

Notice

NOTICE IS HEREBY GIVEN THAT THE EIGHTY-SEVENTH (87TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CHEMICALS LIMITED WILL BE HELD ON FRIDAY, JUNE 26, 2026 AT 3.00 P.M. (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.
3. To declare dividend on the Ordinary Shares for the financial year ended March 31, 2026.
4. To appoint a Director in place of Mr. S. Padmanabhan (DIN: 00306299), who retires by rotation and being eligible, offers himself for re-appointment up to and inclusive of May 14, 2028.

Special Business

5. Ratification of Remuneration of Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] the Company hereby ratifies the remuneration of ₹ 11,50,000 plus applicable taxes and out-of-pocket expenses incurred in connection with the cost audit payable to D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), who are appointed by the Board of Directors of the Company on the recommendation(s) of the Audit Committee, as Cost Auditors of the Company to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2027.

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

Notes:

1. The Ministry of Corporate Affairs ('MCA') has *vide* General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the MCA Circulars, the 87th AGM of the Company is being held through VC/OAVM on **Friday, June 26, 2026 at 3.00 p.m. (IST)**. The proceedings of the 87th AGM shall be deemed to be conducted at the Registered Office of the Company.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 5 of the Notice is annexed hereto.

The relevant details with respect to Item No. 4 of the Notice pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') in respect of the Director seeking re-appointment at this AGM is annexed. Requisite declarations have been received from the Director seeking re-appointment.

4. The Members can join the AGM through VC/OAVM, 30 minutes before and upto 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live webcast by logging in to the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will

be made available to at least 1,000 Members on a first come first serve basis as per the MCA Circulars.

The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Institutional Investors, who are Members of the Company (i.e. other than individuals, HUFs, NRIs, etc.), are encouraged to attend and vote at the 87th AGM through VC/OAVM. Corporate/ Institutional Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutiniser by e-mail at tcl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
7. The Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants ('DP'). The Company shall send a physical copy of the Integrated Annual Report 2025-26 to those Members who request the same at investors@tatachemicals.com mentioning their Folio No./DP ID and Client ID. In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter is being sent to the Members whose e-mail addresses are not registered with the Company/DP, providing a web-link and QR code for accessing the Integrated Annual Report 2025-26. The Notice convening the 87th AGM has been uploaded on the website of the Company at www.tatachemicals.com, NSDL at www.evoting.nsdl.com and the Stock Exchanges on which the securities of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

8. **Process for registering e-mail address to receive this Notice along with the Integrated Annual Report 2025-26:**

The Company has made special arrangements with the Registrar and Transfer Agent ('RTA') for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice and the Integrated Annual Report 2025-26 along with credentials for remote e-Voting. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to the RTA **on or before 5.00 p.m. (IST) on Friday, June 19, 2026** by following the process for registering e-mail address as mentioned below:

- a. Click on link: https://web.in.mpms.mufg.com/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 e-mail address
Members holding shares in physical form are additionally required to enter one of their share certificate(s) numbers
- d. Enter your mobile no. and e-mail address and click on the Continue button
- e. The system will send OTP on the mobile no. and e-mail address
- f. Upload a self-attested copy of the PAN card and address proof viz. Aadhaar Card, Passport or front and back side of share certificate in case of physical folio
- g. Enter OTP received on mobile no. and e-mail address
- h. The system will then confirm the e-mail address for the limited purpose of service of Notice of AGM along with Integrated Annual Report 2025-26 and e-Voting credentials

The above system also provides a facility to the Members holding shares in physical form to upload a self-attested copy of their PAN Card, if the PAN details are not updated in accordance with the requirements prescribed by SEBI.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and the Integrated Annual Report for FY 2025-26. In case of any queries, Members holding shares in electronic form may write to evoting@nsdl.com and Members holding shares in physical form may raise a service request at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html.

Registration of e-mail address permanently with the Company/DPs:

To support the Green initiative, Members are requested to register their e-mail addresses with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form No. ISR-1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/ RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in the future.

Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing Demat account no. / Folio no., scanned copy of the share certificate (front and back) or client master list, or copy of consolidated account statement, self-attested copy of PAN card and self-attested copy of Aadhaar Card.

**9. Record date and Dividend:**

- i. The Company has fixed **Wednesday, June 10, 2026** as the 'Record Date' for determining entitlement of Members to dividend for the financial year ended March 31, 2026, if declared at the AGM.

The dividend of ₹ 11 per ordinary share of ₹ 10 each (i.e. 110%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS'), on or after **Tuesday, June 30, 2026** as under:

- a. To all beneficial owners in respect of shares held in dematerialised form as per the data as may be made available by NSDL and Central Depository Services (India) Limited ('CDSL') as of the close of business hours on **Wednesday, June 10, 2026**;
- b. To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on **Wednesday, June 10, 2026**.

