



BSE01C

July 4, 2013

→ The Manager,
Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

(Mr. Jayesh. A)



BSE Symbol: TATACHEM

Dear Sir

Sub: Proposed amalgamation of Homefield International Pvt. Ltd. ('Transferor Company' or 'Homefield'), with Tata Chemicals Limited (the "Company")

Ref: Filing of the Scheme in terms of the Clause 24 (f) of the Listing Agreement and Securities Exchange Board of India ('SEBI') circular CIR/CFD/DIL/5/2013 dated February 4, 2013 (the 'Circular') vide our application letter dated April 4, 2013 and revised Circular CIR/CFD/DIL/8/2013 dated May 21, 2013 ('Revised Circular')

1. We refer to our application letter dated April 4, 2013 and to the Revised Circular. Pursuant to the clarification provided under the Revised Circular, we would like to submit the following with respect to the Proposed Merger:

(i) *Submission of Valuation Report from Independent Chartered Accountant:*

The proposed Scheme of Amalgamation involves the merger of a wholly owned subsidiary with its parent company and accordingly the shareholding and other rights of the members of the resulting/ transferee company will remain unaffected as no new shares are being issued and there is no change in the shareholders and shareholding pattern of the resulting/ transferee company. We are enclosing the Audited Financial Results as on March 31, 2013 of Homefield International Pvt. Ltd. as **Annexure A**.

(ii) *Submission of Fairness Opinion from Merchant Banker:*

Fairness opinion dated July 2, 2013 issued by M/s. Kotak Mahindra Capital Company Limited is enclosed as **Annexure B**.

(iii) *Requirement to ensure that the scheme submitted with the Hon'ble Court for sanction, provides for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to the resolution, is not applicable:*

As required under Para 5.16(b) of the Circular, the Company has furnished an undertaking stating that the requirement stated at Para 5.16(a) of the Circular is not applicable to the proposed Scheme and providing the reasons for such non-applicability. The said undertaking certified by the auditor and duly approved by the Board of Directors of the Company has been enclosed herewith as **Annexure C**.



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2. In view of the facts and circumstances stated above, it is humbly submitted and prayed that the Stock Exchange may be pleased to grant their no-objection to the proposed Scheme as required under the Listing Agreement.

Should you have any other queries in relation to the application, we would be glad to furnish the same.

We request you to acknowledge the receipt of this letter and forward the same to SEBI. (A copy of the application has been marked to SEBI and NSE as well).

Yours faithfully,

For **Tata Chemicals Limited**


Ravi Chandan
General Counsel & Company Secretary

Copy to:

Mr. Sunil Kadam / Ms. Pooja Makhija
Securities and Exchange Board of India
SEBI Bhavan, Plot No C4/A, "G" Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

Corporate Relations Department,
The National Stock Exchange of India Ltd,
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