



## TATA CHEMICALS LIMITED

Corporate Identify Number (CIN) - L24239MH1939PLC002893  
Registered Office: Bombay House, 24, Homi Mody Street, Fort, Mumbai 400 001  
Tel. No: 91 22 6665 8282 Fax No: 91 22 6665 8143/44  
Email : investors@tatachemicals.com Website: www.tatachemicals.com

### POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the business mentioned in the Resolutions appended below to be passed by way of Postal Ballot/E-voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed Mr. P. N. Parikh or failing him, Mr. Mitesh Dhabliwala of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the duly completed form in original in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Monday, 9th February, 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the Notice. References to Postal Ballot(s) in this Notice include votes received electronically.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by a Director or the Company Secretary of the Company on Thursday, 12th February, 2015 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website viz. www.tatachemicals.com.

#### RESOLUTIONS:

##### 1. Alteration of the Object Clause of the Memorandum of Association of the Company:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) thereof for the time being in force and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s) or modification(s) as may be required or suggested by any of such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee or one or more Directors), the consent of the Members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association by inserting the following Clause III (14)(a) after Clause III (14) in the manner set out hereunder:

*'(14)(a) To carry on the business of buyers, sellers, traders, importers, exporters, manufacturers, dealers whether by self or any third party, processors, commission agents, distributors, dealers and representatives in any legal form and also to process, produce, mix, pack, preserve, freeze, extract, refine and deal in all types of food including but not limited to confectionary, nutrition, milk and milk products, processed foods, performance nutrition, fibres, all kind of flour whether single or multi grain, health and wellness foods, protein foods, food products, agro foods, fast foods, packed foods, food grains, edible commodities, pulses or lentils whether processed or otherwise, water purifiers, water filters, systems, appliances, devices, products, methods or apparatus in relation to water dispensation, purification and treatment, value added food additive and food products, baking and cooking soda and products that contain the same including edible and non-edible applications, staples, cereals, pseudo cereals and processed derivatives thereof, spices, seasonings, ready to eat processed food products, nutritional solutions, natural, novel and processed foods, ingredients and formulations thereof, inorganic and organic materials and compounds based on novel processing and synthesis knowhow, ready to cook foods and spices, spice mixes and pastes or semi processed food products, sugar, sugar products, vegetable, ghee, edible oil, cooking oil, mineral oil, pre and pro biotic foods, sugar substitutes, natural foods, cocoa based, and other food products in and outside India.'*

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or Officer(s) or Employee(s) of the Company in order to give effect to this Resolution."

## **2. Appointment of Ms. Vibha Paul Rishi as an Independent Director of the Company:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms Vibha Paul Rishi (DIN No. 05180796) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st September, 2014 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Vibha Paul Rishi (DIN: 05180796), a Non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 1st September, 2014 to 31st August, 2019.”

**By Order of the Board of Directors  
For Tata Chemicals Limited**

**Rajiv Chandan  
General Counsel & Company Secretary**

**Mumbai, December 22, 2014**

**Registered Office:  
Bombay House,  
24, Homi Mody Street, Fort,  
Mumbai 400 001**

### **Notes:**

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Resolutions at Item Nos. 1 & 2 above, are appended herein below along with the Form for your consideration.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, 19th December, 2014. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said date.
3. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is offering e-voting facility to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the members to cast their votes electronically.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through speed/registered post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link [www.evoting.nsd.com](http://www.evoting.nsd.com) or from the 'Investors' section on the Company's website [www.tatachemicals.com](http://www.tatachemicals.com).
5. Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Ballot and e-voting, the votes cast through ballot shall prevail and the votes cast through e-voting shall be considered invalid.
6. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrars and Transfer Agents / Depositories in order to receive the Company's Annual Report and other communications electronically.

### **7. PROCESS FOR MEMBERS OPTING FOR E-VOTING**

**A.** In case of Members receiving the Postal Ballot Form by E-mail:

- i) Open e-mail and open PDF file viz; “TCL e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
- iii) Click on “Shareholder – Login”.
- iv) Insert user ID and password as initial password noted in step 7 (A) (i) above. Click “Login”
- v) “Password change” menu appears. Change the password with new password of your choice with minimum 8

digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi) Home page of “e-Voting” opens. Click on “e-Voting: Active E-voting Cycles”.
- vii) Select “EVEN” (Electronic Voting Event Number) of Tata Chemicals Limited.
- viii) Now you are ready for e-Voting as “Cast Vote” page opens.
- ix) Cast your vote by selecting appropriate option and click on “Submit” and also click on “Confirm” when prompted.
- x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at [tcl.scrutinizer@gmail.com](mailto:tcl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case of Members receiving Postal Ballot Form by Post:**

- i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
- ii) Please follow all steps from Sr. No. 7A(ii) to (xii) above, to cast your vote.

C. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

D. In case of any queries, you may refer to the ‘Frequently Asked Questions’ (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL’s E-Voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You can also send your queries / grievances relating to e-voting to the e-mail ID :- [tcl.scrutinizer@gmail.com](mailto:tcl.scrutinizer@gmail.com) or at the address of TSR Darashaw Limited.

