

**Quarterly Corporate Governance Report for September 30, 2020**

**Annexure I- Composition of Board of Directors**

<b>Title</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Initial Date of Appointment</b>	<b>Date of Appointment in Current Term (Date of Re-appointment)</b>	<b>Date of cessation</b>	<b>Tenure of Director (in months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>No of Independent Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr	Bhaskar Bhat	Non-Executive - Non Independent Director, Chairperson (Refer Note 1)	23 Dec 2016	-	-	-	5	1	4	0
Ms	Vibha Paul Rishi	Non-Executive - Independent Director	01 Sep 2014	01 Sep 2019	-	73.00	5	5	8	2
Mr	S. Padmanabhan	Non-Executive - Non Independent Director	23 Dec 2016	-	-	-	1	0	3	0
Ms	Padmini Khare Kaicker	Non-Executive - Independent Director	01 Apr 2018	01 Apr 2018	-	30.00	3	3	6	5
Mr	C V Natraj	Non-Executive - Independent Director	08 Aug 2019	08 Aug 2019	-	13.00	2	2	1	0
Mr	K B S Anand	Non-Executive - Independent Director	15 Oct 2019	15 Oct 2019	-	11.00	4	4	2	1
Mr	Rajiv Dube	Non-Executive - Independent Director	18 Sep 2020	18 Sep 2020	-	-	1	1	0	0
Mr	R. Mukundan	Executive Director	26 Nov 2008	-	-	-	2	0	3	0
Mr	Zarir Langrana	Executive Director	01 Apr 2018	-	-	-	1	0	1	0

*Note 1: The Chairperson of the Board is elected from meeting to meeting*

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**II. Composition of Committees**

<b>Audit Committee Details</b>							
<b>Whether the Audit Committee has a Regular Chairperson</b>					<b>Yes</b>		
<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Remarks</b>
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	01-09-2020	
5	03518282	K B S Anand	Non-Executive - Independent Director	Member	01-09-2020		

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<b>Nomination and Remuneration committee</b>							
<b>Whether the Nomination and remuneration committee has a Regular Chairperson</b>					<b>Yes</b>		
<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Remarks</b>
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	05180796	Vibha Paul Rishi	Non-Executive - Independent Director	Member	26-03-2020		
4	00296388	Padmini Khare Kaicker	Non-Executive - Independent Director	Member	08-08-2019	01-09-2020	
5	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Member	01-09-2020		
<b>Stakeholders Relationship Committee</b>							
<b>Whether the Stakeholders Relationship Committee has a Regular Chairperson</b>					<b>Yes</b>		
<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Remarks</b>
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		

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<b>Risk Management Committee</b>							
<b>Whether the Risk Management Committee has a Regular Chairperson</b>					<b>No</b>		
<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Remarks</b>
1	03518282	K B S Anand	Non-Executive - Independent Director	Chairperson	01-09-2020		Note 1
2	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Member	09-01-2017		
3	00296388	Padmini Khare Kaicker	Non-Executive - Independent Director	Member	26-03-2020		
4	00778253	R. Mukundan	Executive Director	Member	06-02-2015		
5	06362438	Zarir Langrana	Executive Director	Member	01-04-2018		
6	08101474	John Mulhall	Member	Member	05-08-2015		

*Note- Mr K B S Anand is appointed as a Member and Chairperson with effect from 1 September 2020*

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<b>Corporate Social Responsibility Committee</b>							
<b>Whether the Corporate Social Responsibility Committee has a Regular Chairperson</b>					<b>Yes</b>		
<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Remarks</b>
1	00306299	S. Padmanabhan	Non-Executive - Non Independent Director	Chairperson	08-08-2019		
2	07132764	C V Natraj	Non-Executive - Independent Director	Member	01-09-2020		
3	00778253	R. Mukundan	Executive Director	Member	08-08-2019		
4	05180796	Vibha Paul Rishi	Non-Executive - Independent Director	Member	08-08-2019	01-09-2020	
5	06362438	Zarir Langrana	Executive Director	Member	08-08-2019	01-09-2020	

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<b>Other Committee</b>						
<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Name of other committee</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Remarks</b>
1	00306299	S. Padmanabhan	Safety, Health, Environment and Sustainability Committee	Non-Executive - Non Independent Director	Chairperson	Note 1
2	07132764	C V Natraj	Safety, Health, Environment and Sustainability Committee	Non-Executive - Independent Director	Member	Note 2
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	
5	05180796	Vibha Paul Rishi	Safety, Health, Environment and Sustainability Committee	Non-Executive - Independent Director	Chairperson	Note 3

*Notes:*

1. *Mr. S. Padmanabhan appointed as a Chairman with effect from 1 September 2020*
2. *C V Natraj appointed as a member with effect from 1 September 2020*
3. *Ms. Vibha Paul Rishi was the Chairperson and Member of the Safety, Health, Environment and Sustainability Committee upto September 1, 2020*

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Annexure 1								
III. Meeting of Board of Directors								
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	30-04-2020				Yes	8	4	
2	15-05-2020		14		Yes	8	4	
3		31-07-2020	76		Yes	8	4	
4		18-09-2020	48		Yes	8	4	
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	15-05-2020				Yes	4	3
2	Audit Committee	09-07-2020				Yes	4	3
3	Audit Committee	31-07-2020				Yes	4	3
4	Audit Committee	25-08-2020				Yes	4	3

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5	Nomination and remuneration committee	15-05-2020				Yes	4	3
6	Nomination and remuneration committee	25-08-2020				Yes	4	3
7	Nomination and remuneration committee	18-09-2020				Yes	4	2
8	Risk Management Committee	25-08-2020				Yes	5	1
9	Corporate Social Responsibility Committee	30-07-2020				Yes	4	1
10	Other Committee	20-07-2020		Safety, Health, Environment and Sustainability Committee		Yes	4	1
11	Other Committee	13-08-2020		Safety, Health, Environment and Sustainability Committee		Yes	4	1

<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

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**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 and Remuneration Committee - **YES**
  - c. Stakeholders Relationship Committee - **YES**
  - d. Risk Management Committee (applicable to top 500 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**  
Any comments/observations/advice of the board of directors may be mentioned here. **NIL**

**Thanking You,**

**For Tata Chemicals Limited**

**Rajiv Chandan**

**General Counsel & Company Secretary**

**Place: Mumbai**

**Dated: 13 October 2020**