



July 25, 2018

The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Scrip Code: 500770

The Manager, Listing Department  
The National Stock Exchange of India Ltd  
Exchange Plaza  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai 400 051  
Symbol: TATACHEM

Dear Sir,

**Sub: Proceedings and Voting Results of the 79<sup>th</sup> Annual General Meeting (AGM) of the Tata Chemicals Limited ('the Company') held on July 25, 2018**

The 79<sup>th</sup> AGM of the Company was held on July 25, 2018 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai - 400 020, to transact the business as stated in the Notice dated May 18, 2018, convening the AGM.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30, Para A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') – **Annexure A.**
- 2) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure B.**
- 3) Report of the Scrutinizer dated July 25, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C.**

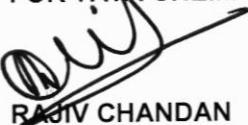
The Meeting concluded at 7:10 p.m. (IST).

The Voting Results along with the Scrutinizer's Report dated July 25, 2018 is made available on the Company's website at [www.tatachemicals.com](http://www.tatachemicals.com)

This is for your information and records.

Thanking you,

Yours faithfully,  
**FOR TATA CHEMICALS LIMITED**



**RAJIV CHANDAN**  
**GENERAL COUNSEL & COMPANY SECRETARY**

**TATA CHEMICALS LIMITED**

Bombay House 24 Homi Mody Street Fort Mumbai 400 001  
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CIN : L24239MH1939PLC002893



**Summary of proceedings of the 79<sup>th</sup> Annual General Meeting**

The 79<sup>th</sup> Annual General Meeting ("AGM" or "Meeting") of the Members of Tata Chemicals Limited ("the Company") was held on Wednesday, July 25, 2018 at 3:00 p.m. at Birla Matushi Sabhagar, 19, Sir Vithaldas Thakersey Marg, New Marine Lines, Mumbai- 400 020. The AGM was streamed live through webcast for the benefit of the shareholders who could not attend the Meeting in person.

Members were informed of the live streaming of the AGM webcast provided voluntarily by the Company.

As per Article 96(1) of the Articles of Association of the Company, Mr. Bhaskar Bhat chaired the Meeting and the requisite quorum was present. All the Directors attended the Meeting including Mr. Nasser Munjee, Chairman of the Audit Committee, Dr. Y S P Thorat, Chairman of the Nomination and Remuneration Committee and Ms. Vibha Paul Rishi, Chairperson of the Stakeholders Relationship Committee. The representatives of B S R & Co. LLP, Statutory Auditors, M/s Parikh and Associates, Secretarial Auditors and M/s. D. C. Dave & Co., Cost Auditors, were also present at the Meeting. The Chairman introduced the Union Leaders to the Members of the Company.

With the consent of the members, the Notice of the Meeting was taken as read.

The Chairman made his opening remarks covering Macro Economic Outlook, Sector and Company Performance, Company's financial performance during FY 2017-18, Opportunities and Challenges in FY 2018-19 and future outlook.

Mr. R. Mukundan, Managing Director, made a presentation covering Company's operations, financial performance of FY 2017-18, Company's strategic direction, business highlights and awards and recognitions.

The Chairman informed the members that the Company had provided its members the facility to cast their vote electronically through the NSDL system. Further, he informed the members that the e-voting facility was made available at the AGM venue for the benefit of members who were present at the Meeting and had not cast their votes through remote e-voting.

The Chairman informed that Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327) was the Scrutinizer appointed by the Board to supervise the remote e-voting and electronic voting at the AGM.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by members:

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM
3.	To declare dividend of Rs. 22 per share on the Ordinary Shares for the financial year ended March 31, 2018.	Ordinary	Remote e-voting and e-voting at AGM
4.	Re-appointment of Mr. Bhaskar Bhat (DIN: 00148778) as a Director of the Company	Ordinary	Remote e-voting and e-voting at AGM