E. The period for e-voting starts on Sunday, 11th January, 2015 and ends on Monday, 9th February, 2015. E-voting shall be disabled by NSDL at 5:00 p.m. on Monday, 9th February, 2015.

**Explanatory Statement as required under Section 102 of the Companies Act, 2013 (‘the Act’)**

**Item No. 1**

The Company has its presence across organic chemicals comprising soda ash, salt, sodium bicarbonate, marine chemicals, caustic soda and cement; fertilisers comprising fertilisers and other traded products and other agri inputs. The Company’s product ‘Tata Salt’ is one of the leading products in its category.

Tata Salt has played a pioneering role in improving the country’s nutritional well-being through iodised and fortified salt. The Company through its existing products touches more than 400 million consumers. The branded packaged food segment is growing at a higher rate than non-foods. The consumers concern for quality and safety, and desire to experiment has led to increased consumption of branded packaged foods. Growing health consciousness and increasing incidences of lifestyle diseases is driving the consumption of health and wellness foods.

While Tata Salt continues to be the mainstay for the Company’s consumer products business, in order to capture the changing food habits of Indian customers and to leverage the reach of Tata Salt and the trust it has created over the years, the Company plans to focus on the growth and expansion of its business in relation to: (i) various food & nutritional solution products and (ii) water treatment products.

The Company believes that food and food – related products, nutritional solution products and water treatment products are likely to be some of the key sectors which have potential for further growth in India. While the Company has undertaken certain exploratory steps to assess and evaluate opportunities in these areas in the past, the Company is now planning to roll out these products through its existing consumer products distribution network. In this direction, the Company plans to introduce many new products in the years to come including staples, cereals, spices, ready to cook spice mixes, pastes, ready to eat processed food products, ready to cook or semi processed food products, wellness products, etc.

In this regard, it is proposed to amend the Object Clause of the Memorandum of Association by inserting an appropriate clause. The provisions of Section 13 of the Act and the Rules framed thereunder require the Company to seek the approval of the members by way of Special Resolution to alter the Object Clause of the Memorandum of Association of the Company. Further, as per the provisions of Section 110 of the Act and the Rules framed thereunder, the alteration of the Object Clause of the Memorandum of Association of the Company is required to be approved by the members by means of postal ballot.

Your Directors recommend the resolution set out at Item no. 1 of the accompanying Notice for approval of Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way concerned or interested, financial or otherwise, in the resolution set out in the accompanying Notice.

A draft of the Memorandum of Association of the Company after incorporating the above amendments to the Objects Clause is available for inspection at the registered office of the Company on all working days (except Saturday and Sunday) during normal working hours of the Company.

**Item No. 2**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Vibha Paul Rishi as an Additional Director with effect from 1st September, 2014 to hold office as Director till the date of the forthcoming Annual General Meeting pursuant to Section 161 of the Act and Articles of Association of the Company.

Ms. Vibha Paul Rishi, 54 years, is a graduate in Economics from Delhi University and Master of Business Administration (specialization in Marketing) from the Faculty of Management Studies, New Delhi.

Ms. Rishi is an experienced marketing professional with stints in Indian and international markets. Her last role was as the Executive Director, Brand and Human Capital of Max India Limited.

Prior to this, she was a Director, Marketing and Customer Strategy at the Future Group. She served PepsiCo for 17 years in leadership roles in marketing and innovation in India, US and UK. She was from one of the founding teams of PepsiCo when it was set up in India. She later moved to PepsiCo's headquarters to be a part of its international marketing team. This was followed by an innovation leadership role in London.

As on the date of this Notice, she holds directorship of Entertainment Network (India) Limited, Future Consumer Enterprise Limited, Asian Paints Limited, Escorts Limited and The Indian Hotels Company Limited.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under Clause 49 of the Listing Agreement, Ms. Rishi, being eligible, is proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto 31st August, 2019, not being liable to retire by rotation. The Company has received a Notice in writing from a Member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Rishi for the office of Director of the Company.

Ms. Rishi has consented to act as a Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Ms. Rishi fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and she is independent of the management.

The terms and conditions of appointment of Ms. Rishi as an Independent Director is available for inspection at the registered office of the Company during normal working hours on all working days (except Saturday & Sunday).

Having regard to the qualifications, experience and knowledge, her appointment as an Independent Director will be in the interest of the Company. The Board recommends the resolution as set out at Item no. 2 of the accompanying Notice for the approval by the members of the Company by way of an Ordinary Resolution.

As on date of this Notice, she does not hold by herself or for any other person on a beneficial basis, any ordinary share in the Company. She is not related to any other Director of the Company.

Except Ms. Rishi, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out in the accompanying Notice.

This Explanatory Statement may be regarded as a disclosure under clause 49 of the Listing Agreement.

**By Order of the Board of Directors  
For Tata Chemicals Limited**

**Rajiv Chandan  
General Counsel & Company Secretary**

**Mumbai, December 22, 2014**

**Registered Office:  
Bombay House,  
24, Homi Mody Street, Fort,  
Mumbai 400 001**