



April 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 March 31, 2015.

Thanking you,

Yours faithfully,
For Tata Chemicals Limited,


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: MARCH 31, 2015

| 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 of Independent Directors will be disclosed in the Annual Report for FY 2014-15. |
| (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 for FY 2014-15. |
| V. Subsidiary Companies | 49 (V) | Yes | - |
| VI. Risk Management | 49 (VI) | Yes | - |
| VII. Related Party Transactions | 49 (VII) | Yes | - |
| VIII. Disclosures | 49 (VIII) | | |



| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---|
| (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 | Details will be disclosed in the Annual Report for FY 2014-15 |
| (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

