

August 10, 2017

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, Madam,

Sub: Proceedings and Voting Results of the 78th Annual General Meeting (AGM) of the Tata Chemicals Limited ('the Company') held on August 9, 2017

The 78th AGM of the Company was held on August 9, 2017 at 3.00 p.m. at the 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 26, 2017, convening the AGM.

In this regard, please find enclosed the following:

- 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.**
- Report of the Scrutinizer dated August 9, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – Annexure C.

The Voting Results along with the Scrutinizer's Report dated August 9, 2017 is made available on the Company's website at www.tatachemicals.com

This is for your information and records.

Thanking you,

Yours faithfully,

FOR TATA CHEMICALS LIMITED

RAJIV CHANDAN

GENERAL COUNSEL & COMPANY SECRETARY



Annexure A

Summary of proceedings of the 78th Annual General Meeting

The 78th Annual General Meeting (AGM) of the Members of Tata Chemicals Limited ('the Company') was held on Wednesday, August 9, 2017 at 3:00 p.m. at Birla Matushi Sabhagar, 19, Sir Vithaldas Thakersey Marg, New Marine Lines, Mumbai- 400 020.

As per Articles 96 (1) of the Articles of Association of the Company, Mr. Bhaskar Bhat chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. All the Directors attended the Meeting. With the consent of the members, the Notice of the meeting was taken as read.

The Chairman delivered his speech covering macro-economic outlook, Company's financial performance, challenges faced by the Company in FY 2016-17, future outlook, Company's corporate governance standards and highlights of the first quarter results of FY 2017-18.

Mr. R. Mukundan, Managing Director, made a presentation covering Company's operations, financial performance of FY 2016-17, Company's strategic direction, business highlights and awards and recognitions.

The Chairman informed the members that the Company has provided its members the facility to cast their vote electronically through the NSDL system. Further, he informed the members that e-voting facility is made available at the AGM venue for the benefit of members who are present at the Meeting and have 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.	a. Audited Financial Statements of the Company for the financial year ended 31 March, 2017 together with the Reports of the Board of Directors and Auditors thereon; b. Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2017 together with the Report of the Auditors thereon.	Ordinary	Remote e-voting and e- voting at AGM
2.	To declare dividend on the Ordinary Shares for the financial year ended 31 March, 2017.	Ordinary	Remote e-voting and e- voting at AGM
3.	To appoint a Director in place of Mr. S. Padmanabhan (DIN - 00306299), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting and e- voting at AGM
4.	Appointment of Statutory Auditors of the Company.	Ordinary	Remote e-voting and e- voting at AGM
5.	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 related matters. The Chairman along with the Managing Director responded to all the queries raised by members.

The Chairman thanked the members for attending and participating in the Meeting. The Chairman authorized the General Counsel & Company Secretary to declare the results of voting.

The Scrutinizer's Report was received after conclusion of the meeting on August 9, 2017. All the Resolutions were declared passed with the requisite majority.

This is for your information and records.

Yours faithfully, Tata Chemicals Limited

Rajiv Chandan

General Counsel & Company Secretary



4

Annexure B

78th Annual General Meeting Votings Results

Date of the Annual General Meeting	August 9, 2017
Total Number of shareholders on Record date i.e. August 2, 2017	183514
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	9
Public	538
No. of shareholders present in the meeting through Video Conferencing (VC):	
Promoter and Promoter Group	No arrangement was made for VC
Public	

Yours faithfully,

FOR TATA CHEMICALS LIMITED

GENERAL COUNSEL & COMPANY SECRETARY

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Whether promoter, promoter group are made and an are	

Resolution No. 1: To receive, consider and adopt:

- a. Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
- b. Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Report of the Auditors thereon.

ir. No.	Promoter/Public	Mode of Voting		No. of votes polled		No. of Votes - in favour	against	Votes in favour on votes polled	% or Votes against on votes polled [7]=[(5)/	Invalid Votes	[9]=[(8)/
			[1]	[2]	(1)]*100	[4]	[5]	(2)]*100		[8]	(2)]*100
		E-Voting	The second	78472157			0	100.00			0.00
		Poll		0	0.00	0	0	0.00	0.00		0.00
		Postal Ballot (if applicable)		0	0.00		0	0.00	0.00		0.00
1	Promoter and Promoter Group	Total	78472357	78472157	100.00	78472157	0	100.00			0.00
-		E-Voting		87115961	78.89	87115961	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
2	Public - Institutional holders	Total	110421114	87115961	78.89	87115961	0	100.00			0.00
-	Table Planted Andrews	E-Voting		218299	0.33	217158	1141	99.48	0.52	(0.00
		Poll		26866	0.04	26848	18	99.93			0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	(0.00
3	Public-Others	Total	65862807	245165	0.37	244006	1159	99.53	0.47	(0.00
	Table others	E-Voting		165806417	65.08	165805276	1141	100.00			0.00
		Poll		26866	0.01	26848	18	99.93	0.07		0.00
		Postal Ballot (if applicable)		0	0.00	0	C	0.00	0.00	(0.00
	Total	Total	254756278	165833283	65.09	165832124	1159	100.00	0.00		0.00

