

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Tata Sponge Iron Limited**  
 2. Quarter ending - **31-Mar-2018**

<b>I. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Abanindra Mohan Misra	01477289	ABX PM 600 3H	C,NED	02-Aug-2009			1	0	0
Mr.	Dipak Kumar Banerjee	00028123	AES PB2 776 A	ID	15-Jul-2014	14-Jul-2019	60	6	7	3
Mr.	Prakash Chandra Parakh	01305775	ADF PP1 990 C	ID	21-Aug-2015	20-Aug-2020	60	1	1	1
Mr.	Manoj Thanachan Thomas	03614981	AGF PT1 685 H	ID	15-Jul-2014	14-Jul-2019	60	1	1	0
Mr.	Ranganat	0672	AAF PRO	NED	15-Jul-2014			1	3	1

	h Ragh upat hy Rao	53 37	403 F							
Mr.	Omka r Nath Moh anty	03 05 85 76	ABL PM 679 1Q	ID	21-Aug- 2015	15- Jul- 2019	47	1	1	0
Mr.	Krish nava Satay ki Dutt	02 79 27 53	AC QP D88 50P	ID	21-Aug- 2015	15- Aug- 2019	48	3	2	3
Mrs.	Mee na Lall	05 13 33 22	AAJ PL2 610 G	NED	21-Aug- 2015			1	0	0
Mr.	Sanja y Kum ar Pattn aik	00 25 68 32	AIR PP6 738 R	ED	01-Nov- 2016	31- Oct- 2019	36	1	1	0

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Prakash Chandra Parakh	ID	Chairperson
2	Ranganath Raghupathy Rao	NED	Member
3	Omkar Nath Mohanty	ID	Member
4	Dipak Kumar Banerjee	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sanjay Kumar Pattnaik	ED	Member
2	Krishnava Satayki Dutt	ID	Chairperson
3	Prakash Chandra Parakh	ID	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sanjay Kumar Pattnaik	ED	Member
2	Meena Lall	NED	Chairperson

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

1	Abanindra Mohan Misra	C,NED	Member
2	Manoj Thankachan Thomas	ID	Chairperson
3	Dipak Kumar Banerjee	ID	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
17-Oct-2017	17-Jan-2018	91
	10-Mar-2018	

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	16-Jan-2018		17-Oct-2017	90
Audit Committee	09-Mar-2018			
Nomination & Remuneration Committee	09-Mar-2018			
Risk Management Committee	28-Mar-2018			

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

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-

**Yes**

5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**The Corporate Governance Report for the quarter ended December 31, 2017 had been placed before the Board in its meeting held on January 17, 2018. The Report for this quarter (Quarter ended March 31, 2018) will be placed before the Board in its meeting scheduled to be held on April 17, 2018.**

**Name : Sanjay Kasture**  
**Designation : Company Secretary & Compliance Office**

## ANNEXURE II

### **Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

**Name** : **Sanjay Kasture**  
**Designation** : **Company Secretary & Compliance Office**