

Quarterly Corporate Governance Report for June 30, 2020

Annexure 1-Composition of Board of Directors

| Title | Name of the Director | Category | Initial Date of Appointment | Date of Appointment in Current Term (Date of Re-appointment) | Date of cessation | Tenure of Director (in months) | No of Directorship in listed entities including this listed entity | Number 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 |
|-------|-----------------------|---|-----------------------------|--|-------------------|--------------------------------|--|---|--|
| Mr | Bhaskar Bhat | Non-Executive - Non Independent Director, Chairperson | 23 Dec 2016 | - | - | - | 5 | 5 | 0 |
| Ms | Vibha Paul Rishi | Non-Executive - Independent Director | 01 Sep 2014 | 01 Sep 2019 | - | 70.00 | 5 | 9 | 2 |
| Mr | S. Padmanabhan | Non-Executive - Non Independent Director | 23 Dec 2016 | - | - | - | 1 | 2 | 0 |
| Ms | Padmini Khare Kaicker | Non-Executive - Independent Director | 01 Apr 2018 | 01 Apr 2018 | - | 27.00 | 2 | 5 | 4 |
| Mr | C V Natraj | Non-Executive - Independent Director | 08 Aug 2019 | 08 Aug 2019 | - | 10.00 | 2 | 2 | 0 |
| Mr | K B S Anand | Non-Executive - Independent Director | 15 Oct 2019 | 15 Oct 2019 | - | 8.00 | 2 | 0 | 0 |
| Mr | R. Mukundan | Executive Director | 26 Nov 2008 | - | - | - | 2 | 3 | 0 |
| Mr | Zarir Langrana | Executive Director | 01 Apr 2018 | - | - | - | 1 | 1 | 0 |

Notes:

1 The chairperson of the Board is being elected from meeting to meeting

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Annexure 1 - Composition Of Committee

| Audit Committee | | | |
|----------------------------------|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| Padmini Khare Kaicker | Non-Executive - Independent Director, Chairperson | 01-04-2018 | - |
| Vibha Paul Rishi | Non-Executive - Independent Director, Member | 08-08-2019 | - |
| S. Padmanabhan | Non-Executive - Non Independent Director, Member | 09-01-2017 | - |
| C V Natraj | Non-Executive - Independent Director, Member | 08-08-2019 | - |

| Nomination and remuneration committee | | | |
|--|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| C V Natraj | Non-Executive - Independent Director, Chairperson | 08-08-2019 | - |
| Bhaskar Bhat | Non-Executive - Non Independent Director, Member | 09-01-2017 | - |
| Padmini Khare Kaicker | Non-Executive - Independent Director, Member | 08-08-2019 | - |
| Vibha Paul Rishi | Non-Executive - Independent Director, Member | 26-03-2020 | - |

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| Stakeholders Relationship Committee | | | |
|--|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| Vibha Paul Rishi | Non-Executive - Independent Director, Chairperson | 09-01-2017 | - |
| S. Padmanabhan | Non-Executive - Non Independent Director, Member | 09-01-2017 | - |
| R. Mukundan | Executive Director, Member | 15-02-2014 | - |
| Zarir Langrana | Executive Director, Member | 08-08-2019 | - |

| Risk Management Committee | | | |
|----------------------------------|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| S. Padmanabhan | Non-Executive - Non Independent Director, Chairperson | 09-01-2017 | - |
| R. Mukundan | Executive Director, Member | 06-02-2015 | - |
| Zarir Langrana | Executive Director, Member | 01-04-2018 | - |
| John Mulhall | Member, Member | 05-08-2015 | - |
| Padmini Khare Kaicker | Non-Executive - Independent Director, Member | 26-03-2020 | - |

| Corporate Social Responsibility Committee | | | |
|--|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| S. Padmanabhan | Non-Executive - Non Independent Director, Chairperson | 08-08-2019 | - |
| Vibha Paul Rishi | Non-Executive - Independent Director, Member | 08-08-2019 | - |
| R. Mukundan | Executive Director, Member | 08-08-2019 | - |
| Zarir Langrana | Executive Director, Member | 08-08-2019 | - |

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| Safety, Health, Environment and Sustainability Committee | | | |
|---|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| Vibha Paul Rishi | Non-Executive - Independent Director, Chairperson | - | - |
| S. Padmanabhan | Non-Executive - Non Independent Director, Member | - | - |
| R. Mukundan | Executive Director, Member | - | - |
| Zarir Langrana | Executive Director, Member | - | - |

Notes:

Please note that the no of Memberships of the Directors in Audit and Stakeholders Relationship Committee is inclusive of their Chairpersonships in such Committees

Annexure 1 -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 | Maximum gap between any two consecutive meeting (in number of days) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|--|--|--|-------------------------------------|--|
| 03 Feb 2020 | - | 0 | 8 | 4 |
| 14 Feb 2020 | - | 10 | 6 | 3 |
| 26 Mar 2020 | - | 40 | 8 | 4 |
| - | 30 Apr 2020 | 34 | 8 | 4 |
| - | 15 May 2020 | 0 | 8 | 4 |

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Annexure 1 -Meeting Of Committees

| Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|--|--|--|--|---|-------------------------------------|--|
| Audit Committee | - | Yes | 24 Jan 2020 | 0 | 4 | 3 |
| Audit Committee | - | Yes | 03 Feb 2020 | 0 | 4 | 3 |
| Audit Committee | 15 May 2020 | Yes | - | 0 | 4 | 3 |
| Nomination and remuneration committee | - | Yes | 26 Mar 2020 | 0 | 3 | 2 |
| Nomination and remuneration committee | 15 May 2020 | Yes | - | 0 | 4 | 3 |
| Stakeholders Relationship Committee | - | Yes | 24 Feb 2020 | 0 | 4 | 1 |
| Risk Management Committee | - | Yes | 24 Jan 2020 | 0 | 4 | 0 |
| Corporate Social Responsibility Committee | - | Yes | 24 Feb 2020 | 30 | 4 | 1 |
| Other Committee – Safety, Health, Environment and Sustainability Committee | - | Yes | 24 Feb 2020 | 0 | 4 | 1 |

Annexure 1 - Related Party Transactions

| Subject | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance |
|--|--------------------------------------|--|
| 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 audit committee | Yes | - |

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Annexure 1 – Affirmations

| Sr.No. | 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 500 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 |

Thanking You,

For Tata Chemicals Limited

**Rajiv Chandan
General Counsel & Company Secretary**

Place: Mumbai

Dated: 13 July 2020