FOR TATA CHEMICALS LIMITED

Rajiv Chandan General Counsel & Company Secretary

Resoluti	on required: (Ordinary / Special)				Ordinary						
Whether	r promoter/ promoter group are interested in the ag		No								
	ion No. 2: To declare dividend on the Ordinary Share										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes	g shares	No. of Votes -	No. of Votes -	votes polled		Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100	[8]	[9]=[(8)/ (2)]*100
		E-Voting		78472157	100.00	78472157	0	100.00	0.00	C	0.0
		Poll		0	0.00	0	0	0.00	0.00	C	0.0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	C	0.0
1	Promoter and Promoter Group	Total	78472357	78472157	100.00	78472157	0	100.00	0.00	C	0.0
		E-Voting		87220266	78.99	87220266	C	100.00	0.00	C	0.0
		Poll		0	0.00	0	0	0.00	0.00	C	0.0
		Postal Ballot (if applicable)		0	0.00	0	C	0.00	0.00	C	0.0
2	Public - Institutional holders	Total	110421114	87220266	78.99	87220266	C	100.00	0.00	0	0.0
		E-Voting		217679	0.33	216938	741	99.66	0.34	C	0.0
		Poll		26861	0.04	26848	13	99.95	0.05	C	0.0
		Postal Ballot (if applicable)		0	0.00	0	C	0.00	0.00	(0.0
3	Public-Others	Total	65862807	244540	0.37	243786	754	99.69	0.31	(
		E-Voting	E LINES POR CAS	165910102	65.13	165909361	741	100.00	0.00	(
		Poll		26861	0.01	26848	13	99.95	0.05	(-
		Postal Ballot (if applicable)		- 0	0.00	0	C	0.00	0.00	(0.0
	Total	Total	254756278	165936963	65.14	165936209	754	100.00	0.00	C	0.0

For TATA CHEMICALS LIMITED

Rajiv Chantian General Counsel & Company Secretary

Resolution required: (Ordinary / Special)					Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution?						No							
Resoluti	on No. 3: To appoint a Director in place of Mr. S. Pac	dmanabhan (DIN - 00306299), who retires by rot	ation and being	eligible, offers	himself for	re-appointmen							
Sr. No.	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes	g shares	in favour	No. of Votes -	favour on votes polled	% of Votes against on votes polled	Invalid Votes			
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100		[8]	[9]=[(8)/ (2)]*100		
		E-Voting		78472157	100.00	78472157	0	100.00	0.00	(0.00		
		Poll		C	0.00	0	0	0.00	0.00	(0.00		
		Postal Ballot (if applicable)		C	0.00	0	0	0.00	0.00	(0.00		
1	Promoter and Promoter Group	Total	78472357	78472157	100.00	78472157	0	100.00	0.00	(0.00		
Partie		E-Voting		87220266	78.99	59263512	27956754	67.95	32.05	(0.00		
		Poll		C	0.00	0	0	0.00	0.00	(0.00		
		Postal Ballot (if applicable)		C	0.00	0	0	0.00	0.00	(0.00		
2	Public - Institutional holders	Total	110421114	87220266	78.99	59263512	27956754	67.95	32.05	(0.00		
		E-Voting		218174	0.33	213970	4204	98.07	1.93	(0.00		
		Poll		26861	0.04	26764	97	99.64	0.36	(0.00		
		Postal Ballot (if applicable)	Management of the	C	0.00	0	0	0.00	0.00	(0.00		
3	Public-Others	Total	65862807	245035	0.37	240734	4301	98.24	1.76	(0.00		
DA DA		E-Voting		165910597	65.13	137949639	27960958	83.15	16.85	(0.00		
		Poll		26861	0.01	26764	97	99.64	0.36	(0.00		
		Postal Ballot (if applicable)		C	0.00	0	0	0.00	0.00	(0.00		
	Total	Total	254756278	165937458	65.14	137976403	27961055	83.15	16.85	(0.00		

