



January 14, 2015

The General Manager,
Corporate Relations Department,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex,
Mumbai – 400 050

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance

As required under Clause **49X (B)** of the Listing Agreement, kindly find enclosed the Quarterly Compliance Report for the quarter ended December 31, 2014.

Thanking you,

Yours faithfully,
For Tata Chemicals Limited,

A handwritten signature in blue ink, appearing to read 'Rajiv Chandan', written over a blue horizontal line.

Rajiv Chandan
General Counsel & Company Secretary

Encl: 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

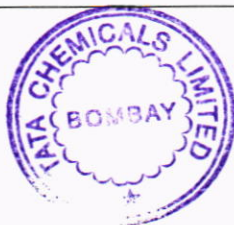


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER
CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company: TATA CHEMICALS LIMITED

Quarter ending on: DECEMBER 31, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	Criteria for performance evaluation and familiarisation programmes will be disclosed in the Annual Report. Separate Meeting of IDs will be convened in the current quarter.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The Remuneration policy and the evaluation criteria will be disclosed in the Annual Report.
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	





Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For Tata Chemicals Limited

Rajiv Chandan

General Counsel & Company Secretary

