



December 23, 2016

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

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

Dear Sirs,

Re: Proceedings and Voting Results of the Extraordinary General Meeting of the Company held on December 23, 2016

The Extraordinary General Meeting (EGM) of the Company was held on December 23, 2016 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020. The EGM was convened at the requisition of Tata Sons Limited, Promoter and Principal Shareholder of the Company.

The following resolutions were considered at the meeting:

- i. Removal of Mr. Nusli N. Wadia as Director
- ii. Appointment of Mr. Bhaskar Bhat as a Director of the Company
- iii. Appointment of Mr. S. Padmanabhan as a Director of the Company

In this regard, please find enclosed following disclosures:

- i. Summary of proceedings of the EGM, as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) (**Annexure A**).
- ii. Voting results in respect of the business conducted at the EGM, as required under Regulation 44(3) of the SEBI LODR Regulations (**Annexure B**) along with the Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and the rules framed thereunder (**Annexure C**) respectively. The same is also uploaded on the Company's website at www.tatachemicals.com and on the National Securities Depository Limited website at www.evoting@nsdl.com.

Further, as already informed to the stock exchanges vide our letter dated December 17, 2016, the Hon'ble Bombay High Court has on December 16, 2016 in the matter of Mr. Janak Mathuradas & Ors against Union of India & Ors (Tata Chemicals Limited being Defendant No. 4) ordered that the resolution passed at the EGM with regard to the removal of Mr. Nusli N. Wadia as a Director of the Company, shall be subject to the orders passed by the Court at the

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



interim stage and also, until further orders, one seat among the Directors permissible under the Articles of Association of the Company will remain unfilled.

The above is for the information of the investors and for your records.

Yours faithfully,

For Tata Chemicals Limited

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

**Rajiv Chandan
General Counsel & Company Secretary**

Encl: As Above

**Summary of proceedings of the Extraordinary General Meeting**

An Extraordinary General Meeting (EGM) of the Members of Tata Chemicals Limited ('the Company') was held on Friday, December 23, 2016 at 3:00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai- 400020.

Mr. Nasser Munjee (Chairman of the Audit Committee) chaired the EGM. The requisite quorum being present, the Chairman called the meeting to order. All the Directors, except Mr. Nusli N. Wadia and Ms. Vibha Paul Rishi, attended the Meeting. In his opening remarks, the Chairman informed that the EGM of the Company had been called on the Requisition and Special Notice dated November 10, 2016 issued by Tata Sons Limited, Promoter of the Company holding 19.35% of the paid up Equity Capital of the Company, pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 ('the Act') for the removal of Mr. Cyrus P. Mistry and Mr. Nusli N. Wadia as Directors of the Company. Additionally, the Company had also received a Notice under Section 160 of the Act from Tata Sons Limited dated November 16, 2016 stating its intention to propose the candidature of Mr. Bhaskar Bhat and Mr. S. Padmanabhan for the office of Directors of the Company alongwith the deposits as prescribed. The Company had also received representations dated December 5, 2016 and December 14, 2016 from Mr. Cyrus P. Mistry and Mr. Nusli N. Wadia respectively. Notice convening the EGM and the representations made by the two Directors in terms of Section 169(4) of the Act were circulated to the Members of the Company. With the permission of the Members, the Notice convening the EGM and the written representations of Mr. Cyrus P. Mistry and Mr. Nusli N. Wadia were taken as read.

The Chairman further stated that Mr. Cyrus P. Mistry had resigned on December 19, 2016 and various formalities pertaining thereto had been completed on the same day. The resolution pertaining to the removal of Mr. Cyrus P. Mistry as Director, had become infructuous and was dropped and only the business under resolution nos. 2 (Removal of Mr. Nusli N. Wadia as Director of the Company), 3 (Appointment of Mr. Bhaskar Bhat as a Director of the Company) and 4 (Appointment of Mr. S. Padmanabhan as a Director of the Company) in the Notice of the EGM were taken up at the meeting.

Mr. Wadia was not present and as per his request, his letter dated December 22, 2016 addressed to the Members was read out by the Company Secretary. On an invitation by the Chairman, Mr. Ishaat Hussain representing the requisitioner, Tata Sons Limited, spoke at the meeting clarifying certain issues raised by Mr. Wadia.

