

Quarterly Corporate Governance Report for December 31, 2019
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 | 23 Dec 2016 | - | - | 5 | 5 | 0 |
| Ms | Vibha Paul Rishi | Non-Executive - Independent Director | 01 Sep 2014 | 01 Sep 2019 | - | 64.00 | 5 | 8 | 2 |
| Mr | S. Padmanabhan | Non-Executive - Non Independent Director | 23 Dec 2016 | 23 Dec 2016 | - | - | 1 | 2 | 0 |
| Ms | Padmini Khare Kaicker | Non-Executive - Independent Director | 01 Apr 2018 | 01 Apr 2018 | - | 21.00 | 2 | 5 | 4 |
| Mr | C V Natraj | Non-Executive - Independent Director | 08 Aug 2019 | 08 Aug 2019 | - | 4.00 | 2 | 3 | 0 |
| Mr | K B S Anand | Non-Executive - Independent Director | 15 Oct 2019 | 15 Oct 2019 | - | 2.00 | 3 | 1 | 0 |
| Mr | R. Mukundan | Executive Director | 26 Nov 2008 | 26 Nov 2018 | - | - | 2 | 3 | 0 |
| Mr | Zarir Langrana | Executive Director | 01 Apr 2018 | 01 Apr 2018 | - | - | 1 | 1 | 0 |

Notes:

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



Quarterly Corporate Governance Report for December 31, 2019

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 | - |

| 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 | - |



Quarterly Corporate Governance Report for December 31, 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 | - |

| 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 | - |

| 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 | - | - |



Quarterly Corporate Governance Report for December 31, 2019

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) |
|---|---|---|
| 08 Aug 2019 | - | 0 |
| - | 30 Oct 2019 | 82 |
| - | 11 Dec 2019 | 41 |
| - | 31 Dec 2019 | 19 |

Notes:

The Board Meeting held on December 11, 2019 was for 2 days ie December 11, 2019 and December 12, 2019

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) |
|---------------------------------------|---|---|---|--|
| Audit Committee | - | Yes, | 01 Aug 2019 | 0 |
| Audit Committee | - | Yes, | 08 Aug 2019 | 0 |
| Audit Committee | 11 Oct 2019 | Yes, | - | 0 |
| Audit Committee | 30 Oct 2019 | Yes, | - | 0 |
| Audit Committee | 31 Dec 2019 | Yes, | - | 0 |
| Nomination and remuneration committee | 21 Nov 2019 | Yes, | - | 0 |
| Stakeholders Relationship Committee | 07 Oct 2019 | Yes, | - | 0 |



Quarterly Corporate Governance Report for December 31, 2019

| | | | | |
|---|-------------|------|-------------|---|
| Risk Management Committee | - | Yes, | 01 Aug 2019 | 0 |
| Risk Management Committee | 11 Oct 2019 | Yes, | - | 0 |
| Corporate Social Responsibility Committee | 07 Oct 2019 | Yes, | - | 0 |
| Other Committee | 07 Oct 2019 | Yes, | - | 0 |

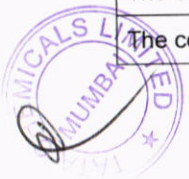
Annexure 1 - Related Party Transactions

| 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 | - |



Annexure 1 – Affirmations

| Subject | Compliance status (Yes/No) |
|--|----------------------------|
| The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure | Yes |



Quarterly Corporate Governance Report for December 31, 2019

| | |
|---|-----|
| requirements) Regulations, 2015 | |
| The meetings of the board of directors and the above committees have been conducted in the manner as specified 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 |

Thanking You,

For Tata Chemicals Limited



Rajiv Chandan
General Counsel & Company Secretary

Place: Mumbai

Dated: 14 January 2020

