



**Corporate Identity No. (CIN):** L24239MH1939PLC002893

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

**Tel No.:** +91 22 6665 8282; **Email:** [investors@tatachemicals.com](mailto:investors@tatachemicals.com)

**Website:** [www.tatachemicals.com](http://www.tatachemicals.com)

## NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]**

E-VOTING STARTS ON	E-VOTING ENDS ON
Wednesday, February 22, 2023 at 9:00 a.m. (IST)	Thursday, March 23, 2023 at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as (**'MCA Circulars'**)), to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by Tata Chemicals Limited (**'the Company'**) only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its Members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 p.m. (IST) on Thursday, March 23, 2023**. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No.: FCS 327, CP No. 1228) or failing him, Ms. Jigyasa N. Ved (Membership No.: FCS 6488, CP No. 6018) or failing her, Mr. Mitesh Dhabliwala (Membership No.: FCS 8331, CP No. 9511) of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutiniser will submit his report to the Chairman or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final.

The said results will be displayed on the website of the Company at [www.tatachemicals.com](http://www.tatachemicals.com), the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the Stock Exchanges where the Company's Ordinary Shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The results shall also be displayed on the Notice Board at the Registered Office of the Company.

## **SPECIAL BUSINESS**

### **1. Re-appointment of Ms. Padmini Khare Kaicker (DIN: 00296388) as an Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Ms. Padmini Khare Kaicker (DIN: 00296388), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 1, 2018 upto March 31, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 1, 2023 upto March 31, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

### **2. Re-appointment of Mr. Zarir N. Langrana (DIN: 06362438) as an Executive Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Zarir N. Langrana (DIN: 06362438) as an Executive Director of the Company for a further period with effect from April 1, 2023 upto February 29, 2024 (i.e. till he attains the retirement age) (both days inclusive), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions as set out in the Explanatory Statement annexed to this Postal Ballot Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Zarir N. Langrana.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

## **Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**'the Act'**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from TSR Consultants Private Limited, the Company's Registrar and Transfer Agent (**'RTA'**) / Depositories as on **Friday, February 10, 2023 ('Cut-Off date')** and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding)

or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **Friday, February 10, 2023.**

3. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in Note No.12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

5. The remote e-voting shall commence on **Wednesday, February 22, 2023 at 9:00 a.m. (IST)** and shall end on **Thursday, March 23, 2023 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.tatachemicals.com](http://www.tatachemicals.com), the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), on which the Ordinary Shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at [investors@tatachemicals.com](mailto:investors@tatachemicals.com) from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Thursday, March 23, 2023.**
9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Thursday, March 23, 2023.** Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. **Process for registration of email addresses:**

**One-time registration of email address with RTA for receiving the Notice and casting votes electronically:** As part of the Company's green initiative and to facilitate Members to receive this Notice and cast their vote electronically, the Company has made special arrangements with RTA for registration of email addresses in terms of the MCA Circulars. Eligible Members who have not registered their email addresses with the Company / Depository Participants ('DP') are required to provide the same to the RTA, **on or before 5:00 p.m. (IST) on Monday, March 13, 2023** pursuant to which, any Member may receive on the email address provided, the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting. The process for registration of email address is as under:

- a. Visit the link: [https://tcpl.linkintime.co.in/EmailReg/Email\\_Register.html](https://tcpl.linkintime.co.in/EmailReg/Email_Register.html)
- b. Select the name of the Company from the dropdown list: **Tata Chemicals Limited**
- c. Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and email address  
Members holding shares in physical form are additionally required to enter one of their share certificate numbers and upload a self-attested copy of the PAN Card and address proof viz. Aadhaar Card or Passport and front and backside of their share certificate
- d. The system will send OTP on the Mobile no. and email address
- e. Enter OTP received on Mobile no. and email address
- f. The system will then confirm the email address for the limited purpose of service of Notice

After successful submission of the email address, NSDL will email a copy of this Notice along with the e-voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained below at Point 12, Step 1 (A) i.e. 'Login method for remote e-voting for individual shareholders / members holding securities in demat mode'. In case of any queries regarding e-voting, Members may write to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Registration of email addresses permanently with the Company / DPs:** In respect of shares held in demat form, Members who have not registered their email address are requested to register the same with their respective DP.