5.	Appointment of Ms. Padmini Khare Kaicker (DIN: 00296388) as a Director and as an Independent Director of the Company	Ordinary	Remote e-voting and e-voting at AGM
6	Appointment of Mr. Zarir Langrana (DIN: 06362438) as a Director of the Company	Ordinary	Remote e-voting and e-voting at AGM
7	Appointment of Mr. Zarir Langrana (DIN: 06362438) as Executive Director of the Company	Ordinary	Remote e-voting and e-voting at AGM
8	Revision in the terms of remuneration of Mr. R. Mukundan (DIN: 00778253), Managing Director	Ordinary	Remote e-voting and e-voting at AGM
9	Re-appointment of Mr. R. Mukundan (DIN: 00778253) as Managing Director & CEO of the Company	Ordinary	Remote e-voting and e-voting at AGM
10	Payment of commission to Non-Executive Directors	Ordinary	Remote e-voting and e-voting at AGM
11	Ratification of remuneration of Cost Auditors	Ordinary	Remote e-voting and e-voting at AGM

The Chairman then invited the members to express their views, ask questions and seek clarifications on the operations and financial performance of the Company and the resolutions proposed. The Chairman along with the Managing Director appropriately responded to all the queries raised by members.

The Chairman thanked the members for attending and participating in the Meeting. The Chairman authorized Mr. R. Mukundan, Managing Director or Mr. Rajiv Chandan, General Counsel & Company Secretary to carry out the voting process and declare the results of voting. He informed the Members that the voting results will be sent to the Stock Exchanges on which the shares of the Company are listed and will also be made available on the website of the Company as well as National Securities and Depositories Limited within 48 hours of the conclusion of the Meeting.

The Scrutinizer's Report was received after conclusion of the Meeting on July 25, 2018. All the Resolutions were declared as passed with the requisite majority.

This is for your information and records.

Yours faithfully,  
Tata Chemicals Limited

Rajiv Chandan  
General Counsel & Company Secretary



**Annexure B**

**79<sup>th</sup> Annual General Meeting Voting Results**

<b>Date of Annual General Meeting</b>	<b>July 25, 2018</b>
<b>Total Number of shareholders on Record date i.e. July 18, 2018</b>	<b>1,84,898</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter Group	15
Public	448
<b>No. of shareholders present in the meeting through Video Conferencing (VC):</b>	No arrangement was made for VC
Promoter and Promoter Group	
Public	

Yours faithfully,

**FOR TATA CHEMICALS LIMITED**

**RAJIV CHANDAN**

**GENERAL COUNSEL & COMPANY SECRETARY**

**TATA CHEMICALS LIMITED**

**Resolution (1)**

**Resolution required: (Ordinary / Special)**

ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?**

NO

**To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2018, together with the Reports of the Board of Directors and Auditors thereon.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78033598	100.00	78033598	0	100.00	0.00
2	Public - Institutional holders	E-Voting	120379664	92613938	76.93	92613938	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		92613938	76.93	92613938	0	100.00	0.00
3	Public-Others	E-Voting	56342815	1451791	2.58	1451336	455	99.97	0.03
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1468382	2.61	1467927	455	99.97	0.03
Total	Total	E-Voting	<b>254756278</b>	172099327	67.55	172098872	455	100.00	0.00
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>172115918</b>	<b>67.56</b>	<b>172115463</b>	<b>455</b>	<b>100.00</b>	<b>0.00</b>

For TATA CHEMICALS LIMITED



Ravi Chaudan  
General Counsel & Company Secretary

TATA CHEMICALS LIMITED									
Resolution (2)									
Resolution required: (Ordinary / Special)							ORDINARY		
Whether promoter/ promoter group are interested in the agenda/resolution?							NO		
To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2018, together with the Report of the Auditors thereon									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78033598	100.00	78033598	0	100.00	0.00
2	Public - Institutional holders	E-Voting	120379664	92613938	76.93	92613938	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		92613938	76.93	92613938	0	100.00	0.00
3	Public-Others	E-Voting	56342815	1456104	2.58	1455649	455	99.97	0.03
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1472695	2.61	1472240	455	99.97	0.03
Total	Total	E-Voting	254756278	172103640	67.56	172103185	455	100.00	0.00
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>172120231</b>	<b>67.56</b>	<b>172119776</b>	<b>455</b>	<b>100.00</b>	<b>0.00</b>

