



15 October 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 compliance report on Corporate Governance for the quarter ended September 30, 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

Quarterly Corporate Governance Report for September 30, 2019

Sr	Name of the Director	DIN	Category 1	DOB	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure	No of Directorship in listed entities	No of Independent Directorship in listed entities	Number of memberships in Audit/ Stakeholder Committee(s)	No of post of Chairperson in Audit/ Stakeholder Committee
1	Mr. Bhaskar Bhat	148778	Non-Executive - Non Independent Director	29-08-1954	23-12-2016				4	1	3	0
2	Ms. Vibha Paul Rishi	5180796	Non-Executive - Independent Director	19-06-1960	01-09-2014	01-09-2019		60	5	5	8	2
3	Mr. S. Padmanabhan	306299	Non-Executive - Non Independent Director	15-05-1958	23-12-2016				1	0	2	0
4	Ms. Padmini Khare Kaicker	296388	Non-Executive - Independent Director	15-04-1965	01-04-2018	01-04-2018		60	2	2	4	3
5	Dr. C V Natraj	7132764	Non-Executive - Independent Director	31-07-1953	08-08-2019	08-08-2019		60	2	2	3	0
6	Mr. R. Mukundan	778253	Executive Director	19-09-1966	26-11-2008	26-11-2018			2	0	3	0
7	Mr. Zarir Langrana	6362438	Executive Director	12-02-1959	01-04-2018				1	0	1	0
8	Mr. Nasser Munjee	10180	Non-Executive - Independent Director	18-11-1952	25-09-2006	21-08-2014	20-08-2019	155	0	0	0	0
9	Dr. Y S P Thorat	135258	Non-Executive - Independent Director	11-11-1947	08-01-2010	21-08-2014	20-08-2019	116	0	0	0	0



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Notes:

- 1 The chairperson of the Board is being elected from meeting to meeting
- 2 Mr. Nasser Munjee and Dr. Y.S.P. Thorat retired from the Company with effect from August 20, 2019
- 3 The Board of Directors has with effect from October 15, 2019 appointed Mr. K B S Anand DIN 03518282 as an Additional Director in Independent capacity for a period of 5 years, subject to the approval of the shareholders
- 4 Mr. Nasser Munjee, Chairman of the Audit Committee retired from the Company with effect from August 20, 2019 and accordingly ceased to be a Member of the Audit Committee
- 5 Dr. YSP Thorat, Member of the Audit Committee retired from the Company with effect from August 20, 2019 and accordingly ceased to be a Member of the Audit Committee
- 6 Ms. Padmini Khare Kaicker earlier was a Member of the Audit Committee, now appointed as Chairperson of the Audit Committee with effect from August 21, 2019
- 7 Ms. Vibha Paul Rishi was appointed as Member of the Audit Committee with effect from August 8, 2019
- 8 Dr. C. V. Natraj was appointed as Member of the Audit Committee with effect from August 8, 2019
- 9 Dr. C. V. Natraj was appointed as a Member of the Nomination and Remuneration Committee with effect from August 8, 2019 and Chairman of the Nomination and Remuneration Committee with effect from August 21, 2019
- 10 Ms. Padmini Khare Kaicker was appointed as Member of the Nomination and Remuneration Committee with effect from August 8, 2019
- 11 Dr. Y.S.P. Thorat, Chairman of the Nomination and Remuneration Committee retired from the Company with effect from August 20, 2019 and accordingly ceased to be a Member of the Nomination and Remuneration Committee
- 12 Mr. Nasser Munjee, Member of the Nomination and Remuneration Committee retired from the Company with effect from August 20, 2019 and accordingly ceased to be a Member of the Nomination and Remuneration Committee
- 13 Mr. Zarir Langrana was appointed as a Member of the Stakeholders Relationship Committee with effect from August 8, 2019
- 14 Dr YSP Thorat, Chairman of the Risk Management Committee retired from the Company with effect from August 20, 2019 and accordingly ceased to be a Member of the Risk Management Committee
- 15 With effect from August 8, 2019, the Company splits its CSR, Safety and Sustainability Committee into 2 Committees namely
 - 1) CSR Committee and
 - 2) Safety, Health, Environment and Sustainability Committee



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16. Mr. Bhaskar Bhat has ceased to be Managing director of Titan Company Limited with effect from the close of business hours on 30th September, 2019. However he has been appointed as a Non- Executive, Non-Independent Director with effect from 1st October, 2019.

17. Mr. Bhaskar Bhat has ceased to be Managing director of Titan Company Limited with effect from the close of business hours on 30th September, 2019. However he has been appointed as a Non- Executive, Non-Independent Director with effect from 1st October, 2019

18. Ms. Padmini Khare Kaicker has been appointed on the Board with effect from April 1, 2018. However, due to the mandatory requirement of the NEAPS module to key in the data in the column for reappointment date, we are submitting the date of appointment again ie April 1, 2018 in the said field

19. Dr. C V Natraj has been appointed on the Board with effect from August 8, 2019. However, due to the mandatory requirement of the NEAPS module to key in the data in the column for reappointment date, we are submitting the date of appointment again ie August 8, 2019 in the said field

20. Since Mr. Nasser Munjee retired as an Independent Director on August 20, 2019, the details of directorships in listed entities, independent directorships in listed entities and committee positions has been mentioned as nil

21. Since Dr. YSP Thorat retired as an Independent Director on August 20, 2019, the details of directorships in listed entities, independent directorships in listed entities and committee positions has been mentioned as nil

