



**Quarterly Corporate Governance Report for March 31, 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	23 Dec 2016	-	-	5	5	0
Ms	Vibha Paul Rishi	Non-Executive - Independent Director	01 Sep 2014	01 Sep 2019	-	67.00	5	9	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	-	24.00	2	5	4
Mr	C V Natraj	Non-Executive - Independent Director	08 Aug 2019	08 Aug 2019	-	7.00	2	2	0
Mr	K B S Anand	Non-Executive - Independent Director	15 Oct 2019	15 Oct 2019	-	5.00	2	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

**TATA CHEMICALS LIMITED**

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### Annexure 1 - Composition Of Committee

<b>Audit Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
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	-

<b>Nomination and remuneration committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
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	-



<b>Stakeholders Relationship Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
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	-
<b>Risk Management Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
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	-
<b>Corporate Social Responsibility Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
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	-	-

**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)
30 Oct 2019	-	0
11 Dec 2019	-	41
31 Dec 2019	-	19
-	03 Feb 2020	33
-	14 Feb 2020	10
-	26 Mar 2020	40

**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
Audit Committee	-	Yes,	11 Oct 2019
Audit Committee	-	Yes,	30 Oct 2019
Audit Committee	-	Yes,	31 Dec 2019
Audit Committee	24 Jan 2020	Yes,	-
Audit Committee	03 Feb 2020	Yes,	-
Nomination and remuneration committee	-	Yes,	21 Nov 2019
Nomination and remuneration committee	26 Mar 2020	Yes,	-
Stakeholders Relationship Committee	-	Yes,	07 Oct 2019
Stakeholders Relationship Committee	24 Feb 2020	Yes,	-
Risk Management Committee	-	Yes,	11 Oct 2019
Risk Management Committee	24 Jan 2020	Yes,	-
Corporate Social Responsibility Committee	-	Yes,	07 Oct 2019
Corporate Social Responsibility Committee	24 Feb 2020	Yes,	-
Other Committee - Safety, Health, Environment and Sustainability Committee	-	Yes,	07 Oct 2019
Other Committee - Safety, Health, Environment and Sustainability Committee	24 Feb 2020	Yes,	-



**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 requirements) Regulations, 2015	Yes
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



**Annexure 2 – Website Affirmations**

Item	Compliance status	Details of non-compliance
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	Yes	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	Yes	-
Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
Email address for grievance redressal and other relevant details	Yes	-
Financial results	Yes	-
Shareholding pattern	Yes	-
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	NA	-
Criteria of making payments to non-executive directors	Yes	



**Annexure 2 – Annual Affirmations**

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is “No” details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
17	Vigil mechanism	22	Yes	-
18	Disclosure of shareholding by non-executive directors	-	Yes	-
19	Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes	-
20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-





21	Approval for material related party transactions	23(4)	NA	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
24	Maximum directorship and tenure	25(1) & (2)	Yes	-
25	Meeting of independent directors	25(3) & (4)	Yes	-
26	Familiarization of independent directors	25(7)	Yes	-
27	Memberships in committees	26(1)	Yes	-
28	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
29	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
30	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-
31	Annual Secretarial Compliance Report	24(A)	Yes	-
32	Alternate Director to Independent Director	25(1)	NA	-
33	Maximum Tenure	25(2)	Yes	-
34	Meeting of independent directors	25(3) & (4)	Yes	-
35	Familiarization of independent directors	25(7)	Yes	-
36	Declaration from Independent Director	25(8) & (9)	Yes	-
37	D & O Insurance for Independent Directors	25(10)	Yes	-
38	Memberships in Committees	26(1)	Yes	-



39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	-
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-

**Annexure 2 – III Affirmations**

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes

Thanking You,

For Tata Chemicals Limited

Rajiv Chandan  
General Counsel & Company Secretary

Place: Mumbai

Dated: 16 April 2020