For TATA CHEMICALS LIMITED

  
Rajiv Chandan  
General Counsel & Company Secretary



TATA CHEMICALS LIMITED									
Resolution (3)									
Resolution required: (Ordinary / Special)							ORDINARY		
Whether promoter/ promoter group are interested in the agenda/resolution?							NO		
To declare dividend on the Ordinary Shares for the financial year ended 31 March, 2018									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78033598	100.00	78033598	0	100.00	0.00
2	Public - Institutional holders	E-Voting	120379664	101704233	84.49	101704233	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		101704233	84.49	101704233	0	100.00	0.00
3	Public-Others	E-Voting	56342815	1471962	2.61	1471160	802	99.95	0.05
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1488553	2.64	1487751	802	99.95	0.05
Total	Total	E-Voting	254756278	181209793	71.13	181208991	802	100.00	0.00
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>181226384</b>	<b>71.14</b>	<b>181225582</b>	<b>802</b>	<b>100.00</b>	<b>0.00</b>

For TATA CHEMICALS LIMITED

  
Rajesh Chaudhary  
General Counsel & Company Secretary

TATA CHEMICALS LIMITED									
Resolution (4)									
Resolution required: (Ordinary / Special)							ORDINARY		
Whether promoter/ promoter group are interested in the agenda/resolution?							NO		
To appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation, and being eligible, offers himself for re-appointment									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78033598	100.00	78033598	0	100.00	0.00
2	Public - Institutional holders	E-Voting	120379664	101724817	84.50	77214497	24510320	75.91	24.09
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		101724817	84.50	77214497	24510320	75.91	24.09
3	Public-Others	E-Voting	56342815	1469248	2.61	1466431	2817	99.81	0.19
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1485839	2.64	1483022	2817	99.81	0.19
Total	Total	E-Voting	254756278	181227663	71.14	156714526	24513137	86.47	13.53
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>181244254</b>	<b>71.14</b>	<b>156731117</b>	<b>24513137</b>	<b>86.48</b>	<b>13.52</b>

For TATA CHEMICALS LIMITED

  
Rajiv Chandan  
General Counsel & Company Secretary



**TATA CHEMICALS LIMITED**

**Resolution (5)**

**Resolution required: (Ordinary / Special)** ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?** NO

**Appointment of Ms. Padmini Khare Kaicker as a Director and as an Independent Director of the Company**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>78033598</b>	<b>100.00</b>	<b>78033598</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	E-Voting	120379664	101724817	84.50	101370967	353850	99.65	0.35
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>101724817</b>	<b>84.50</b>	<b>101370967</b>	<b>353850</b>	<b>99.65</b>	<b>0.35</b>
3	Public-Others	E-Voting	56342815	1471252	2.61	1469235	2017	99.86	0.14
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1487843</b>	<b>2.64</b>	<b>1485826</b>	<b>2017</b>	<b>99.86</b>	<b>0.14</b>
Total		E-Voting	<b>254756278</b>	181229667	71.14	180873800	355867	99.80	0.20
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>181246258</b>	<b>71.14</b>	<b>180890391</b>	<b>355867</b>	<b>99.80</b>	<b>0.20</b>

For TATA CHEMICALS LIMITED

  
Raj Chaudhary

General Counsel & Company Secretary

TATA CHEMICALS LIMITED									
Resolution (6)									
Resolution required: (Ordinary / Special)							ORDINARY		
Whether promoter/ promoter group are interested in the agenda/resolution?							NO		
Appointment of Mr. Zarir Langrana as a Director of the Company									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78033598	100.00	78033598	0	100.00	0.00
2	Public - Institutional holders	E-Voting	120379664	101724817	84.50	101724817	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		101724817	84.50	101724817	0	100.00	0.00
3	Public-Others	E-Voting	56342815	1469694	2.61	1467120	2574	99.82	0.18
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1486285	2.64	1483711	2574	99.83	0.17
Total	Total	E-Voting	254756278	181228109	71.14	181225535	2574	100.00	0.00
		Poll		16593	0.01	16593	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>181244702</b>	<b>71.14</b>	<b>181242128</b>	<b>2574</b>	<b>100.00</b>	<b>0.00</b>

For TATA CHEMICALS LIMITED

  
Rajiv Chandra  
General Counsel & Company Secretary

**TATA CHEMICALS LIMITED**

**Resolution (7)**

<b>Resolution required: (Ordinary / Special)</b>	ORDINARY
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	NO

