

## 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	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	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) 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	
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<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**