In respect of shares held in physical form, Members who want to register their email address, will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from RTA's website at <https://www.tcplindia.co.in> > Investor Services > Downloads > KYC Formats. The following details viz. PAN of all the holders, Address with PIN code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with supporting documents.

The above forms with supporting documents can be sent through hard copy or can be emailed to [csg-kyc@tcplindia.co.in](mailto:csg-kyc@tcplindia.co.in).

In case such forms are sent through soft copy, e-signed documents would be required to be uploaded on RTA's web portal, as per directions given on the portal. Those Members who have already registered their email addresses, are requested to keep their email addresses validated with their DPs/RTA for all future communications.

11. Once the vote on a Resolution is cast by the Member the Member, shall not be allowed to change it subsequently.

12. **The instructions for remote e-voting by Members are as under:**

*The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for remote e-voting for Individual Shareholders / Members holding securities in demat mode**

In terms of the Circular issued by SEBI dated December 9, 2020 on 'e-voting facility provided by Listed Companies', Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and email address in their demat accounts in order to access remote e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>a. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the '<b>Beneficial Owner</b>' icon under '<b>Login</b>' which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on '<b>Access to e-Voting</b>' under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>b. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select '<b>Register Online for IDeAS Portal</b>' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon '<b>Login</b>' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
	<p>d. Shareholders/Members can also download NSDL Mobile App '<b>NSDL Speede</b>' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('CDSL')</p>	<p>a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>b. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</p> <p>d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email address as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their DPs</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv) Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 123449 then user ID is 123449001***

- v) Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- vi) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting the check box.
- viii) Now, you will have to click on ‘Login’ button.
- ix) After you click on the ‘Login’ button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

- A. After successful login at Step 1, you will be able to see all the companies ‘EVEN’ in which you are holding shares and whose voting cycle.
- B. Select ‘EVEN’ of company i.e. **123449** to cast your vote during the remote e-Voting period.
- C. Now you are ready for e-Voting as the Voting page opens.
- D. Cast your vote by selecting appropriate options i.e. Assent or Dissent, verify/modify the number of shares for which you wish to cast your vote and click on ‘Submit’ and also ‘Confirm’ when prompted.
- E. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- F. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by email to [tcl.scrutinizer@gmail.com](mailto:tcl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Senior Manager – NSDL or Mr. Amit Vishal, Assistant Vice President – NSDL at their designated email ids: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in).

**By Order of the Board of Directors**

**Rajiv Chandan**  
**General Counsel & Company Secretary**  
Membership No.: FCS 4312

Mumbai, February 1, 2023

### **Registered Office:**

Tata Chemicals Limited  
Bombay House,  
24 Homi Mody Street, Fort,  
Mumbai - 400 001  
CIN: L24239MH1939PLC002893  
Tel. No: + 91 22 6665 8282  
Email: [investors@tatachemicals.com](mailto:investors@tatachemicals.com)  
Website: [www.tatachemicals.com](http://www.tatachemicals.com)

## EXPLANATORY STATEMENT

### [Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 and 2 of the accompanying Notice:

#### Item No. 1:

Ms. Padmini Khare Kaicker (DIN: 00296388) is currently an Independent Director of the Company, Chairperson of the Audit Committee and Member of the Risk Management Committee.

Ms. Kaicker was appointed as an Independent Director of the Company by the Members at the 79<sup>th</sup> Annual General Meeting of the Company held on July 25, 2018 for a period of 5 (five) consecutive years commencing from April 1, 2018 upto March 31, 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on February 1, 2023, proposed the re-appointment of Ms. Kaicker as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 1, 2023 upto March 31, 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Ms. Kaicker holds a Bachelors of Science degree in Mathematics, is a Chartered Accountant from the Institute of Chartered Accountants of India, a Certified Public Accountant (USA) and a Diploma holder in Business Finance from the Institute of Chartered Financial Analysts of India. She is the Managing Partner of B. K. Khare & Co., one of the leading Indian accounting firms. She has over 30 years of experience serving large and mid-sized clients in several sectors in areas of audit, taxation, corporate finance, risk management, corporate governance, corporate advisory, M&A and restructuring. She is serving on the Boards of reputed companies, including being Chairperson of the Audit Committees.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Ms. Kaicker's qualifications and the rich experience of over three decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Kaicker continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Ms. Kaicker confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Kaicker has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Kaicker has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Ms. Kaicker has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Ms. Kaicker has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Ms. Kaicker is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Ms. Kaicker fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.tatachemicals.com/TCAID.htm> and would also be made available for inspection to the Members of the Company upto Thursday, March 23, 2023, by sending a request from their registered email address to the Company at [investors@tatachemicals.com](mailto:investors@tatachemicals.com) along with their Name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Ms. Kaicker as an Independent Director is now placed for the approval of the Members by a Special Resolution.