**Appointment of Mr. Zarir Langrana as Executive Director of the Company**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>78033598</b>	<b>100.00</b>	<b>78033598</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	E-Voting	120379664	101724817	84.50	77514040	24210777	76.20	23.80
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>101724817</b>	<b>84.50</b>	<b>77514040</b>	<b>24210777</b>	<b>76.20</b>	<b>23.80</b>
3	Public-Others	E-Voting	56342815	1471040	2.61	1467028	4012	99.73	0.27
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1487631</b>	<b>2.64</b>	<b>1483619</b>	<b>4012</b>	<b>99.73</b>	<b>0.27</b>
Total		E-Voting	<b>254756278</b>	181229455	71.14	157014666	24214789	86.64	13.36
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>181246046</b>	<b>71.14</b>	<b>157031257</b>	<b>24214789</b>	<b>86.64</b>	<b>13.36</b>

For TATA CHEMICALS LIMITED

  
Rajiv Chandan  
General Counsel & Company Secretary

TATA CHEMICALS LIMITED									
Resolution (8)									
Resolution required: (Ordinary / Special)							ORDINARY		
Whether promoter/ promoter group are interested in the agenda/resolution?							NO		
Revision in the terms of remuneration of Mr. R. Mukundan, Managing Director									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78033598	100.00	78033598	0	100.00	0.00
2	Public - Institutional holders	E-Voting	120379664	101724817	84.50	101720329	4488	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		101724817	84.50	101720329	4488	100.00	0.00
3	Public-Others	E-Voting	56342815	1471935	2.61	1459148	12787	99.13	0.87
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1488526	2.64	1475739	12787	99.14	0.86
Total	Total	E-Voting	254756278	181230350	71.14	181213075	17275	99.99	0.01
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>181246941</b>	<b>71.15</b>	<b>181229666</b>	<b>17275</b>	<b>99.99</b>	<b>0.01</b>

For TATA CHEMICALS LIMITED

  
Raju Mukundan  
General Counsel & Company Secretary

**TATA CHEMICALS LIMITED**

**Resolution (9)**

Resolution required: (Ordinary / Special)

ORDINARY

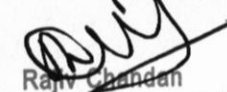
Whether promoter/ promoter group are interested in the agenda/resolution?

NO

**Re-appointment of Mr. R. Mukundan as Managing Director & CEO of the Company**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78033598	100.00	78033598	0	100.00	0.00
2	Public - Institutional holders	E-Voting	120379664	101724817	84.50	100105210	1619607	98.41	1.59
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		101724817	84.50	100105210	1619607	98.41	1.59
3	Public-Others	E-Voting	56342815	1471395	2.61	1465736	5659	99.62	0.38
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1487986	2.64	1482327	5659	99.62	0.38
Total	Total	E-Voting	<b>254756278</b>	181229810	71.14	179604544	1625266	99.10	0.90
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>181246401</b>	<b>71.15</b>	<b>179621135</b>	<b>1625266</b>	<b>99.10</b>	<b>0.90</b>

For TATA CHEMICALS LIMITED



Rajiv Chaudan  
General Counsel & Company Secretary



TATA CHEMICALS LIMITED									
Resolution (10)									
Resolution required: (Ordinary / Special)							ORDINARY		
Whether promoter/ promoter group are interested in the agenda/resolution?							NO		
Payment of commission to Non-Executive Directors									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78033598	100.00	78033598	0	100.00	0.00
2	Public - Institutional holders	E-Voting	120379664	101704233	84.49	101699745	4488	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		101704233	84.49	101699745	4488	100.00	0.00
3	Public-Others	E-Voting	56342815	1471817	2.61	1463893	7924	99.46	0.54
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1488408	2.64	1480484	7924	99.47	0.53
Total	Total	E-Voting	254756278	181209648	71.13	181197236	12412	99.99	0.01
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>181226239</b>	<b>71.14</b>	<b>181213827</b>	<b>12412</b>	<b>99.99</b>	<b>0.01</b>