The Chairman informed the Members that the facility of remote e-voting was made available to the Members during the period from December 20, 2016 to December 22, 2016 and the facility for electronic voting was provided at the Meeting. The Chairman then informed that Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327), was appointed as the Scrutinizer to conduct the remote e-voting and electronic voting at the Meeting in an independent and fair manner. The procedure for electronic voting at the Meeting was explained by the Company Secretary. The Chairman informed that the Members who were present at the Meeting but had not cast their votes by remote e-voting may cast the votes at the EGM.

The Chairman then invited the Members to speak at the EGM on the items of business proposed to be transacted. The Members spoke and relevant queries from the Members were replied by the Chairman.

The Chairman thanked the Members for attending and participating in the EGM and requested the Members to continue voting. Seeking their leave, the Chairman authorised the Company Secretary to oversee the voting process, accept the Scrutinizer's Report alongwith the Managing Director of the Company and announce the results within the prescribed period.

After giving opportunity to the Members present to cast their vote, the Company Secretary announced the closure of the voting. The Scrutinizer's Report was received on the same date and as set out therein the said resolutions were passed with the requisite majority.

Yours faithfully,
For Tata Chemicals Limited

Rajiv Chandan
General Counsel & Company Secretary



ANNEXURE B

TATA CHEMICALS LIMITED

Voting Results of the Extraordinary General Meeting

Date of Extraordinary General Meeting	December 23, 2016
Total number of shareholders as on record date	1,83,887
Number of shareholders present in the meeting either in person or through proxy	908
Promoter and Promoter Group	6
Public	902
Number of shareholders attended the meeting through Video Conferencing	None
Promoter and Promoter Group	None
Public	None

For Tata Chemicals Limited

Rajiv Chandan
General Counsel & Company Secretary

TATA CHEMICALS LIMITED

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TATA CHEMICALS LIMITED

Removal of Mr. Nusli N. Wadia as a Director
Resolution required - Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? NO
Resolution No 2

	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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	E-Voting	78472357	78391997	99.90	78391997	0	100.00	0.00
		Poll	78472357	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	78472357	0	0.00	0	0	0.00	0.00
		Total	78472357	78391997	99.90	78391997	0	100.00	0.00
2	Public - Institutional holders	E-Voting	122795030	66225782	53.93	30163021	36062761	45.55	54.45
		Poll	122795030	3863845	3.15	3863845	0	100.00	0.00
		Postal Ballot (if applicable)	122795030	0	0.00	0	0	0.00	0.00
		Total	122795030	70089627	57.08	34026866	36062761	48.55	51.45
3	Public-Others	E-Voting	53488891	317816	0.59	211203	106613	66.45	33.55
		Poll	53488891	305808	0.57	194053	111755	63.46	36.54
		Postal Ballot (if applicable)	53488891	0	0.00	0	0	0.00	0.00
		Total	53488891	623624	1.17	405256	218368	64.98	35.02
Total	Total	E-Voting	254756278	144935595	56.89	108766221	36169374	75.04	24.96
		Poll	254756278	4169653	1.64	4057898	111755	97.32	2.68
		Postal Ballot (if applicable)	254756278	0	0.00	0	0	0.00	0.00
		Total	254756278	149105248	58.53	112824119	36281129	75.67	24.33



TATA CHEMICALS LIMITED

RAJIV CHANDAN

GENERAL COUNSEL & COMPANY SECRETARY



TATA CHEMICALS LIMITED

Appointment of Mr. Bhaskar Bhat as a Director of the Company

Resolution required - Ordinary

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

Resolution No 3

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes outstandi ng 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	78472357	78391997	99.90	78391997	0	100.00	0.00
		Poll	78472357	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	78472357	0	0.00	0	0	0.00	0.00
		Total	78472357	78391997	99.90	78391997	0	100.00	0.00
2	Public - Institutional holders	E-Voting	122795030	83640393	68.11	48373709	35266684	57.84	42.16
		Poll	122795030	8407522	6.85	8407522	0	100.00	0.00
		Postal Ballot (if applicable)	122795030	0	0.00	0	0	0.00	0.00
		Total	122795030	92047915	74.96	56781231	35266684	61.69	38.31
3	Public-Others	E-Voting	53488891	312122	0.58	219681	92441	70.38	29.62
		Poll	53488891	308218	0.58	193948	114270	62.93	37.07
		Postal Ballot (if applicable)	53488891	0	0.00	0	0	0.00	0.00
		Total	53488891	620340	1.16	413629	206711	66.68	33.32
Total	Total	E-Voting	254756278	162344512	63.73	126985387	35359125	78.22	21.78
		Poll	254756278	8715740	3.42	8601470	114270	98.69	1.31
		Postal Ballot (if applicable)	254756278	0	0.00	0	0	0.00	0.00
		Total	254756278	171060252	67.15	135586857	35473395	79.26	20.74