- ii. Dividend income is taxable in the hands of the shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income-tax Act, 2025 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/RTA by sending documents along with the request Form ISR-1 through e-mail at csg4exemptforms2627@in.mpms.mufg.com on or before **Monday, June 8, 2026**. The documents can also be uploaded on the link at: <https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html>.

The detailed process is available on the website of the Company at <https://www.tatachemicals.com/investors/investor-resources/forms-for-tds-on-dividend>.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2026 is being sent separately to the Members whose e-mail addresses are registered with the Company/DPs.

Key documents to be submitted/uploaded as per Income-tax Rules, 2026

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	Form 121 (erstwhile Form No. 15G or Form No. 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	<p>i. No Permanent Establishment Declaration</p> <p>ii. Beneficial Ownership Declaration</p> <p>iii. Tax Residency Certificate</p> <p>iv. Copy of electronically filed Form 41 (erstwhile Form 10F)</p> <p>v. Any other document which may be required</p>

**If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 397 of the Income-tax Act, 2025]*

10. Updation of PAN, KYC and other details:

Pursuant to relevant SEBI Circulars, dividend to the Members holding shares in physical form shall be paid in electronic mode only and if the folio is KYC Compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., e-mail address, bank details, valid PAN linked to Aadhaar of all holders in the folio, specimen signature, nomination, etc. Relevant FAQs have been published by SEBI in this regard which can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf.

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3, ISR-4, ISR-5, SH-13

and SH-14 are available on our website at www.tatachemicals.com/InvestorForms. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled and signed, along with the supporting documents at the earliest to the Company/RTA.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at <https://www.tatachemicals.com/investors/investor-resources/forms> to furnish the abovementioned details.

Further, Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile nos, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc. to RTA for shares held in physical form and to their respective DPs for shares held in electronic form.

To prevent fraudulent transactions, Members are advised (i) to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible (ii) not to leave their demat account(s) dormant for long and (iii) to obtain periodic statement of holdings from the concerned DPs and verify from time to time.

11. Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System (ECS) or any other means in a timely manner:

SEBI has mandated payment of dividend only to KYC compliant folios in electronic mode. Please refer point no. 10 above for KYC updation details. For ECS mandate for receiving dividends, the Members are requested to follow the steps as under:

a. Shares held in physical form: Members are requested to send the following details/documents in original to RTA latest by **Monday, June 8, 2026**:

- i. Form ISR-1 duly filled and signed by the holders stating their name, folio number, complete address and details of the bank account in which dividend is to be received. The said Form is available on the website of the Company at <https://www.tatachemicals.com/investors/investor-resources/forms> and on the website of the RTA at <https://in.mpms.mufig.com/>;
- ii. Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the cancelled cheque in original alongwith Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch;
- iii. Self-attested copy of the PAN Card of all the holders;
- iv. Self-attested copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company;

- v. Form ISR-2 duly filled and signed. The signature of holders should be attested by the Bank Manager; and
- vi. Form SH-13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

b. Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details.

Accordingly, the Members holding shares in electronic form are requested to ensure that their DPs update their Electronic Bank Mandate details by **Monday, June 8, 2026**.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

12. Unclaimed Dividend and Transfer of Shares to Investor Education and Protection Fund ('IEPF'):

Pursuant to the provisions of Section 124 of the Act, the dividend which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the IEPF established by the Central Government. The details of unclaimed dividend transferred to IEPF during FY 2025-26 have been provided in the Corporate Governance Report which forms part of this Report. Further, all the shares on which dividends remain unclaimed for a period of seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority as notified by the MCA. The Members, whose unclaimed dividend/shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issuance of Entitlement Letter. The Members may then make an application to the IEPF Authority in web Form IEPF-5 (available on www.mca.gov.in) by attaching the Entitlement Letter and other documents.

13. Dematerialisation of shares:

Members may please note that SEBI has mandated listed companies to issue securities in dematerialised form only while processing any service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition, subject to folio being KYC compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR-5 (for transmission), the format of which is available at www.tatachemicals.com/InvestorForms.



Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

Members holding shares in physical form may raise a service request at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html for any assistance relating to the shares of the Company.

14. Consolidation of share certificates:

Members holding more than one physical folio in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company or the RTA for consolidation of holdings in one folio. Request for consolidated shares certificates shall be processed in dematerialised form only.

