

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **TATA CHEMICALS LIMITED**2. Quarter ending : **June 30, 2023**

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 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	-	106	19-06-1960	5	5	6	3
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	01-04-2023	-	63	15-04-1965	5	5	6	4
Mr.	C. V. Natraj	07132764	Non-Executive Independent Director	08-08-2019	08-08-2019	-	46	31-07-1953	2	2	1	0
Mr.	K B S Anand	03518282	Non-Executive	15-10-2019	15-10-2019	-	43	30-08-1955	6	6	6	1

			Independent Director									
Mr.	Rajiv Dube	00021796	Non-Executive Independent Director	18-09-2020	18-09-2020	-	33	04-02-1962	2	2	1	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.*

Notes:

Ms. Padmini Khare Kaicker has been re-appointed as an Independent Director for a further period of 5 years with effect from April 1, 2023 vide a resolution passed by Members through Postal Ballot.

Mr. Zarir Langrana has been re-appointed as an Executive Director with effect from April 1, 2023 for a period upto February 29, 2024 vide a resolution passed by Members through Postal Ballot.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^s	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	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	Chairperson - Non- Executive – 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	-	-
		C. V. Natraj	Non-Executive - Independent	-	-
		R. Mukundan	Executive	-	-
		Zarir Langrana	Executive	-	-

\$ 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)
01-02-2023	03-05-2023	Yes	9	5	57 days (i.e. between 01-02-2023 and 31-03-2023)
31-03-2023	23-05-2023	Yes	9	5	
	26-06-2023	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		Yes	4	2	12-01-2023	36 days (i.e. between 01-02-2023 and 10-03-2023)
		Yes	4	3	01-02-2023	
	03-05-2023	Yes	4	3	10-03-2023	
	26-05-2023	Yes	4	3	30-03-2023	
Nomination and Remuneration Committee	03-05-2023	Yes	3	2	01-02-2023	-
	13-05-2023	Yes	3	2	31-03-2023	-
Risk Management Committee [#]	26-05-2023	Yes	5	2	10-03-2023	-
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p> <p>** to be filled in only for the current quarter meetings</p> <p>[#]As per the FAQs on Risk Management Committee (RMC) issued by BSE on July 7, 2022, the Company has mentioned the total no. of the members of the RMC present in 'Column L' and total no. of the Board members present for RMC in 'Column M'. The RMC of the Company consists of 6 Members out of which 5 are Directors (including 2 Independent Directors) and 1 is Chief Financial Officer.</p>						

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
<p>Note :</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

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
Chief General Counsel & Company Secretary

July 19, 2023