

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **TATA CHEMICALS LIMITED**  
 2. Quarter ending : **March 31, 2022**

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	N. Chandrasekaran	00121863	Chairperson & Non-Executive Director	24-11-2020	-	-	-	02-06-1963	7	0	0	0
Ms.	Vibha Paul Rishi	05180796	Non-Executive Independent Director	01-09-2014	01-09-2019	-	91	19-06-1960	5	5	5	1
Mr.	S. Padmanabhan	00306299	Non-Executive Non-Independent Director	23-12-2016	-	-	-	15-05-1958	1	0	3	0
Ms.	Padmini Khare Kaicker	00296388	Non-Executive Independent Director	01-04-2018	01-04-2018	-	48	15-04-1965	3	3	5	5
Mr.	C. V. Natraj	07132764	Non-Executive Independent Director	08-08-2019	08-08-2019	-	31	31-07-1953	2	2	1	0
Mr.	K B S Anand	03518282	Non-Executive	15-10-2019	15-10-2019	-	28	30-08-1955	3	3	2	1

			Independent Director									
Mr.	Rajiv Dube	00021796	Non-Executive Independent Director	18-09-2020	18-09-2020	-	18	04-02-1962	2	2	2	0
Mr.	R. Mukundan	00778253	Executive Director	26-11-2008	-	-	-	19-09-1966	2	0	3	0
Mr.	Zarir Langrana	06362438	Executive Director	01-04-2018	-	-	-	12-02-1959	1	0	1	0

Whether Regular chairperson appointed – Yes

Whether Chairperson is related to managing director or CEO – No

*§ PAN of any director would not be displayed on the website of Stock Exchange*

*& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen*

*\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>§</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Padmini Khare Kaicker	Chairperson - Non-Executive – Independent	01-04-2018	-
		Vibha Paul Rishi	Non-Executive - Independent	08-08-2019	-
		S. Padmanabhan	Non-Executive – Non-Independent	09-01-2017	-
		K B S Anand	Non-Executive Independent	01-09-2020	-
2. Nomination & Remuneration Committee	Yes	C V Natraj	Chairperson - Non-Executive - Independent	08-08-2019	-
		S. Padmanabhan	Non-Executive – Non-Independent	01-09-2020	-
		Vibha Paul Rishi	Non-Executive – Independent	26-03-2020	-
3. Stakeholders Relationship Committee	Yes	Vibha Paul Rishi	Chairperson - Non-Executive – Independent	09-01-2017	-
		S. Padmanabhan	Non-Executive – Non-Independent	09-01-2017	-
		R. Mukundan	Executive	15-02-2014	-
		Zarir Langrana	Executive	08-08-2019	-

4. Risk Management Committee	Yes	K B S Anand	Chairperson - Non-Executive –Independent	01-09-2020	-
		S. Padmanabhan	Non-Executive – Non-Independent	09-01-2017	-
		Padmini Khare Kaicker	Non- Executive – Independent	26-03-2020	-
		R. Mukundan	Executive	06-02-2015	-
		Zarir Langrana	Executive	01-04-2018	-
		Nandakumar S Tirumalai	Member	01-04-2021	-
5. Corporate Social Responsibility Committee	Yes	S. Padmanabhan	Chairperson - Non-Executive – Non-Independent	08-08-2019	-
		C V Natraj	Non-Executive – Independent	01-09-2020	-
		R. Mukundan	Executive	08-08-2019	-
6. Safety, Health, Environment and Sustainability Committee	Yes	Rajiv Dube	Chairperson - Non-Executive - Independent		-
		S. Padmanabhan	Non-Executive – Non-Independent	09-01-2017	-
		C. V. Natraj	Non-Executive - Independent		
		R. Mukundan	Executive	15-02-2014	-
		Zarir Langrana	Executive	08-08-2019	-

*\$ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen*

### 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** (Including Independent Director)	Number of Independent Directors present**	Maximum gap between any two consecutive (in number of days)
27-10-2021	10-02-2022	Yes	9	5	69 days (i.e. between August 5, 2021 And February 10 , 2022)
02-12-2021	30-03-2022	Yes	9	5	

IV. Meeting of Committees						
Name of the Committee	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present**	Number of Independent Directors present**	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	10-02-2022	Yes	4	3	27-10-2021	83 days (i.e. between November 18, 2021 and February 10, 2022)
	25-02-2022	Yes	4	3	18-11-2021	
	09-03-2022		4	3		
	29-03-2022		4	3		
Nomination and Remuneration Committee	30-03-2022	Yes	4	2	27-10-2021	-
Risk Management Committee	25-02-2022	Yes	5	2	22-11-2021	-
Stakeholders Relationship Committee	22-02-2022	Yes	4	1	-	-
Corporate Social Responsibility Committee	18-01-2022	Yes	3	1	-	-
	28-03-2022	Yes	3	1	-	
Safety, Health, Environment and Sustainability Committee	18-01-2022	Yes	5	2	-	-
	22-03-2022	Yes	5	2	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional						
** to be filled in only for the current quarter meetings						

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<b>Note :</b>	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

**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 and Remuneration Committee - **YES**
  - c. Stakeholders Relationship Committee - **YES**
  - d. Risk Management Committee (applicable to top 500 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **YES**  
Any comments/observations/advice of the board of directors may be mentioned here. **NIL**

**Name & Designation**

**Rajiv Chandan**  
**Company Secretary/Compliance Officer/~~Managing Director/CEO~~**

**ANNEXURE II**

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

<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	www.tatachemicals.com
Terms and conditions of appointment of independent directors	Yes	www.tatachemicals.com
Composition of various committees of board of directors	Yes	www.tatachemicals.com
Code of conduct of board of directors and senior management personnel	Yes	www.tatachemicals.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.tatachemicals.com
Criteria of making payments to non-executive directors	Yes	www.tatachemicals.com
Policy on dealing with related party transactions	Yes	www.tatachemicals.com
Policy for determining 'material' subsidiaries	Yes	www.tatachemicals.com
Details of familiarization programs imparted to independent directors	Yes	www.tatachemicals.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes	www.tatachemicals.com
Contact information of the designated officials of the listed entity who are	Yes	www.tatachemicals.com
Financial results	Yes	www.tatachemicals.com
Shareholding pattern	Yes	www.tatachemicals.com
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	Yes	www.tatachemicals.com
New name and the old name of the listed entity	Not Applicable	
Advertisements as per regulation 47 (1)	Yes	www.tatachemicals.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding	Yes	www.tatachemicals.com
Separate audited financial statements of each subsidiary of the listed entity in	Yes	www.tatachemicals.com
<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	www.tatachemicals.com
Materiality Policy as per Regulation 30	Yes	www.tatachemicals.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.tatachemicals.com
It is certified that these contents on the website of the listed entity are correct.	Yes	www.tatachemicals.com

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of stakeholder relationship committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	22	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Not Applicable
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes

Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**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**

**Sd/-**

**Name** : **Rajiv Chandan**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**Affirmations**

*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company*

**Company Remarks in case of non-compliant status**

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**Name:** Nandakumar S Tirumalai  
**Designation:** Chief Financial Officer  
**Place:** Mumbai  
**Date:** 20-Apr-2022