15. RTA has implemented below investor initiatives as part of their constant endeavor to enhance investor servicing:

- i. **'SWAYAM'** is a secure, user-friendly web-based application developed by RTA, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at <https://swayam.in.mpms.mufg.com/>
- ii. **'iDIA'** is a Chatbot developed by RTA that utilises conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by logging in to <https://in.mpms.mufg.com/>
- iii. **FAQs** –The FAQ section on the RTA's website has detailed answers to probable investor queries. Please visit <https://web.in.mpms.mufg.com/faq.html> to find answers to your queries related to securities.

16. Special window for re-lodgement of physical share transfer requests:

Members who have executed the transfer prior to April 1, 2019, but were not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

17. Simplification of Procedure for Issuance of Duplicate share certificates:

SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardised as below:

Market Value	Required Documents
Up to ₹ 10,000	Undertaking on plain paper (no notarisation required)
Above ₹ 10,000 and up to ₹ 10,00,000	Single Affidavit-cum-Indemnity Bond
Above ₹ 10,00,000	Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement

With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation by the Company or the RTA while processing service request. Accordingly, securities will be credited directly to the Member's demat account upon submission of valid demat account details along with the latest Client Master List, not older than 2 months, attested by their DP.

18. Nomination facility:

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.tatachemicals.com/investors/investor-resources/forms>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

19. Dispute Resolution:

SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and/or through the SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.tatachemicals.com/investors/investor-resources/dispute-redressal-mechanism>.

Further, to ensure a transparent framework for addressing investor grievances and to provide details of the grievance escalation mechanism, the Company has adopted an Investor Grievance Redressal Policy, which is available on the Company's website at www.Tatachemicals.com/Investor_grievance_redressal_policy.

20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members before as well as during the AGM. Members who wish to inspect such documents can send their requests to the Company at investors@tatachemicals.com by mentioning their Name, Folio No. / DP ID and Client ID and mobile no.
21. **Remote e-Voting before / during the AGM:**
- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard-2 on General Meetings issued by ICSI, Regulation 44 of the SEBI Listing Regulations, as amended from time to time and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to “e-Voting Facility Provided by Listed Entities”, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted as mentioned in the Notice of the AGM. For this purpose, the Company has appointed NSDL for facilitating voting through electronic means. The facility for casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL. Resolution(s) passed by Members through e-Voting is/ are deemed to have been passed as if they have been passed at the AGM.
 - ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Friday, June 19, 2026** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before / during the AGM. Any non-individual Member or Member holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the despatch of the Notice and holding shares as on the cut-off date of **Friday, June 19, 2026**, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if the Member is already registered with NSDL for remote e-Voting then the existing User ID and Password can be used for casting the vote.

Individual Member holding securities in demat mode, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as on the cut-off date of **Friday, June 19, 2026** may follow the login process mentioned below in point 23(B).
 - iii. The remote e-Voting period commences on **Monday, June 22, 2026 at 9.00 a.m. (IST)** and ends on **Thursday, June 25, 2026 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. 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 of **Friday, June 19, 2026**.
 - iv. Members will be provided with the facility for voting through remote e-Voting during the proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
 - v. The e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
22. Mr. P. N. Parikh (Membership No.: FCS 327) and failing him, Ms. Jigyasa Ved (Membership No.: FCS 6488) and failing her, Mr. Mitesh Dhabliwala (Membership No.: FCS 8331) of Parikh & Associates, Practising Company Secretaries, has been appointed as the Scrutiniser for providing facility to the Members of the Company to scrutinise remote e-Voting process as well as voting at the AGM in a fair and transparent manner. The Scrutiniser will submit his/her report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the votes cast through remote e-Voting before/during the AGM, within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and will also be displayed on the Company's website at www.tatachemicals.com and notice board at the registered office of the Company.



23. Instructions for Members for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM

- i. Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast through the NSDL e-Voting system. Members may access by following the steps mentioned below for login to NSDL e-Voting system. After successful login, you can see link of 'VC/OAVM' placed under 'Join General Meeting' menu against the Company's name. You are requested to click on VC/OAVM link placed under 'Join General Meeting' menu. The link for VC/OAVM will be available in Shareholder/Member login where EVEN of the Company i.e. **139341** will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- ii. Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need to install the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot might experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions with regard to the financial statements or any other matter to be placed at the 87th AGM from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio No. and mobile no. in advance at investors@tatachemicals.com before **3.00 p.m. (IST) on Friday, June 19, 2026**. Such questions by the Members shall be suitably replied to by the Company.
- iv. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio No. PAN and mobile no. at

investors@tatachemicals.com from **Tuesday, June 16, 2026 (9.00 a.m. IST) to Friday, June 19, 2026 (5.00 p.m. IST)**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- v. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on evoting@nsdl.com / +91 22 4886 7000 or contact Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated e-mail ids: amitv@nsdl.com or pallavid@nsdl.com.

