

### Corporate Governance Report

1. Name of Listed Entity - **Tata Steel Long Products Limited**  
 2. Quarter ending - **March 31, 2021**

**i. Composition of Board of Directors**

Name of the Director	DIN	Category (Chairperson /Executive/Non - Executive/ Independent/ Nominee)	Date of Appointment	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
T.V. Narendran	03083605	Non-Executive Director	12-Jan-2019	4	0	1	0
Ansuman Das	02845138	Independent Director	15-Jul-2019	2	2	3	0
Srikumar Menon	00470254	Independent Director	15-Jul-2019	2	2	2	1
Shashi Kant Maudgal	00918431	Independent Director	15-Jul-2019	3	3	2	0
Neeta Karmakar	08730604	Independent Director	30-Mar-2020	1	1	1	0
Sougata Ray	00134136	Independent Director	12-Jan-2019	2	2	4	2
Koushik Chatterjee	00004989	Non-Executive Director	12-Jan-2019	6	0	5	1
Meena Lall	05133322	Non-Executive Director	21-Aug-2015	1	0	2	0
Ashish Anupam	08384201	Executive Director	14-Mar-2019	1	0	1	0
Debashish Bhattacharjee	00060737	Non-Executive Director	13-Oct-2020	1	0	0	0

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

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Srikumar Menon	Chairperson	05-Sep-2020	
2	Shashi Kant Maudgal	Member	18-Jul-2019	
3	Koushik Chatterjee	Member	29-Jan-2019	
4	Neeta Karmakar	Member	09-Jun-2020	

**b. Stakeholders Relationship Committee**

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

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Shashi Kant Maudgal	Chairperson	18-Jul-2019	
2	Sougata Ray	Member	18-Jul-2019	
3	Meena Lall	Member	22-Mar-2017	
4	Ashish Anupam	Member	18-Jul-2019	
5	Debashish Bhattacharjee	Member	14-Jan-2021	

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Shashi Kant Maudgal	Chairperson	05-Sep-2020	
2	Sougata Ray	Member	18-Jul-2019	
3	T.V. Narendran	Member	29-Jan-2019	
4	Koushik Chatterjee	Member	29-Jan-2019	

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
13-Oct-2020	14-Jan-2021	Yes	10	5
11-Nov-2020	19-Mar-2021	Yes	9	5
13-Nov-2020		Yes	10	5

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>
Audit Committee	13-Oct-2020		Yes	4	3
Audit Committee	13-Nov-2020		Yes	4	3
Audit Committee		14-Jan-2021	Yes	4	3
Audit Committee		18-Mar-2021	Yes	4	3
Stakeholders Relationship Committee	06-Nov-2020		Yes	3	2
Stakeholders Relationship Committee	28-Dec-2020		Yes	3	2
Stakeholders Relationship Committee		26-Mar-2021	Yes	3	2
Nomination & Remuneration Committee	13-Oct-2020		Yes	4	2
Nomination & Remuneration Committee		14-Jan-2021	Yes	3	2
Risk Management Committee	30-Oct-2020		Yes	4	2
Risk Management Committee		07-Jan-2021	Yes	4	2

Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	62
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v. **Related Party Transactions**

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

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:

**Name** : Sankar Bhattacharya  
**Designation** : Company Secretary and Compliance Officer

## ANNEXURE II

<b>Item</b>	<b>Compliance status</b>
<b>As per regulation 46(2) of the LODR:</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 programs imparted to independent directors	Yes
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes
Financial results	Yes
Shareholding pattern	Yes
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
New name and the old name of the listed entity	Yes
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial	Yes
<b>As per other regulations of the LODR:</b>	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
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

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</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), 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 &amp; 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 &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of nomination &amp; 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)	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 &amp; 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**

**Name** : **Sankar Bhattacharya**  
**Designation** : **Company Secretary & Compliance Officer**