TATA CHEMICALS LIMITED

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GENERAL COUNSEL & COMPANY SECRETARY



TATA CHEMICALS LIMITED

Appointment of Mr. S. Padmanabhan as a Director of the Company
Resolution required - Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution? NO
Resolution No 4

	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
		E-Voting	[1] 78472357	[2] 78391997	99.90	[4] 78391997	[5] 0	100.00	0.00
		Poll	78472357	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	78472357	0	0.00	0	0	0.00	0.00
		Total	78472357	78391997	99.90	78391997	0	100.00	0.00
1	Promoter and Promoter Group	E-Voting	122795030	83640393	68.11	65521346	18119047	78.34	21.66
		Poll	122795030	8407522	6.85	8407522	0	100.00	0.00
		Postal Ballot (if applicable)	122795030	0	0.00	0	0	0.00	0.00
		Total	122795030	92047915	74.96	73928868	18119047	80.32	19.68
2	Public - Institutional holders	E-Voting	53488891	312279	0.58	219282	92997	70.22	29.78
		Poll	53488891	316068	0.59	201252	114816	63.67	36.33
		Postal Ballot (if applicable)	53488891	0	0.00	0	0	0.00	0.00
		Total	53488891	628347	1.17	420534	207813	66.93	33.07
3	Public-Others	E-Voting	254756278	162344669	63.73	144132625	18212044	88.78	11.22
		Poll	254756278	8723590	3.42	8608774	114816	98.68	1.32
		Postal Ballot (if applicable)	254756278	0	0.00	0	0	0.00	0.00
		Total	254756278	171068259	67.15	152741399	18326860	89.29	10.71

TATA CHEMICALS LIMITED


RAJIV-CHANDAN

GENERAL COUNSEL & COMPANY SECRETARY

PARIKH & ASSOCIATES
COMPANY SECRETARIES

ANNEXURE C

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 of the Extraordinary General Meeting
Tata Chemicals Limited
Bombay House, 24 Homi Mody Street,
Fort, Mumbai - 400001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on 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 electronic voting at the Extraordinary General Meeting of Tata Chemicals Limited held on Friday, December 23, 2016 at 3.00 p.m.

I, P. N. Parikh of M/s. Parikh & Associates, Practicing 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 and the electronic voting process at the meeting in respect of the below mentioned resolutions.

The Notice dated November 22, 2016 along with statement setting out material facts under Section 102 of the Act was sent to the Shareholders in respect of the below mentioned resolutions.

The Company had availed the remote 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 electronic voting facility to the shareholders present at the EGM 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 December 16, 2016 were entitled to vote on the resolution as contained in the Notice of the EGM.

The voting period for remote e-voting commenced on Tuesday, December 20, 2016 at 09:00 a.m. (IST) and ended on Thursday, December 22, 2016 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the electronic voting at the EGM, the report on voting done at the meeting was generated in my presence and the same 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 and after the conclusion of the voting at the EGM, the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and electronic voting system at the EGM.

I now submit my consolidated Report as under on the result of the remote e-voting and electronic voting at the EGM in respect of the said Resolution.



Resolution 1: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

The Chairman of the meeting announced that in view of the resignation of Mr. Cyrus Mistry as Director of the Company effective December 19, 2016, the resolution for his removal has become infructuous and has been dropped. Hence, no voting for this item of the agenda took place at the meeting and the result of remote e-voting for the same has not been provided in the report.

Resolution 2: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Nusli N. Wadia (Director Identification Number 00015731) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

(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
945	11,28,24,119	75.67

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
318	3,62,81,129	24.33

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
14	1,73,082



Resolution 3: Ordinary Resolution

“RESOLVED THAT Mr. Bhaskar Bhat(Director Identification Number 00148778) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”

(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
995	13,55,86,857	79.26

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
290	3,54,73,395	20.74

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
14	1,73,082



Resolution 4: Ordinary Resolution

"RESOLVED THAT Mr. S. Padmanabhan (Director Identification Number 00306299) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

(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
1,015	15,27,41,399	89.29

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
273	1,83,26,860	10.71

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
10	1,63,732

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



For TATA CHEMICALS LTD.

MANAGING DIRECTOR

Place: Mumbai

Dated: December 23, 2016