

CORPORATE GOVERNANCE REPORT

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

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	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	Membership in Committees of the Company
Mr.	Abanindra Mohan Misra	01477289	ABXP M6003H	C,NED,ND		02-Aug-2009			1	0	0	NRC
Mr.	Dipak Kumar Banerjee	00028123	AESP B2776A	ID		15-Jul-2014		60	6	7	3	AC,NRC
Mr.	Krishnava Satyaki Dutt	02792753	ACQP D8850P	ID		21-Aug-2015	11-Oct-2018	48	4	2	4	SC
Mr.	Manoj Thankachan Thomas	03614981	AGFPT 1685H	ID		15-Jul-2014		60	1	1	0	NRC
Mr.	Omkar Nath Mohanthy	03058576	ABLP M6791Q	ID		21-Aug-2015		47	1	1	0	AC
Mr.	Prakash Chandra Parakh	01305775	ADFPP 1990C	ID		21-Aug-2015		60	1	1	1	AC,SC
Mr.	Ranganath Raghupathy Rao	06725337	AAFPR 0403F	NED		15-Jul-2014			2	4	1	AC
Mrs.	Sanjay Kumar Pattnaik	00256832	AIRPP 6738R	ED		01-Nov-2016		36	1	1	0	SC,RC
Mr.	Meena Lall	05133322	AAJPL 2610G	NED		21-Aug-2015			1	0	0	

Company Remarks	NA
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ranganath Raghupathy Rao	NED	Member	30-Oct-2013	
2	Omkar Nath Mohanthy	ID	Member	15-Oct-2014	
3	Dipak Kumar Banerjee	ID	Member	29-Jul-2003	
4	Prakash Chandra Parakh	ID	Chairperson	16-Jul-2011	

Company Remarks	NA
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sanjay Kumar Pattnaik	ED	Member	01-Nov-2016	
2	Prakash Chandra Parakh	ID	Member	15-Oct-2014	
3	Krishnava Satyaki Dutt	ID	Chairperson	15-Oct-2014	11-Oct-2018

Company Remarks	NA
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sanjay Kumar Pattnaik	ED	Member	15-Oct-2014	
2	Mrs. Meena Lall	NED	Chairperson	22-Mar-2017	

Company Remarks	NA
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Abanindra Mohan Misra	C,NED,ND	Member	28-Apr-2014	
2	Dipak Kumar Banerjee	ID	Member	28-Apr-2014	
3	Manoj Thankachan Thomas	ID	Chairperson	28-Apr-2014	

Company Remarks	NA
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
17-Jul-2018	12-Oct-2018
20-Jul-2018	21-Oct-2018
07-Aug-2018	24-Oct-2018
	15-Dec-2018

Company Remarks	NA
Maximum gap between any two consecutive (in number of days)	65

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	17-Jul-2018	11-Oct-2018		Yes
Audit Committee		15-Dec-2018		Yes
Nomination & Remuneration Committee		08-Oct-2018		Yes
Risk Management Committee	16-Jul-2018	08-Oct-2018		Yes
Stakeholders Relationship Committee	09-Jul-2018			Yes

Company Remarks	NA
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	NA
--	----

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
4. 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:

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