar-03	148.45	133.75	1,235,159	6,095	1,717

Performance of Tata Steel Share price in comparison to BSE SENSEX.



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 : <http://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

- | | |
|---|---|
| 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 | 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 |
| 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 | 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 : tsrldel@giasd101.vsnl.net.in |

Agent of TSRL

Shah Consultancy Services Limited
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.

The Company also offers transfer-cum-demat facility for the convenience of the investors.

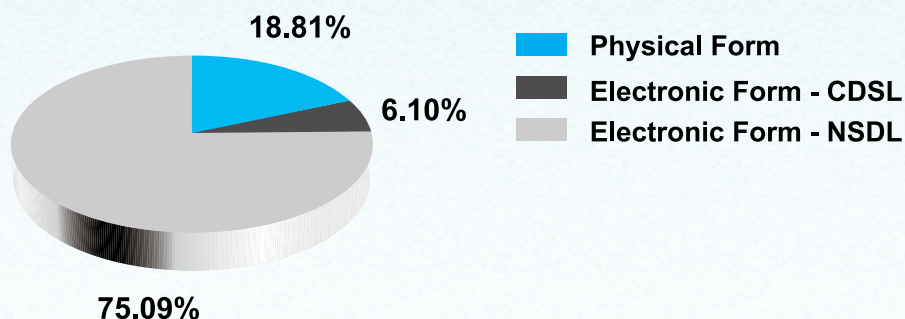
Distribution of Shareholding : Number of Ordinary Shares Held	Number of Shareholders	
	31-3-2003	31-3-2002
	%	%
1 to 100	71.99	72.65
101 to 500	22.00	21.74
501 to 1000	3.35	3.20
1001 to 10000	2.51	2.31
Over 10000	0.15	0.10
	100.00	100.00

Categories of Shareholders Category	Number		Voting Strength %		Number of	
	of Shareholders				Ordinary Shares Held	
	31-3-2003	31-3-2002	31-3-2003	31-3-2002	31-3-2003	31-3-2002
Individuals	657,767	704,258	32.46	32.78	119,365,229	120,542,241
Unit Trust of India	1	1	2.59	5.41	9,535,395	19,905,109
Life Insurance Corporation of India	1	1	13.43	15.08	49,402,824	55,469,959
Govt. & Other Public Financial Institutions	64	70	6.82	6.74	25,046,145	24,794,870
Tata Group Companies	17	17	26.41	26.41	97,133,796	97,118,796
Companies	6,547	6,423	5.85	4.61	21,510,823	16,957,418
Nationalised Banks, Mutual Funds and Trusts	94	94	7.68	2.03	28,258,644	7,476,345
Foreign Institutional Investors	72	82	4.76	6.94	17,519,045	25,507,163
TOTAL	664,563	710,946	100.00	100.00	367,771,901	367,771,901

Dematerialisation of shares as on 31st March, 2003 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). 298,596,309 Ordinary Shares of the Company representing 81.19% of the Company's share capital are dematerialised as on 31st March, 2003.

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), Navsari, Sisodra (Gujarat)
Mines, Collieries & Quarries	..	States of Jharkhand, Orissa and Karnataka.
Wire Division	..	Borivli (Mumbai), Tarapur

Address for correspondence : The Tata Iron and Steel Company Limited
Bombay House, 24, Homi Mody Street,
Fort, Mumbai 400 001.
Tel : (022) 5665 8282,
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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, 2003, 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, 2003 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

Y.H. MALEGAM
Partner

Mumbai : 29th May, 2003