



September 9, 2016

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

#### **UNDERTAKING AND CONFIRMATION**

**WE HEREBY UNDERTAKE** to ensure that the proposed scheme of arrangement to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of National Stock Exchange of India Limited.

For **TATA CHEMICALS LIMITED**

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

**RAJIV CHANDAN**  
**GENERAL COUNSEL & COMPANY SECRETARY**

**TATA CHEMICALS LIMITED**

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