For ease of understanding, the Members may refer the flow chart for e-Voting and joining the virtual AGM through VC/OAVM by scanning the below QR code:



B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE / DURING THE AGM

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

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 e-Voting and joining virtual Meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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 DPs. Shareholders are advised to update their mobile no. and e-mail id in their demat accounts in order to access 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. OTP based login</p> <ol style="list-style-type: none"> 1. Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp 2. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. 3. Enter the OTP received on your registered e-mail ID/mobile no. and click on login. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on the 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 or joining virtual meeting and e-Voting during the meeting. <p>B. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. 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 phone. 2. Once the home page of e-Services system is launched, click on the “Beneficial Owner” login under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against Company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Please follow steps given in points 1-5 of B above. <p>C. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. <p>D. Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.</p>





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>CDSL Easi/ Easiest Facility</p> <p>If you are registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. 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 to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use the existing my easi username & password. 2. 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 vote during the remote e-Voting period. Additionally, there are 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. & e-mail 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. 2. Once logged-in, you will be able to see the e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

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 websites.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: +91 22 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 21 09911

B) Login Method for e-Voting and joining virtual Meeting 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?

1. Visit the e-Voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 no. registered with the Company For example, if EVEN is 123456 and folio no. is 001***, then user ID is 123456001***

5. Password details for shareholders other than Individual shareholders are given below:

Depository, please follow instructions mentioned below in this Notice.

- | | |
|--|--|
| <ol style="list-style-type: none"> 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will ask you to change your password. c. How to retrieve your 'initial password'? <ol style="list-style-type: none"> i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail 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 no. for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. ii. In case you have not registered your e-mail address with the Company/ | <ol style="list-style-type: none"> 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: <ol style="list-style-type: none"> a. Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on https://www.evoting.nsdl.com/. b. "Physical User Reset Password?" (If you are holding shares in physical form) option available on https://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.com mentioning your demat account number/folio no., PAN, name and registered address. d. Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL. 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. 8. Now, you will have to click on "Login" button. 9. After you click on the "Login" button, home page of e-Voting will open. |
|--|--|



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

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

1. 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 and general meeting is in active status.
2. Select "EVEN" of Company i.e. **139341** for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of an SMS on your registered mobile no.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for remote e-Voting during the AGM are as under:

- i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- ii. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-Voting system during the AGM.
- iii. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

- iv. The details of the person who may be contacted for any grievances connected with the facility for remote e-Voting during the AGM shall be the same person mentioned for remote e-Voting.

General Guidelines for Shareholders

1. 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 <https://www.evoting.nsdl.com> to reset the password.
2. 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 or call at toll free no.: +91 22 4886 7000 or send a request at evoting@nsdl.com or contact Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated e-mail ids: amitv@nsdl.com or pallavid@nsdl.com.
3. Members may send a request to evoting@nsdl.com for procuring User ID and password for e-Voting by providing demat account number/folio no., client master list or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

By Order of the Board of Directors

Jeraz E. Mahernosh

Company Secretary

FCS 7008

Mumbai, May 4, 2026

Registered Office:

Tata Chemicals Limited

Bombay House,

24 Homi Mody Street, Fort,

Mumbai - 400 001

CIN: L24239MH1939PLC002893

Tel. No: + 91 22 6665 8282

E-mail: investors@tatachemicals.com

Website: www.tatachemicals.com

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying Notice dated May 4, 2026:

Item No. 5

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of D. C. Dave & Co. (Firm Registration No. 000611), as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of ₹ 11,50,000 plus applicable taxes and out-of-pocket expenses.

The Board commends the Resolution at Item No. 5 of the accompanying Notice for ratification by the Members of the Company.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for ratification of the remuneration amounting to ₹ 11,50,000 plus

applicable taxes and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors or KMP of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

By Order of the Board of Directors

Jeraz E. Mahernosh
Company Secretary
FCS 7008
Mumbai, May 4, 2026

Registered Office:

Tata Chemicals Limited
Bombay House,
24 Homi Mody Street, Fort,
Mumbai - 400 001
CIN: L24239MH1939PLC002893
Tel. No: + 91 22 6665 8282
E-mail: investors@tatachemicals.com
Website: www.tatachemicals.com



DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM

[PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Name of the Director	Mr. S. Padmanabhan, Chairman (Non-Executive, Non-Independent Director)
DIN	00306299
Date of Birth	May 15, 1958
Age	67 years
Date of first appointment on the Board	December 23, 2016
Qualifications	Mr. S. Padmanabhan is a Glaxo Marketing Scholar Medallist, a distinguished alumnus from IIM Bengaluru. He is also a Gold Medallist, a distinguished alumnus from PSG College of Technology, Coimbatore. He has completed the Advanced Management Program at the Harvard Business School.
Profile, Experience and Expertise in specific functional areas	<p>Mr. S. Padmanabhan has extensive experience in the field of Human Resources, Corporate Strategy, Operations, Sustainability, Ethics, Business Excellence and General Management. His career in Tata Group companies spans over 42 years beginning with a 26 year stint in Tata Consultancy Services Limited (TCS) where he held various roles including the position of Executive Director.</p> <p>Post TCS, Mr. Padmanabhan has served as Executive Director- Operations of The Tata Power Company Limited and as Group Chief Human Resources Officer at Tata Sons Private Limited (Tata Sons). At Tata Sons, Mr. Padmanabhan was also heading the Tata Business Excellence Group (TBExG) and the Tata Group Ethics function. Heading the TBExG, he was responsible for enabling the Business Excellence journey of Tata companies globally. He is a Life Member of the Computer Society of India.</p>
Skills and capabilities required for the role and the manner in which the Director meets the requirements	Refer Corporate Governance Report
Terms and conditions of re-appointment	Director liable to retire by rotation
Details of remuneration last drawn (FY 2025-26)	<p>Sitting Fees: ₹ 5,10,000</p> <p>Commission: ₹ 70,00,000[®]</p>
Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as approved by the Board of Directors
Directorships in other Companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Rallis India Limited (Listed Entity) 2. The Associated Building Company Limited
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Rallis India Limited <ul style="list-style-type: none"> - Executive Committee of the Board (Chairman) 2. The Associated Building Company Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Chairman)
Listed entities from which the Director has resigned from directorship in last three (3) years	None
No. of Board Meetings attended during FY 2025-26	Attended all 8 Board Meetings held during the period
Inter-se relationship with other Directors and Key Managerial Personnel	None
No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

[®]Commission relates to FY 2025-26, which will be paid during FY 2026-27

Key Details at a Glance

87th Annual General Meeting

Friday, June 26, 2026 at 3.00 p.m. (IST)

Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')

Sr. No.	Particulars	Details
1.	Participation through VC/OAVM	The 87 th AGM can be attended / live proceedings can be viewed at https://www.evoting.nsdl.com by following the instructions provided in the Notes to the Notice. Facility of joining the AGM shall open at 2.30 p.m. (IST)
2.	Technical Assistance for VC Participation	Contact NSDL at evoting@nsdl.com / +91 22 4886 7000 or contact Mr. Amit Vishal at amitv@nsdl.com or Ms. Pallavi Mhatre at pallavid@nsdl.com
3.	Submission of Questions / Queries before the AGM	Questions with regard to the financial statements or any other matter to be placed at the 87 th AGM can be submitted from registered e-mail address before 3.00 p.m. (IST) on Friday, June 19, 2026 at investors@tatachemicals.com mentioning: Name of the shareholder; DP ID and Client ID/folio no. and mobile no.
4.	Speaker Pre-Registration	Members may send a request from Tuesday, June 16, 2026 (9.00 a.m. IST) to Friday, June 19, 2026 (5.00 p.m. IST) from their registered e-mail address to investors@tatachemicals.com mentioning: Name of the shareholder; DP ID and Client ID/folio no.; PAN and mobile no. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
5.	Dividend details	Rate: 110 % i.e. ₹ 11 per ordinary share of ₹ 10 each Record date: Wednesday, June 10, 2026 Payment date: On or after Tuesday, June 30, 2026
6.	TDS on Dividend and Submission of Forms	The detailed process is available on the website of the Company at www.tatachemicals.com/TDS Forms
7.	Cut-off date for remote e-Voting period	Friday, June 19, 2026
8.	Remote e-Voting period	Commences on Monday, June 22, 2026 at 9.00 a.m. (IST) and ends on Thursday, June 25, 2026 at 5.00 p.m. (IST)
9.	Registration of e-mail address to receive credentials for Remote e-Voting and Notice of the 87 th AGM	Members whose e-mail addresses are not registered and wish to receive the credentials for remote e-Voting along with the Notice of the 87 th AGM and the Integrated Annual Report 2025-26 can get their e-mail addresses registered by visiting the link https://web.in.mpms.muvg.com/EmailReg/Email_Register.html and following the process mentioned in the Notes to the Notice of the AGM