

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **TATA CHEMICALS LIMITED**
 2. Quarter ending : **March 31, 2022**

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|-----------------------|----------|---|-----------------------------|------------------------|-------------------|---------------------|---------------|---|---|--|--|
| Title (Mr / Ms) | Name of the Director | DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&} | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure* (in months) | Date of Birth | No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] | Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | N. Chandrasekaran | 00121863 | Chairperson & Non-Executive Director | 24-11-2020 | - | - | - | 02-06-1963 | 7 | 0 | 0 | 0 |
| Ms. | Vibha Paul Rishi | 05180796 | Non-Executive Independent Director | 01-09-2014 | 01-09-2019 | - | 91 | 19-06-1960 | 5 | 5 | 5 | 1 |
| Mr. | S. Padmanabhan | 00306299 | Non-Executive Non-Independent Director | 23-12-2016 | - | - | - | 15-05-1958 | 1 | 0 | 3 | 0 |
| Ms. | Padmini Khare Kaicker | 00296388 | Non-Executive Independent Director | 01-04-2018 | 01-04-2018 | - | 48 | 15-04-1965 | 3 | 3 | 5 | 5 |
| Mr. | C. V. Natraj | 07132764 | Non-Executive Independent Director | 08-08-2019 | 08-08-2019 | - | 31 | 31-07-1953 | 2 | 2 | 1 | 0 |
| Mr. | K B S Anand | 03518282 | Non-Executive | 15-10-2019 | 15-10-2019 | - | 28 | 30-08-1955 | 3 | 3 | 2 | 1 |

| | | | | | | | | | | | | |
|-----|----------------|----------|------------------------------------|------------|------------|---|----|------------|---|---|---|---|
| | | | Independent Director | | | | | | | | | |
| Mr. | Rajiv Dube | 00021796 | Non-Executive Independent Director | 18-09-2020 | 18-09-2020 | - | 18 | 04-02-1962 | 2 | 2 | 2 | 0 |
| Mr. | R. Mukundan | 00778253 | Executive Director | 26-11-2008 | - | - | - | 19-09-1966 | 2 | 0 | 3 | 0 |
| Mr. | Zarir Langrana | 06362438 | Executive Director | 01-04-2018 | - | - | - | 12-02-1959 | 1 | 0 | 1 | 0 |

Whether Regular chairperson appointed – Yes

Whether Chairperson is related to managing director or CEO – No

§ PAN of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

** To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

| II. Composition of Committees | | | | | |
|--|---------------------------------------|---------------------------|---|---------------------|-------------------|
| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) [§] | Date of Appointment | Date of Cessation |
| 1. Audit Committee | Yes | Padmini Khare Kaicker | Chairperson - Non-Executive – Independent | 01-04-2018 | - |
| | | Vibha Paul Rishi | Non-Executive - Independent | 08-08-2019 | - |
| | | S. Padmanabhan | Non-Executive – Non-Independent | 09-01-2017 | - |
| | | K B S Anand | Non-Executive Independent | 01-09-2020 | - |
| 2. Nomination & Remuneration Committee | Yes | C V Natraj | Chairperson - Non-Executive - Independent | 08-08-2019 | - |
| | | S. Padmanabhan | Non-Executive Non-Independent | 01-09-2020 | - |
| | | Vibha Paul Rishi | Non-Executive – Independent | 26-03-2020 | - |
| 3. Stakeholders Relationship Committee | Yes | Vibha Paul Rishi | Chairperson - Non-Executive – Independent | 09-01-2017 | - |
| | | S. Padmanabhan | Non-Executive | 09-01-2017 | - |
| | | R. Mukundan | Executive | 15-02-2014 | - |
| | | Zarir Langrana | Executive | 08-08-2019 | - |

| | | | | | |
|---|-----|------------------------|---|------------|---|
| 4. Risk Management Committee | Yes | K B S Anand | Chairperson - Non-Executive –Independent | 01-09-2020 | - |
| | | S. Padmanabhan | Chairperson - Non- Executive – Independent | 09-01-2017 | - |
| | | Padmini Khare Kaicker | Non- Executive – Independent | 26-03-2020 | - |
| | | R. Mukundan | Executive | 06-02-2015 | - |
| | | Zarir Langrana | Executive | 01-04-2018 | - |
| | | Nandakumar S Tirumalai | Member | 01-04-2021 | - |
| 5. Corporate Social Responsibility Committee | Yes | S. Padmanabhan | Chairperson - Non-Executive – Non-Independent | 08-08-2019 | - |
| | | C V Natraj | Non-Executive – Independent | 01-09-2020 | - |
| | | R. Mukundan | Executive | 08-08-2019 | - |
| 6. Safety, Health, Environment and Sustainability Committee | Yes | Rajiv Dube | Chairperson - Non-Executive - Independent | | - |
| | | S. Padmanabhan | Non-Executive | 09-01-2017 | - |
| | | C. V. Natraj | Non-Executive - Independent | | |
| | | R. Mukundan | Executive | 15-02-2014 | - |
| | | Zarir Langrana | Executive | 08-08-2019 | - |