For TATA CHEMICALS LIMITED

Rajiv Changan General Counsel & Company Secretary

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Resoluti	on required: (Ordinary / Special)				Ordinary							
						No						
Resoluti	on No. 4: Appointment of B S R & Co. LLP, Chartered	Accountants as Statutory Auditors of the Comp	any					1111			11// 68	
Sr. No.	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes	g shares	No. of Votes -	No. of Votes -	favour on votes polled		Invalid Votes	% of Votes invalid on votes polled	
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100	[8]	[9]=[(8) (2)]*100	
7-2111		E-Voting		78472157	100.00	78472157	0	100.00	0.00	0	0.0	
		Poll		C	0.00	0	0	0.00	0.00	0	0.0	
		Postal Ballot (if applicable)		C	0.00	0	0	0.00	0.00	0	0.0	
1	Promoter and Promoter Group	Total	78472357	78472157		78472157		100.00		0	0.0	
		E-Voting		87220266	78.99	87215778	4488	99.99		0	0.0	
		Poll		C	0.00	0	0	0.00	0.00	0	0.0	
		Postal Ballot (if applicable)		C	0.00	0	0	0.00	0.00	0	0.0	
2	Public - Institutional holders	Total	110421114					99.99			0.0	
		E-Voting		217090						0	0.0	
		Poll		26861		26564	297			0	0.0	
		Postal Ballot (if applicable)		C	0.00	0	0	0.00	0.00	0	0.0	
3	Public-Others	Total	65862807							0	0.0	
		E-Voting		165909513							0.0	
		Poll		26861			297				0.0	
		Postal Ballot (if applicable)	No. of the last	(0.00		0	0.00	0.00		0.0	
	Total	Total	254756278	165936374	65.14	165927573	8801	99.99	0.01	0	0.0	

Rajiv Chandan General Counsel & Company Secretary

						Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?						No							
	on No. 5: Ratification of Remuneration of Cost Auditors	Mode of Voting	Total No. of Shares Held	No. of votes		No. of Votes -	No. of Votes -	favour on votes polled		Invalid Votes	% of Votes invalid on votes polled		
Sr. No.	Promoter/Public		r.,	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100	[8]	[9]=[(8)/ (2)]*100		
			[1]	78472157		78472157		100.00			0.00		
16/6		E-Voting		76472137	0.00	76472137	0	0.00			0.00		
		Poll		0	0.00	0	0	0.00		0	0.00		
		Postal Ballot (if applicable)		70477457		78472157	0	100.00		0	0.00		
1	Promoter and Promoter Group	Total	78472357	78472157						0	0.00		
		E-Voting		87220266			0	100.00		0			
		Poll		0	0.00		0	0.00	10.10	0	0.00		
		Postal Ballot (if applicable)		0	0.00		C	0.00		0	0.00		
2	Public - Institutional holders	Total	110421114	87220266				100.00		0	0.00		
	Public - Institutional Holders	E-Voting		218014	0.33	212910				0	0.00		
		Poll		26861	0.04	26564	297			0	0.00		
		Postal Ballot (if applicable)		C	0.00	0	C	0.00	0.00	0	0.00		
	B. Life Others	Total	65862807	244875	0.37	239474	5401	97.79	2.21	0	0.00		
3	Public-Others	E-Voting		165910437	65.13	165905333	5104	100.00	0.00	0	0.00		
		Poll		26861	0.01	26564	297	98.89	1.11	0	0.00		
		Postal Ballot (if applicable)		(0.00	C		0.00	0.00	C	0.00		
	Total	Total	254756278	165937298	65.14	165931897	5401	100.00	0.00	0	0.00		

For TATA CHEMICALS LIMITED

Rajiv Chandan 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 78th Annual General Meeting of Tata Chemicals Limited held on Wednesday, August 9, 2017 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 78th Annual General Meeting (AGM) of Tata Chemicals Limited on Wednesday, August 9, 2017 at 3.00 P.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 9, 2017.

The notice dated May 26, 2017 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, August 2, 2017 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, August 4, 2017 at 09:00 a.m. (IST) and ended on Tuesday, August 8, 2017 at 05:00 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

- (a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
- (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Report of the Auditors thereon.
- (i) Voted in favour of the resolution:

Number of a	members	Number of valid votes cast by them	valid votes cast
	843	16,58,32,124	100.00(Rounded-off)

(ii) Voted against the resolution:

Number o	f members	Number of valid votes cast by them	% of total number of valid votes cast
Voteu	14	1,159	0.00

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



Resolution 2: Ordinary Resolution

To declare dividend on Ordinary Shares for the financial year ended 31st March, 2017.

(i) Voted in favour of the resolution:

Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
		851	16,59,36,209	100.00(Rounded-off)

(ii) Voted against the resolution:

Number	of	members	Number of valid votes cast by them	% of total number of valid votes cast
, 0 to t		8	754	0.00

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



Resolution 3: Ordinary Resolution

Re-appointment of Mr. S. Padmanabhan (DIN - 00306299) as a Director who retires by rotation.

(i) Voted in favour of the resolution:

Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
		756	13,79,76,403	83.15

(ii) Voted against the resolution:

Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
roteu		100	2,79,61,055	16.85

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



Resolution 4: Ordinary Resolution

Appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Company, in place of the retiring Auditors Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 1173664W/W-100018) for a term of five years.

(i) Voted in favour of the resolution:

Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
		819	16,59,27,573	99.99

(ii) Voted against the resolution:

Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
, , , ,		35	8,801	0.01

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



Resolution 5: Ordinary Resolution

Ratification of Remuneration of Cost Auditors.

(i) Voted in favour of the resolution:

Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
		817	16,59,31,897	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
37	5,401	0.00

(iii) Invalid votes:

Number whose declared	vote		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: August 9, 2017

For TATA CHEMICALS LIMITED

DIRECTOR.

S. Padmanabhan