

# Deloitte Haskins & Sells LLP

Chartered Accountants  
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REF: SVP/1456

To,  
The Board of Directors,  
Tata Chemicals Limited  
Bombay House,  
24, Homi Mody Street, Fort,  
Mumbai- 400 001

## AUDITORS CERTIFICATE

We, Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration Number 117366W/W-100018), Statutory Auditors of Tata Chemicals Limited (hereinafter referred to as the "Company") have examined the attached Statement of Proforma Adjusted Networth of the Company as of March 31, 2016 (the "Statement"), duly stamped and initialed for purpose of identification only, which has been prepared by the Company in connection with the proposed "Scheme of Arrangement between Tata Chemicals Limited and Yara Fertilisers India Private Limited and their respective Shareholders and Creditors under section 391 to 394 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 (to the extent notified) (the "Proposed Scheme") which has been approved by the Board of Directors of the Company at its meeting held on August 10, 2016 and subject to regulatory and statutorily mandated approvals.

The Management of the Company is responsible for collecting, collating and validating data and designing, implementing and monitoring of internal control suitable for the purpose of preparation of the Statement. The Management of the Company is also responsible for the maintenance of proper books of account and such other relevant records as prescribed by applicable laws and the preparation of the attached Statement including providing effect of the accounting treatment prescribed in the Proposed Scheme.

Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of the audited financial statements of the Company for the year ended March 31, 2016, the Proposed Scheme and other relevant records and documents maintained by the Company and did not include the evaluation of the adherence by the Company with all applicable guidelines. We have conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for the Special Purpose and Standards on Auditing issued by the Institute of Chartered Accountant of India, as applicable, which include the concepts of test checks and materiality.

The Proforma Adjusted Net Worth as of March 31, 2016 after giving effect to the Proposed Scheme, as shown in the Statement is for illustrative purposes only and does not purport to be indicative of the actual networth as at that date.



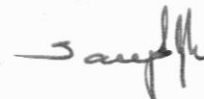
The "Adjustments on account of working capital, income tax, transaction cost and budgeted capital expenditure of the Divestment business as estimated by the Management" have been accepted on the basis of Management's representation and no further procedure thereon have been carried out by us.

On the basis of our verification and examination as aforesaid and according to the information and explanation provided to us by Management, we state that information contained in the annexed Statement, as prepared by the Company is consistent with:

- the financial statements of Tata Chemicals Limited for the year ended March 31, 2016 as audited by us in terms of our report date;
- the certified copy of the Proposed Scheme as approved by the Board of Directors of the Tata Chemicals Limited at its meeting held on August 10, 2016.

This Certificate is issued solely at the request of Tata Chemicals Limited pursuant to the requirements of SEBI Circular for onward submission to the BSE and NSE and is not intended to be and should not be used by anyone other than these specified parties.

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
ICAI Regn. No. 117366W/ W-100018



Sanjiv V. Pilgaonkar  
Partner  
Membership No. 039826

Place: Mumbai, August 31, 2016





EX-16

Statement of Proforma Adjusted Net worth of Tata Chemicals Limited as of March 31, 2016			
		(Rs. in crore)	
Particulars		Net-worth prior to giving effect to proposed scheme	Proforma Net worth after giving effect to proposed scheme
		As of March 31, 2016	As of March 31, 2016
<b>I. Share Capital of the Company :</b>			
Equity - Issued and paid up	A	254.82	254.82
<b>II. Reserves and Surplus of the Company :</b>			
General reserve		1,171.94	1,171.94
Securities premium		1,258.21	1,258.21
Debenture redemption reserve		240.00	240.00
Surplus in Statement of Profit and Loss		3,221.91	3,221.91
Total Reserves and Surplus	B	5,892.06	5,892.06
<b>Net worth of the Company (excluding Revaluation Reserve)</b>	<b>C=A+B</b>	<b>6,146.88</b>	<b>6,146.88</b>
<b>Increase/(Decrease) on account of:</b>			
Consideration on sale of divestment business	D		2,669.62
Less: Book value of Fixed assets as of March 31, 2016	E		546.00
Less: Adjustment on account of working capital , income tax transaction cost and budgeted capital expenditure at divestment business as estimated by the Management	F		1,189.82
<b>Net increase in Reserves</b>	<b>G=D-E-F</b>		<b>934.18</b>
<b>Total Net worth</b>	<b>H=C+G</b>	<b>6,146.88</b>	<b>7,081.06</b>

Notes:

- 1) Divestment Business means the business of sale and distribution of (i) Urea and (ii) customized fertilisers, in each case manufactured by the Transferor Company through the Babrala plant; and includes without limitation, the Divestment Assets, the Divestment liabilities and the Divestment Employees.

For Identification  
Deloitte Haskins & Sells LLP

**TATA CHEMICALS LIMITED**

Bombay House 24 Homi Mody Street Fort Mumbai 400 001  
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CIN : L24239MH1939PLC002893



- 2) The aforesaid computation has been made solely as per the requirements of the stock exchanges for filing along with the Proposed Scheme of Arrangement between Tata Chemicals Limited, Yara Fertilizers India Private Limited and their respective shareholders and creditors which had been approved by the Board of Directors of Tata Chemicals Limited on 10 August, 2016 and is not to be considered for any other purpose. The Proposed Scheme is awaiting other regulatory and statutory approvals.
- 3) The figures stated above have been arrived at on the basis of the figures extracted from the audited books of account of Tata Chemicals Limited as on 31 March, 2016.
- 4) "Net Worth " for the above computation purposes means the aggregate value of the paid up share capital and all the reserves created out of the profits and securities premium account after deducting the aggregate value of deferred expenditure , reserves created out of revaluation of assets and amalgamation .

Accordingly the following have been excluded in the computation of Net worth:

(Rs. in crore)	
Particulars	As of 31 March 2016
Capital reserve	0.66
Capital redemption reserve	0.10
Surplus on amalgamation	20.45
Foreign currency translation reserve	226.13
<b>TOTAL</b>	<b>247.34</b>

- 5) The adjustments on account of working capital, income tax, transaction cost and budgeted capital expenditure of the divestment business are as currently estimated by the Management and would be subject to change up to the date the transaction is ultimately consummated.

(In terms of our certificate attached SVP/1456)

For Identification  
Deloitte Haskins & Sells LLP

MUMBAI  
August 31, 2016

For Tata Chemicals Limited

  
R. Mukundan  
Managing Director



