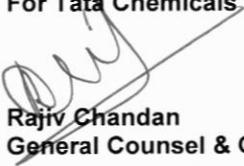




**CERTIFIED TRUE COPY OF THE RELEVANT EXTRACT OF THE RESOLUTION PASSED BY
THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON AUGUST 10,
2016**

RESOLVED FURTHER THAT as required in terms of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 (SEBI Circular), an undertaking stating the reasons for non-applicability of the provisions of Part I (A) (9) (a) of Annexure I of the SEBI Circular to the draft Scheme, in terms of the draft tabled at the meeting and initialed by the Company Secretary for the purpose of identification, be and is hereby approved and any of Mr. R. Mukundan, Managing Director, Mr. John Mulhall, Chief Financial Officer and Mr. Rajiv Chandan, General Counsel & Company Secretary be and are hereby severally authorised to sign the undertaking on behalf of the Board and the same be submitted to the auditors of the Company for their certification.”

For Tata Chemicals Limited



**Rajiv Chandan
General Counsel & Company Secretary**

**September 9, 2016
Mumbai**



TATA CHEMICALS LIMITED

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