

Corporate Governance Report for the quarter ended March 31, 2020

1. Name of Listed Entity - **Tata Steel Long Products Limited (Formerly Tata Sponge Iron Limited)**
 2. Quarter ending - **March 31, 2020**

i. Composition of Board Of Directors

Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent 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.	T.V. Narendran	03083605	C & NED	12-Jan-2019	12-Jan-2019			02-Jun-1965	4	0	1	0	NRC
Mr.	Ansuman Das	02845138	ID	15-Jul-2019	15-Jul-2019		8	29-Apr-1955	1	1	2	0	SC
Mr.	Prakash Chandra Parakh	01305775	ID	07-Mar-2007	21-Aug-2015		156	20-Dec-1945	1	1	1	1	AC,NRC
Mr.	Srikumar Menon	00470254	ID	15-Jul-2019	15-Jul-2019		8	22-Jun-1952	2	3	3	0	AC
Mr.	Shashi Kant Maudgal	00918431	ID	15-Jul-2019	15-Jul-2019		8	01-Feb-1954	3	3	2	0	AC,RC
Ms.	Neeta Karmakar	08730604	ID	30-Mar-2020	30-Mar-2020		1	18-Jan-1962	1	1	0	0	
Mr.	Sougata Ray	00134136	ID	12-Jan-2019	12-Jan-2019		14	10-Sep-1968	2	2	4	2	SC,RC,NRC
Mr.	Koushik Chatterjee	00004989	NED	12-Jan-2019	12-Jan-2019			03-Sep-1968	6	0	5	1	AC,RC,NRC
Mrs.	Meena Lall	05133322	NED	21-Aug-2015	21-Aug-2015			14-Aug-1964	1	0	0	0	RMC
Mr.	Ashish Anupam	08384201	ED	14-Mar-2019	01-Nov-2019			26-Oct-1968	1	0	1	0	SC,RC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Prakash Chandra Parakh	ID	Chairperson	16-Jul-2011	
2	Srikumar Menon	ID	Member	18-Jul-2019	
3	Shashi Kant Maudgal	ID	Member	18-Jul-2019	
4	Koushik Chatterjee	NED	Member	29-Jan-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sougata Ray	ID	Chairperson	29-Jan-2019	
2	Ansuman Das	ID	Member	18-Jul-2019	
3	Ashish Anupam	ED	Member	18-Jul-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shashi Kant Maudgal	ID	Chairperson	18-Jul-2019	
2	Sougata Ray	ID	Member	18-Jul-2019	
3	Koushik Chatterjee	NED	Member	18-Jul-2019	
4	Meena Lall	NED	Member	22-Mar-2017	
5	Ashish Anupam	ED	Member	18-Jul-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Prakash Chandra Parakh	ID	Chairperson	16-Jul-2011	
2	Sougata Ray	ID	Member	18-Jul-2019	
3	T.V. Narendran	C & NED	Member	29-Jan-2019	
4	Koushik Chatterjee	NED	Member	29-Jan-2019	

Company Remarks	
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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
23-Oct-2019	27-Jan-2020	Yes	9	5
	17-Mar-2020	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	95

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	18-Oct-2019		Yes	4	3
Audit Committee		27-Jan-2020	Yes	3	3
Audit Committee		17-Mar-2020	Yes	3	2
Nomination & Remuneration Committee	21-Oct-2019		Yes	4	2
Risk Management Committee		17-Mar-2020	Yes	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	100

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	
---	--

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) - **Not applicable**
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: **NA**

ANNEXURE II

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

Item	Compliance status	Website
As per regulation 46(2) of the LODR:		
Details of business	Yes	https://www.tatasteellp.com/profile/
Terms and conditions of appointment of independent directors	Yes	https://www.tatasteellp.com/performance-corporate-governance/
Composition of various committees of board of directors	Yes	https://www.tatasteellp.com/organisation-structure/
Code of conduct of board of directors and senior management personnel	Yes	https://www.tatasteellp.com/ethics/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.tatasteellp.com/ethics/
Criteria of making payments to non-executive directors	Yes	https://www.tatasteellp.com/performance-corporate-governance/
Policy on dealing with related party transactions	Yes	https://www.tatasteellp.com/performance-corporate-governance/
Policy for determining 'material' subsidiaries	Yes	https://www.tatasteellp.com/performance-corporate-governance/
Details of familiarization programs imparted to independent directors	Yes	https://www.tatasteellp.com/performance-corporate-governance/
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes	https://www.tatasteellp.com/contact/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Yes	https://www.tatasteellp.com/contact/
Financial results	Yes	https://www.tatasteellp.com/quarterly-results/
Shareholding pattern	Yes	www.tatasteellp.com/stock-exchange-filings/shareholding-pattern/
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
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	tatasteellp.com/stock-exchange-filings/stock-exchange-releases
New name and the old name of the listed entity	Yes	www.tatasteellp.com/approval-of-stock-exchanges/
Advertisements as per regulation 47 (1)	Yes	www.tatasteellp.com/newspaper-advertisements/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes	https://www.tatasteellp.com/credit-rating/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.tatasteellp.com/subsidiary-information/
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.tatasteellp.com/annual-report-tsil/
Materiality Policy as per Regulation 30	Yes	https://www.tatasteellp.com/performance-corporate-governance/
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable	
It is certified that these contents on the website of the listed entity are correct.	Yes	www.tatasteellp.com

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	
<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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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 & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(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>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	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**