The Board commends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Ms. Kaicker and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### **Item No. 2:**

Mr. Zarir N. Langrana (DIN: 06362438) is currently an Executive Director of the Company and a Member of the Stakeholders Relationship Committee, Risk Management Committee and Safety, Health, Environment & Sustainability Committee.

The Board of Directors, at its meeting held on March 23, 2018, had appointed Mr. Langrana as an Executive Director of the Company for a period of 5 (five) years with effect from April 1, 2018 to March 31, 2023. Subsequently, at the 79<sup>th</sup> Annual General Meeting of the Company held on July 25, 2018, the Members had approved the appointment and terms of remuneration of Mr. Langrana as an Executive Director of the Company. Based on the recommendation of the NRC, the Board of Directors, at its meeting held on February 1, 2023, re-appointed Mr. Langrana as an Executive Director of the Company for a further period effective April 1, 2023 upto February 29, 2024 (i.e. till he attains the retirement age in line with the Retirement Policy adopted by the Company) subject to the approval of the Members.

Mr. Langrana heads the Global Chemicals Business of the Company and is responsible for operations and growth of the inorganic chemicals business and the new ventures in Nutritional Solutions and Silica. In the past, Mr. Langrana was the Chief Operating Officer of Indian operations and has also headed the global marketing and strategy function overseeing and directing all sales and marketing plans, developments, growth and new product activities in these two areas for its global chemicals business across the four continents where it operates. He has headed the corporate strategy and business development function and has been a key player in the global inorganic growth of the business and in the M&A process. He has been with the Company for over 40 years, having been inducted through the Tata Administrative Services.

Mr. Langrana is an economics graduate from the University of Madras and holds a post graduate qualification in Business Management from XLRI, Jamshedpur. He has attended advanced executive development programmes at Harvard Business School and other institutions.

Mr. Langrana is the Chair of the CII National Committee for Chemicals and Petrochemicals for three consecutive years and an active member in various industry bodies and trade associations in the country and abroad. He serves on the Board of overseas subsidiaries of the Company.

The Board, while re-appointing Mr. Langrana as an Executive Director of the Company, considered his skills, background, experience and contributions during his tenure with the Company.

The principal terms and conditions of Mr. Langrana's re-appointment as the Executive Director are as follows:

**Period of Re-appointment:** From April 1, 2023 upto February 29, 2024 (i.e. till he attains the retirement age) (both days inclusive).

#### **Duties:**

The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries, including performing duties as assigned by the Managing Director and/or the Board from time to time by serving on the boards of such associated companies and/or joint ventures and/or subsidiaries or any other executive body or any committee of such a company.

#### **Remuneration:**

**A. Basic Salary:** Current basic Salary ₹ 6,55,000/- per month in the scale of ₹ 6,00,000/- to ₹ 9,00,000/- per month.

The annual increment which will be effective 1<sup>st</sup> April each year (starting from April 2023) will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit-based and take into account the Company's performance as well.

- B. Benefits, Perquisites, Allowances:** In addition to the basic salary referred to in (A) above, the Executive Director shall be entitled to:
- (i) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.  
  
