

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **TATA CHEMICALS LIMITED**  
 2. Quarter ending : **September 30, 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             | -                 | 97                  | 19-06-1960    | 4   | 4   | 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                  | 01-04-2018             | -                 | 54                  | 15-04-1965    | 5   | 5   | 7  | 5  |
| Mr.                                  | C. V. Natraj          | 07132764 | Non-Executive Independent Director  | 08-08-2019                  | 08-08-2019             | -                 | 37                  | 31-07-1953    | 2   | 2   | 1  | 0  |
| Mr.                                  | K B S Anand           | 03518282 | Non-Executive   | 15-10-2019                  | 15-10-2019             | -                 | 34                  | 30-08-1955    | 6   | 6   | 2  | 1  |

|     |                |          |                                    |            |            |   |    |            |   |   |   |   |
|-----|----------------|----------|------------------------------------|------------|------------|---|----|------------|---|---|---|---|
|     |                |          | Independent Director               |            |            |   |    |            |   |   |   |   |
| Mr. | Rajiv Dube     | 00021796 | Non-Executive Independent Director | 18-09-2020 | 18-09-2020 | - | 24 | 04-02-1962 | 2 | 2 | 2 | 1 |
| 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*

*#The Chief Financial officer of the Company is appointed as a Member of the Risk Management Committee with effect from April 1, 2021.*

| 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) |
| 29-04-2022  |   | Yes                                | 9  |   | 101 days (i.e. between April 29 , 2022 and August 9, 2022)  |
|   | 09-08-2022  | Yes                                | 9  | 5   |   |

| <b>IV. Meeting of Committees</b>  |  |   |                                      |  |  |  |
|---|--|---|--------------------------------------|--|--|--|
| <b>Name of the Committee</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> | <b>Date(s) of Meeting (if any) in the previous quarter</b> | <b>Maximum gap between any two consecutive (in number of days)</b> |
| <b>Audit Committee</b>  | 09-08-2022   | Yes                                       | 4                                    | 3  | 29-04-2022   | 52 days (i.e. between April 29, 2022 and June 21, 2022)            |
|   | 29-08-2022   | Yes                                       | 4                                    | 3  | 21-06-2022   |  |
| <b>Nomination and Remuneration Committee</b>  | 29-08-2022   | Yes                                       | 3                                    | 2  | 29-04-2022   | 121 days (i.e. between April 29, 2022 and August 29, 2022)         |
| <b>Risk Management Committee<sup>#</sup></b>  | 29-08-2022   | Yes                                       | 5                                    | 2  | 22-06-2022   | -  |
| <b>Stakeholders Relationship Committee</b>  | -  | Yes                                       | 4                                    | 1  | 21-06-2022   | -  |
| <b>Corporate Social Responsibility Committee</b>  | -  | Yes                                       | 3                                    | 1  | 21-06-2022   | -  |
| <b>Safety, Health, Environment and Sustainability Committee</b>   | -  | Yes                                       | 5                                    | 2  | 22-06-2022   | -  |
| * 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  |  |   |                                      |  |  |  |

| <b>V. Related Party Transactions</b>  |   |
|---|---|
| <b>Subject</b>  | <b>Compliance status (Yes/No/NA)<br/>refer note below</b> |
| 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 |   |                            |
|------------------|---|----------------------------|
| 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 1000 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                        |

| Affirmations |  |                   |                               |  |
|--------------|--|-------------------|-------------------------------|--|
| Sr           | Particulars  | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1            | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)             | Yes                           |  |
| 2            | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)          | Yes                           |  |
| 3            | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)             | Yes                           |  |
| 4            | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)             | Yes                           |  |

|   |  |                                      |     |  |
|---|--|--------------------------------------|-----|--|
| 5 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |  |
|---|--|--------------------------------------|-----|--|

| <b>Additional Half yearly Disclosure</b>  |   |  |  |
|---|---|--|--|
| Applicability of disclosure   | Applicable                                  |  |  |
| Reason for Non Applicability  |   |  |  |
| <b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below</b>   |   |  |  |
| <b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>  |   |  |  |
| Entity  | Aggregate amount advanced during six months | Balance outstanding at the end of six months   |  |
| Promoter or any other entity controlled by them   | 0   | 0  |  |
| Promoter Group or any other entity controlled by them   | 0   | 0  |  |
| Directors (including relatives) or any other entity controlled by them  | 0   | 0  |  |
| KMPs or any other entity controlled by them   | 0   | 0  |  |
| <b>(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  | Type (guarantee, comfort letter etc.)       | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them   | NA  | 0  | 0  |
| Promoter Group or any other entity controlled by them   | NA  | 0  | 0  |
| Directors (including relatives) or any other entity controlled by them  | NA  | 0  | 0  |
| KMPs or any other entity controlled by them   | NA  | 0  | 0  |

| <b>(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  | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them   | NA                                   | 0  | 0  |
| Promoter Group or any other entity controlled by them   | NA                                   | 0  | 0  |
| Directors (including relatives) or any other entity controlled by them  | NA                                   | 0  | 0  |
| KMPs or any other entity controlled by them   | NA                                   | 0  | 0  |
| <b>(D) Additional Information</b>   |                                      |  |  |
| II. Affirmations  |                                      |  |  |
| Affirmations  |                                      | Compliance Status                                      | Company Remarks                              |
| 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. |                                      | Yes  |  |
| Name  | Nandakumar S Tirumalai               |  |  |
| Designation   | CFO                                  |  |  |
| Place   | Mumbai                               |  |  |
| Date  | 20-10-2022                           |  |  |

**Name & Designation**

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