\$ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. 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 | Whether requirement of Quorum met* | Number of Directors present** (Including Independent Director) | Number of Independent Directors present** | Maximum gap between any two consecutive (in number of days) |
|---|---|------------------------------------|--|---|--|
| 27-10-2021 | 10-02-2022 | Yes | 9 | 5 | 69 days (i.e. between August 5, 2021 And February 10 , 2022) |
| 02-12-2021 | 30-03-2022 | Yes | 9 | 5 | |

| IV. Meeting of Committees | | | | | | |
|---|---|------------------------------------|-------------------------------|---|---|--|
| Name of the Committee | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present** | Number of Independent Directors present** | Date(s) of Meeting (if any) in the previous quarter | Maximum gap between any two consecutive (in number of days) |
| Audit Committee | 10-02-2022 | Yes | 4 | 3 | 27-10-2021 | 83 days (i.e. between November 18, 2021 and February 10, 2022) |
| | 25-02-2022 | Yes | 4 | 3 | 18-11-2021 | |
| | 09-03-2022 | | 4 | 3 | | |
| | 29-03-2022 | | 4 | 3 | | |
| Nomination and Remuneration Committee | 30-03-2022 | Yes | 4 | 2 | 27-10-2021 | - |
| Risk Management Committee | 25-02-2022 | Yes | 5 | 2 | 22-11-2021 | - |
| Stakeholders Relationship Committee | 22-02-2022 | Yes | 4 | 1 | - | - |
| Corporate Social Responsibility Committee | 18-01-2022 | Yes | 3 | 1 | - | - |
| | 28-03-2022 | Yes | 3 | 1 | - | |
| Safety, Health, Environment and Sustainability Committee | 18-01-2022 | Yes | 5 | 2 | - | - |
| | 22-03-2022 | Yes | 5 | 2 | - | - |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | | | | |
| ** to be filled in only for the current quarter meetings | | | | | | |

| V. Related Party Transactions | |
|---|---|
| Subject | Compliance status (Yes/No/NA) refer note below |
| 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 |
| Note : | |
| 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. | |
| 2. If status is "No" details of non-compliance may be given here. | |

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**

Name & Designation

Rajiv Chandan
Company Secretary/Compliance Officer/~~Managing Director/CEO~~

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| Item | Compliance status (Yes/No/NA) | Website |
|---|--|-----------------------|
| As per regulation 46(2) of the LODR: | | |
| Details of business | Yes | www.tatachemicals.com |
| Terms and conditions of appointment of independent directors | Yes | www.tatachemicals.com |
| Composition of various committees of board of directors | Yes | www.tatachemicals.com |
| Code of conduct of board of directors and senior management personnel | Yes | www.tatachemicals.com |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | www.tatachemicals.com |
| Criteria of making payments to non-executive directors | Yes | www.tatachemicals.com |
| Policy on dealing with related party transactions | Yes | www.tatachemicals.com |
| Policy for determining 'material' subsidiaries | Yes | www.tatachemicals.com |
| Details of familiarization programs imparted to independent directors | Yes | www.tatachemicals.com |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances | Yes | www.tatachemicals.com |
| Contact information of the designated officials of the listed entity who are | Yes | www.tatachemicals.com |
| Financial results | Yes | www.tatachemicals.com |
| Shareholding pattern | Yes | www.tatachemicals.com |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to | Yes | www.tatachemicals.com |
| New name and the old name of the listed entity | Not Applicable | |
| Advertisements as per regulation 47 (1) | Yes | www.tatachemicals.com |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding | Yes | www.tatachemicals.com |
| Separate audited financial statements of each subsidiary of the listed entity in | Yes | www.tatachemicals.com |
| As per other regulations of the LODR: | | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | www.tatachemicals.com |
| Materiality Policy as per Regulation 30 | Yes | www.tatachemicals.com |
| Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | www.tatachemicals.com |
| It is certified that these contents on the website of the listed entity are correct. | Yes | www.tatachemicals.com |

| II Annual Affirmations | | |
|---|------------------------------|---|
| Particulars | Regulation Number | Compliance status Yes/No/NA) |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1), 17(1A) & 17(1B) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Quorum of Board meeting | 17(2A) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Recommendation of Board | 17(11) | Yes |
| Maximum number of directorship | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| Meeting of nomination & remuneration committee | 19(3A) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes |
| Meeting of stakeholder relationship committee | 20(3A) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| Meeting of Risk Management Committee | 22 | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | Not Applicable |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director | 25(1) | Not Applicable |
| Maximum Tenure | 25(2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |

| | | |
|---|---------------|-----|
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| D & O Insurance for Independent Directors | 25(10) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Sd/-

Name : **Rajiv Chandan**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

| Aggregate amount advanced during six months | | | | Balance outstanding at the end of six months | | | |
|--|--|---|--|--|--|---|--|
| <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> | <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> |
| 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|---|--|---|--|
| <i>Promoter or any other entity controlled by them</i> | 0 | 0 | 0 |
| <i>Promoter Group or any other entity controlled by them</i> | 0 | 0 | 0 |
| <i>Directors (including relatives) or any other entity controlled by them</i> | 0 | 0 | 0 |
| <i>KMPs or any other entity controlled by them</i> | 0 | 0 | 0 |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of Security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|---|---|---|---|
| <i>Promoter or any other entity controlled by them</i> | 0 | 0 | 0 |
| <i>Promoter Group or any other entity controlled by them</i> | 0 | 0 | 0 |
| <i>Directors (including relatives) or any other entity controlled by them</i> | 0 | 0 | 0 |
| <i>KMPs or any other entity controlled by them</i> | 0 | 0 | 0 |

Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

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Name: Nandakumar S Tirumalai
Designation: Chief Financial Officer
Place: Mumbai
Date: 20-Apr-2022