OR  
  
House Rent, House Maintenance and Utility Allowances aggregating 85% of the annual basic salary in case residential accommodation is not provided by the Company.
  - (ii) Following other facilities as per the Rules of the Company:
    - a. Hospitalization and major medical expenses;
    - b. Car facility;
    - c. Telecommunication facilities;
    - d. Housing Loan
  - (iii) Other Perquisites and Allowances:  
  
Other Perquisites and Allowances including Medical Allowance, Leave Travel Concession/Allowance, Other Allowances (including any special allowance), Personal Accident Insurance Premium and Annual Club Membership Fees subject to a maximum of 55% of the annual basic salary.
  - (iv) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
  - (v) The Executive Director shall be entitled to leaves in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Executive Director is encashable in accordance with the Rules of the Company.
- C. Commission:** Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof. The specific amount payable to the Executive Director will be based on performance as evaluated by the Nomination and Remuneration Committee or the Board and will be payable annually.
- D. Incentive Remuneration:** In case where the net profits of the Company are inadequate for payment of profit-linked commission in any financial year, incentive remuneration may be paid up to an amount not exceeding 200% of Basic Salary to be paid at the discretion of the Board and subject to further approvals as may be required. This incentive remuneration would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.
- An indicative list of factors that may be considered for determining the extent of commission/incentive remuneration, by the Board which will be payable annually after the Annual Accounts have been approved, are:
- i. Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
  - ii. Industry benchmarks of remuneration.
  - iii. Performance of the individual.
- E. Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.
- F. Insurance:** The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

## **G. Other Terms of Re-appointment:**

- i. The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ('the Act') or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- ii. The Executive Director shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- iii. This re-appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
- iv. The employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice:
  - if the Executive Director, is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required by the Agreement to render services; or
  - in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Director, of any of the stipulations contained in the Agreement to be executed between the Company and the Executive Director; or
  - in the event the Board expresses its loss of confidence in the Executive Director.
- v. In the event the Executive Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- vi. Upon the termination by whatever means of employment of the Executive Director:
  - the Executive Director shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trust connected with the Company.
  - the Executive Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.
- vii. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.
- viii. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Executive Director and also cease to be a Director. If at any time, the appointee ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director and the Agreement shall forthwith terminate. If at any time, the appointee ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Executive Director of the Company.
- viii. The terms and conditions of re-appointment of the Executive Director also includes adherence with the Tata Code of Conduct, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality.

Mr. Langrana has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Langrana, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members.

Mr. Langrana satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Langrana as an Executive Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Accordingly, the Board commends the Ordinary Resolution as set out at Item No. 2 of the accompanying Notice in relation to the re-appointment of Mr. Langrana as an Executive Director w.e.f. April 1, 2023 upto February 29, 2024 (i.e. till he attains the retirement age) (both days inclusive) for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Langrana under Section 190 of the Act.

None of the Directors or KMP of the Company or their respective relatives, except Mr. Langrana and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

**By Order of the Board of Directors**

**Rajiv Chandan**  
**General Counsel & Company Secretary**  
Membership No.: FCS 4312

Mumbai, February 1, 2023

**Registered Office:**

Tata Chemicals Limited

Bombay House,

24 Homi Mody Street, Fort,

Mumbai - 400 001

CIN: L24239MH1939PLC002893

Tel. No: + 91 22 6665 8282

Email: [investors@tatachemicals.com](mailto:investors@tatachemicals.com)

Website: [www.tatachemicals.com](http://www.tatachemicals.com)

