



CORPORATE GOVERNANCE REPORT FOR THE FIRST QUARTER ENDED JUNE 30, 2019

i. Composition of Board of Directors:

Name of the Director	DIN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Date of Appointment	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company
Mr. Nasser Munjee	00010180	ID	25-Sep-2006	155	6	2	4	AC,NRC
Dr. Y. S. P. Thorat	00135258	ID	08-Jan-2010	116	4	2	1	AC,RC,NRC
Ms. Vibha Paul Rishi	05180796	ID	01-Sep-2014	60	5	5	1	SC
Bhaskar Bhat	00148778	C & NED			1	4	0	NRC
Mr. S. Padmanabhan	00306299	NED			0	3	0	AC,SC,RC
Ms. Padmini Khare Kaicker	00296388	ID	01-Apr-2018	60	3	1	3	AC
Mr. R. Mukundan	00778253	ED	26-Nov-2018		0	3	0	SC,RC
Mr. Zarir Langrana	06362438	ED			0	0	0	RMC

Company Remarks
<ol style="list-style-type: none"> The chairperson is being elected from meeting to meeting. Mr. Nasser Munjee was appointed as an Additional Director with effect from 25-09-2006 and was designated as an Independent Director under Clause 49 of the erstwhile Listing Agreement. He was appointed as an Independent Director under the Companies Act, 2013 with effect from 21-08-2014 under which his tenure of 5 years as an Independent Director comes to an end on 20-08-2019. Dr. Y. S. P. Thorat was appointed as an Additional Director with effect from 08-01-2010 and was designated as an Independent Director under

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	Clause 49 of the erstwhile Listing Agreement. He was appointed as an Independent Director under the Companies Act, 2013 with effect from 21-08-2014 under which his tenure of 5 years as an Independent Director comes to an end on 20-08-2019.
Whether Permanent chairperson appointed	No

ii. Composition of Committees:

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Nasser Munjee	ID	Chairperson	11-Oct-2006	-
2	Y. S. P. Thorat	ID	Member	15-Feb-2014	-
3	S. Padmanabhan	NED	Member	09-Jan-2017	-
4	Padmini Khare Kaicker	ID	Member	01-Apr-2018	-

Company Remarks	Nil
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vibha Paul Rishi	ID	Chairperson	09-Jan-2017	-
2	S. Padmanabhan	NED	Member	09-Jan-2017	-
3	R. Mukundan	ED	Member	15-Feb-2014	-

Company Remarks	Nil
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Y. S. P. Thorat	ID	Chairperson	07-Oct-2016	-
2	Zarir Langrana	ED	Member	01-Apr-2018	-
3	S. Padmanabhan	NED	Member	09-Jan-2017	-
4	R. Mukundan	ED	Member	06-Feb-2015	-
5	John Mulhall	Member	Member	05-Aug-2015	-

Company Remarks	Nil
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Member ship	Appointment Date	Cessation Date
1	Y. S. P. Thorat	ID	Chairperson	09-Jan-2017	-
2	Nasser Munjee	ID	Member	15-Feb-2014	-
3	Bhaskar Bhat	C & NED	Member	09-Jan-2017	-



Company Remarks	Nil
Whether Permanent chairperson appointed	Yes

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
05-Feb-2019	03-May-2019
05-Mar-2019	15-May-2019
22-Mar-2019	-

Company Remarks	Nil
Maximum gap between any two consecutive (in number of days)	41

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	23-Jan-2019		Yes
Audit Committee	05-Feb-2019		Yes
Audit Committee	22-Mar-2019		Yes
Audit Committee	12-Apr-2019	3	Yes
Audit Committee	03-May-2019	4	Yes
Audit Committee	15-May-2019	3	Yes
Nomination & Remuneration Committee	22-Mar-2019		Yes
Nomination & Remuneration Committee	03-May-2019	3	Yes
Stakeholders Relationship Committee	19-Feb-2019		Yes
Stakeholders Relationship Committee	04-Jun-2019	3	Yes
Risk Management Committee	23-Jan-2019		Yes
Risk Management Committee	12-Apr-2019	4	Yes

Company Remarks	Nil
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0



v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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 & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 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**

Yours faithfully,
For Tata Chemicals Limited


Rajiv Chandan
General Counsel & Company Secretary