For TATA CHEMICALS LIMITED

  
Rajesh Handan  
General Counsel & Company Secretary



**TATA CHEMICALS LIMITED**

**Resolution (11)**

**Resolution required: (Ordinary / Special)**

ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?**

NO

**Ratification of Remuneration of Cost Auditors**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	78033799	78033598	100.00	78033598	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		78033598	100.00	78033598	0	100.00	0.00
2	Public - Institutional holders	E-Voting	120379664	101704233	84.49	101704233	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		101704233	84.49	101704233	0	100.00	0.00
3	Public-Others	E-Voting	56342815	1472279	2.61	1469992	2287	99.84	0.16
		Poll		16591	0.03	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		1488870	2.64	1486583	2287	99.85	0.15
Total	Total	E-Voting	<b>254756278</b>	181210110	71.13	181207823	2287	100.00	0.00
		Poll		16591	0.01	16591	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>181226701</b>	<b>71.14</b>	<b>181224414</b>	<b>2287</b>	<b>100.00</b>	<b>0.00</b>

For TATA CHEMICALS LIMITED

  
Raj Chaudhary  
General Counsel & Company Secretary

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :

111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
**Tata Chemicals Limited**  
Bombay House,  
24, Homi Mody Street,  
Fort, Mumbai - 400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through electronic voting system at the 79<sup>th</sup> Annual General Meeting of Tata Chemicals Limited held on Wednesday, 25 July, 2018 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400020**

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Chemicals Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 79<sup>th</sup> Annual General Meeting (AGM) of Tata Chemicals Limited on Wednesday, July 25, 2018 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 25, 2018.

The Notice dated May 18, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date, of Wednesday, July 18, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Friday, July 20, 2018 (9.00 a.m. IST) and ended on Tuesday, July 24, 2018 (5.00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting through electronic voting system at the meeting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through electronic voting system at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2018, together with the Reports of the Board of Directors and Auditors thereon

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
789	17,21,15,463	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	455	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 2: Ordinary Resolution**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2018, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
794	17,21,19,776	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	455	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 3: Ordinary Resolution**

To declare dividend on the Ordinary Shares for the financial year ended 31 March, 2018.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
798	18,12,25,582	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	802	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL





**Resolution 4: Ordinary Resolution**

To appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
700	15,67,31,117	86.48

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
105	2,45,13,137	13.52

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 5: Ordinary Resolution****Appointment of Ms. Padmini Khare Kaicker as a Director and as an Independent Director of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
759	18,08,90,391	99.80

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
40	3,55,867	0.20

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 6: Ordinary Resolution****Appointment of Mr. Zarir Langrana as a Director of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
754	18,12,42,128	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
38	2,574	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 7: Ordinary Resolution****Appointment of Mr. Zarir Langrana as Executive Director of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
684	15,70,31,257	86.64

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	2,42,14,789	13.36

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 8: Ordinary Resolution**

Revision in the terms of remuneration of Mr. R. Mukundan, Managing Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
749	18,12,29,666	99.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	17,275	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 9: Ordinary Resolution**

**Re-appointment of Mr. R. Mukundan as Managing Director & CEO of the Company.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
751	17,96,21,135	99.10

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
45	16,25,266	0.90

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL





**Resolution 10: Ordinary Resolution****Payment of commission to Non-Executive Directors.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
733	18,12,13,827	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66	12,412	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 11: Ordinary Resolution****Ratification of Remuneration of Cost Auditors.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
768	18,12,24,414	100.00 (Rounded Off)

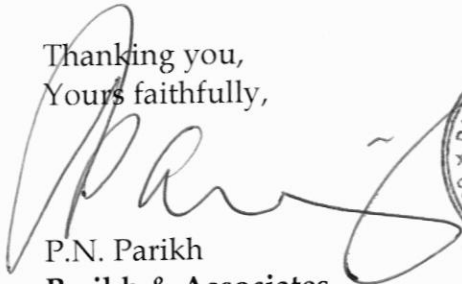
(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
38	2,287	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,  
Yours faithfully,




P.N. Parikh  
**Parikh & Associates**  
**Practising Company Secretaries**  
 FCS: 327 CP No.: 1228  
 111,11th Floor, Sai Dwar CHS Ltd  
 Sab TV Lane, Opp. Laxmi Indl. Estate,  
 Off Link Road, Above Shabari Restaurant,  
 Andheri West, Mumbai - 400053

Place: Mumbai  
 Dated: July 25, 2018

For TATA CHEMICALS LIMITED

  
 Rajiv Chandan  
 General Counsel & Company Secretary