Audit Committee Details						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00296388	Padmini Khare Kaicker	Non-Executive - Independent Director	Chairperson	01-04-2018	
2	05180796	Vibha Paul Rishi	Non-Executive - Independent Director	Member	08-08-2019	
3	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Member	09-01-2017	
4	07132764	C V Natraj	Non-Executive - Independent Director	Member	08-08-2019	
5	00010180	Nasser Munjee	Non-Executive - Independent Director	Chairperson	11-10-2006	20-08-2019
6	00135258	Y. S. P. Thorat	Non-Executive - Independent Director	Member	15-02-2014	20-08-2019

Notes:

- Ms. Padmini Khare Kaicker earlier was Member of the Audit Committee, now appointed as Chairperson of the Audit Committee with effect from August 21, 2019

Nomination and remuneration committee						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	07132764	C V Natraj	Non-Executive - Independent Director	Chairperson	08-08-2019	
2	00148778	Bhaskar Bhat	Non-Executive - Non Independent Director	Member	09-01-2017	
3	00296388	Padmini Khare Kaicker	Non-Executive - Independent Director	Member	08-08-2019	



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4	00135258	Y. S. P. Thorat	Non-Executive - Independent Director	Chairperson	09-01-2017	20-08-2019
5	00010180	Nasser Munjee	Non-Executive - Independent Director	Member	15-02-2014	20-08-2019

Notes:

- Dr. C. V. Natraj was appointed as Member of the Nomination and Remuneration Committee with effect from August 8, 2019 and the Chairman of the Nomination and Remuneration Committee with effect from August 21, 2019

Stakeholders Relationship Committee						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	05180796	Vibha Paul Rishi	Non-Executive - Independent Director	Chairperson	09-01-2017	
2	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Member	09-01-2017	
3	00778253	R. Mukundan	Executive Director	Member	15-02-2014	
4	06362438	Zarir Langrana	Executive Director	Member	08-08-2019	
Risk Management Committee						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Chairperson	09-01-2017	
2	00778253	R. Mukundan	Executive Director	Member	06-02-2015	
3	06362438	Zarir Langrana	Executive Director	Member	01-04-2018	
4	08101474	John Mulhall	Member	Member	05-08-2015	
5	00135258	Y. S. P. Thorat	Non-Executive - Non Independent Director	Chairperson	07-10-2016	20-08-2019

Notes:

- The chairperson is being elected from meeting to meeting

Corporate Social Responsibility Committee						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Chairperson	08-08-2019	
2	05180796	Vibha Paul Rishi	Non-Executive - Independent Director	Member	08-08-2019	
3	00778253	R. Mukundan	Executive Director	Member	08-08-2019	
4	06362438	Zarir Langrana	Executive Director	Member	08-08-2019	

Notes:



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With effect from August 8, 2019, the Company split its CSR, Safety and Sustainability Committee into 2 Committees namely

- 1) CSR Committee and
- 2) Safety, Health, Environment and Sustainability Committee

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors		
1	05180796	Vibha Paul Rishi	Safety, Health, Environment and Sustainability Committee	Non-Executive - Independent Director	Chairperson		
2	00306299	S. Padmanabhan	Safety, Health, Environment and Sustainability Committee	Non-Executive - Non Independent Director	Member		
3	00778253	R. Mukundan	Safety, Health, Environment and Sustainability Committee	Executive Director	Member		
4	06362438	Zarir Langrana	Safety, Health, Environment and Sustainability Committee	Executive Director	Member		
Annexure 1							
Annexure 1							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	03-05-2019				Yes		
2	15-05-2019		11		Yes		
3		08-08-2019	84		Yes	8	4



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Annexure 1

IV. Meeting of Committees

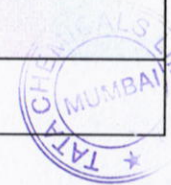
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	12-04-2019				Yes		
2	Audit Committee	03-05-2019	20			Yes		
3	Audit Committee	15-05-2019	11			Yes		
4	Audit Committee	01-08-2019	77			Yes	4	3
5	Audit Committee	08-08-2019	6			Yes	4	3
6	Nomination and remuneration committee	03-05-2019				Yes		



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Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	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)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	04-06-2019	31			Yes		
8	Risk Management Committee	12-04-2019				Yes		
9	Risk Management Committee	01-08-2019	110			Yes	4	1
10	Corporate Social Responsibility Committee	04-06-2019				Yes		

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	



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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	

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 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



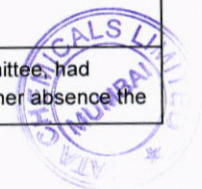
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7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	The Board of Directors of Tata Chemicals Limited consists of 8 Directors of which 4 Directors are Independent. 2 Directors viz. Mr. Nasser Munjee and Dr. YSP Thorat retired on August 20, 2019 upon completion of their term. The Board appointed 2 Independent Directors in their place viz. Dr. CV Natraj on August 8, 2019 and Mr. KBS Anand on October 15, 2019.

Annexure III

III. 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	20(3)	No	Ms. Vibha Paul Rishi, Chairperson of Stakeholders Relationship Committee, had expressed her inability to attend the AGM due to personal reasons. In her absence the



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	meeting			Stakeholders Relationship Committee had nominated Mr. S. Padmanabhan, Member of the Stakeholders Relationship Committee, to answer queries of the security holders at the AGM.
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Yours faithfully

For Tata Chemicals Limited



Rajiv Chandra
General Counsel and Company Secretary

