



April 10, 2019

The General Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500770

The Manager, Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
Symbol: TATACHEM

Dear Sir,

Subject: Quarterly Compliance report on Corporate Governance

Pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith attach the quarterly and Yearly compliance report on Corporate Governance for the quarter and year ended March 31, 2019.

Yours faithfully,
For Tata Chemicals Limited


Rajiv Chandan
General Counsel & Company Secretary



 Enc.: As above

TATA CHEMICALS LIMITED

Bombay House 24 Homi Mody Street Fort Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 8143/44 www.tatachemicals.com
CIN : L24239MH1939PLC002893

[Home](#)[Validate](#)[Import XML](#)

General information about company

Scrip code	500770
NSE Symbol	TATACHEM
MSEI Symbol	
ISIN	INE092A01019
Name of the entity	TATA CHEMICALS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Enter the quarter
ended date only

[Prev](#)[Next](#)

Annexure I

Annexure I to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory										Add Notes				
Whether the listed entity has a Regular Chairperson										No				
Sl No / Mr / Ms	Title Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 24(1) of Listing Regulations)	Number of membership 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)	Notes for not providing PAN	Notes for not providing DIN
Add Delete														
1	Mr. Nasser Murghe	AAFPM758BN	00010180	Non Executive - Independent Director	Not Applicable		21-08-2014		60	6	3	5		
2	Mr. Y.S.P. Thorat	AAHFT1512F	00135258	Non Executive - Independent Director	Not Applicable		21-08-2014		60	4	2	0		
3	Ms. VIBHA PAUL RISHI	AAKPT1895E	05180796	Non Executive - Independent Director	Not Applicable		01-09-2014		60	5	4	1		
4	Mr. BHASKAR BHAT	AAKPB013D	00148778	Non Executive - Non Independent Director	Chairperson		23-12-2016			1	4	0		
5	Mr. S. PADMANABHAN	AAKPT0863E	00069299	Non Executive - Non Independent Director	Not Applicable		23-12-2016			0	3	0		
6	Ms. PADMANI RAJEE KASHER	AAKPT3147J	00796348	Non Executive - Independent Director	Not Applicable		01-04-2018		60	4	1	4		
7	Mr. R. MURUGANAN	AACTN7831C	00778253	Executive Director	Not Applicable		26-11-2018			0	2	0		
8	Mr. ZABIR LANGRANA	ACCT11970G	06362438	Executive Director	Not Applicable		01-04-2018			0	0	0		

Print

Next



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto March 31, 2019.
3. Date of Cessation must be for the current quarter only, i.e. January 1,2019 to March 31,2019.

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00010180	Nasser Munjee	Non-Executive - Independent Director	Chairperson	11-10-2006		
2	00135258	Y.S.P Thorat	Non-Executive - Independent Director	Member	15-02-2014		
3	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Member	09-01-2017		
4	00296388	Padmini Khare Kaicker	Non-Executive - Independent Director	Member	01-04-2018		
5							
6							
7							
8							
9							
10							

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00135258	Y.S.P Thorat	Non-Executive - Independent Director	Chairperson	09-01-2017		
2	00010180	Nasser Munjee	Non-Executive - Independent Director	Member	15-02-2014		
3	00148778	Bhaskar Bhat	Non-Executive - Non Independent Director	Member	09-01-2017		
4							
5							
6							
7							
8							
9							
10							



Stakeholders Relationship Committee					
Whether the Stakeholders Relationship Committee has a Regular Chairperson					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	05180796	Vibha Paul Rishi	Non-Executive - Independent Director	Chairperson	
2	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Member	
3	00778253	R. Mukundan	Executive Director	Member	
4					
5					
6					
7					
8					
9					
10					

Risk Management Committee					
Whether the Risk Management Committee has a Regular Chairperson					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00135258	Y.S.P Thorat	Non-Executive - Independent Director	Chairperson	
2	06362438	Zarir Langrana	Executive Director	Member	
3	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Member	
4	00778253	R. Mukundan	Executive Director	Member	
5	08101474	John Mulhal	Member	Member	
6					
7					
8					
9					
10					

Corporate Social Responsibility Committee					
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Chairperson	
2	05180796	Vibha Paul Rishi	Non-Executive - Independent Director	Member	
3	00778253	R. Mukundan	Executive Director	Member	
4	06362438	Zarir Langrana	Executive Director	Member	



[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**Disclosure of notes on meeting of board of directors
explanatory[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
----	--	---	---------------------------------

[Add](#)[Delete](#)

1	02-11-2018		
2	17-12-2018	44	
3	05-02-2019	49	
4	05-03-2019	27	
5	22-03-2019	16	

[Prev](#)[Next](#)

Home Validate

Other Committee

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory					Add Notes			
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
<div>Add Delete</div>								
1	Audit Committee	23-01-2019	Yes		09-10-2018	105		138
2	Audit Committee	05-02-2019	Yes		02-11-2018	94		139
3	Audit Committee	23-01-2019	Yes		17-12-2018	36		140
4	Stakeholders Relationship Committee	19-02-2019	Yes		09-10-2018	132		
5	Nomination and remuneration committee	22-03-2019	Yes		10-12-2018	101		
6	Corporate Social Responsibility Committee	19-02-2019	Yes		09-10-2018	132		
7	Risk Management Committee	23-01-2019	Yes		09-10-2018	105		

Prev

Next



[Home](#)[Validate](#)**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

[Prev](#)[Next](#)

[Home](#)[Validate](#)**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.tatachemicals.com
2	Terms and conditions of appointment of independent directors	Yes		www.tatachemicals.com
3	Composition of various committees of board of directors	Yes		www.tatachemicals.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.tatachemicals.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tatachemicals.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.tatachemicals.com
8	Policy for determining 'material' subsidiaries	Yes		www.tatachemicals.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.tatachemicals.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tatachemicals.com
11	email address for grievance redressal and other relevant details	Yes		www.tatachemicals.com
12	Financial results	Yes		www.tatachemicals.com
13	Shareholding pattern	Yes		www.tatachemicals.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

[Prev](#)[Next](#)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Rajiv Chandan
2	Designation	Company Secretary



Home

Validate

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

Prev

Next

Annexure II

1	Name of signatory	Rajiv Chandan
2	Designation	Company Secretary



[Home](#)[Validate](#)**Annexure II****III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

[Prev](#)[Next](#)**Annexure II**

1	Name of signatory	Rajiv Chandan
2	Designation	Company Secretary



[Home](#)[Validate](#)**Signatory Details**

Name of signatory	Rajiv Chandan
Designation of person	Company Secretary
Place	Mumbai
Date	10-04-2019

[Prev](#)