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of the Director	Ms. Padmini Khare Kaicker	Mr. Zarir N. Langrana
<b>DIN</b>	00296388	06362438
<b>Date of Birth</b>	April 15, 1965	February 12, 1959
<b>Age</b>	57 years	63 years
<b>Date of first appointment on the Board</b>	April 1, 2018	April 1, 2018
<b>Qualifications</b>	B. Sc. in Mathematics, Chartered Accountant from the Institute of Chartered Accountants of India, Certified Public Accountant (USA) and Diploma holder in Business Finance from the Institute of Chartered Financial Analysts of India	Economics graduate from the University of Madras and post graduate qualification in Business Management from XLRI, Jamshedpur; Advanced Management Programme at Harvard Business School
<b>Expertise in specific functional areas</b>	Ms. Kaicker is the Managing Partner of B. K. Khare & Co., one of the leading and respected Indian Accounting Firms. She has over 30 years of experience serving large and mid-sized clients in several sectors in areas of Audit, Taxation, Corporate Finance, Risk Management, Corporate Governance, Corporate Advisory, M&A and Corporate Restructuring.	Mr. Langrana has over 40 years of extensive experience in the field of Sales and Marketing, Strategy, Operations and General Management
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Refer Item No. 1 of the Notice and Explanatory Statement	Refer Item No. 2 of the Notice and Explanatory Statement
<b>Terms and conditions of re-appointment</b>	Re-appointment as an Independent Director for a period of 5 years commencing from April 1, 2023 to March 31, 2028 (both days inclusive) [Refer Item No. 1 of the Notice and Explanatory Statement]	Re-appointment as an Executive Director for a period commencing from April 1, 2023 upto February 29, 2024 (i.e. till he attains the retirement age) (both days inclusive) [Refer Item No. 2 of the Notice and Explanatory Statement]
<b>Details of remuneration last drawn (FY 2021-22)</b>	Sitting Fees: ₹ 5,90,000 Commission: ₹ 50,00,000 <sup>#</sup>	Salary, Perquisites and Allowance: ₹ 1,87,61,859 Commission: ₹1,60,00,000 <sup>#</sup>
<b>Details of remuneration sought to be paid</b>	Sitting Fees and Commission as approved by the Board of Directors	Refer Item No. 2 of the Explanatory Statement
<b>Directorships in other Companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>1. Tata Cleantech Capital Limited*</li> <li>2. Kotak Mahindra Investments Limited*</li> <li>3. Rallis India Limited*</li> <li>4. J. B. Chemicals &amp; Pharmaceuticals Limited*</li> <li>5. Bosch Limited*</li> <li>6. Blue Dart Express Limited*</li> </ol>	<ol style="list-style-type: none"> <li>1. The Council of EU Chambers of Commerce in India</li> </ol>

Name of the Director	Ms. Padmini Khare Kaicker	Mr. Zarir N. Langrana
<b>Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li><b>1. Tata Cleantech Capital Limited*</b> <ul style="list-style-type: none"> <li>• Audit Committee (Chairperson)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Member)</li> <li>• Risk Management Committee (Member)</li> <li>• Asset Purchase Committee (Member)</li> <li>• Working Committee (Chairperson)</li> </ul> </li> <li><b>2. Kotak Mahindra Investments Limited*</b> <ul style="list-style-type: none"> <li>• Audit Committee (Chairperson)</li> <li>• Nomination &amp; Remuneration Committee (Chairperson)</li> <li>• Whistle Blower Committee (Chairperson)</li> </ul> </li> <li><b>3. Rallis India Limited*</b> <ul style="list-style-type: none"> <li>• Audit Committee (Chairperson)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> <li>• Risk Management Committee (Member)</li> </ul> </li> <li><b>4. J. B. Chemicals &amp; Pharmaceuticals Limited*</b> <ul style="list-style-type: none"> <li>• Audit Committee (Chairperson)</li> <li>• Risk Management Committee (Chairperson)</li> <li>• Compensation Committee (ESOS) (Member)</li> <li>• Share Transfer Committee (Member)</li> </ul> </li> <li><b>5. Bosch Limited*</b> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Stakeholders Relationship Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Member)</li> <li>• Risk Management Committee (Member)</li> </ul> </li> <li><b>6. Blue Dart Express Limited*</b> <ul style="list-style-type: none"> <li>• Risk Management Committee (Member)</li> </ul> </li> </ol>	None

<b>Name of the Director</b>	<b>Ms. Padmini Khare Kaicker</b>	<b>Mr. Zarir N. Langrana</b>
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	NIL	NIL
<b>No. of Board Meetings attended during FY 2022-23 (upto the date of this Notice)</b>	Attended all 5 Board Meetings held during the period	Attended all 5 Board Meetings held during the period
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None	None
<b>No. of shares held:</b>		
<b>(a) Own</b>	-	3,666
<b>(b) For other persons on a beneficial basis</b>	-	-

\* Listed Entities (including entities whose debt is listed on a Stock Exchange)

# Commission relates to FY 2021-22 which was paid during FY 2022-23

**By Order of the Board of Directors**

**Rajiv Chandan**

**General Counsel & Company Secretary**

Membership No.: FCS 4312

Mumbai, February 1, 2023

**Registered Office:**

Tata Chemicals Limited

Bombay House,

24 Homi Mody Street, Fort,

Mumbai - 400 001

CIN: L24239MH1939PLC002893

Tel. No: + 91 22 6665 8282

Email: [investors@tatachemicals.com](mailto:investors@tatachemicals.com)

Website: [www.tatachemicals.com](http://www.tatachemicals.com)

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**