

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTY-SIXTH (86TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CHEMICALS LIMITED WILL BE HELD ON MONDAY, JUNE 30, 2025 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, 2025, 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, 2025, together with the Report of the Auditors thereon.
3. To declare dividend on the Ordinary Shares for the financial year ended March 31, 2025.
4. To appoint a Director in place of Mr. R. Mukundan (DIN: 00778253), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. Re-appointment of Mr. Rajiv Dube (DIN: 00021796) 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’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] 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, Mr. Rajiv Dube (DIN: 00021796), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from September 18, 2020 to September 17, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has

given his consent along with a declaration that he 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 his 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 five (5) consecutive years commencing from September 18, 2025 to September 17, 2030 (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.”

6. Appointment of Mr. Modan Saha (DIN: 02848515) as a Director of the Company

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

“RESOLVED THAT Mr. Modan Saha (DIN: 02848515) who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from May 28, 2025, by the Board of Directors of the Company and who holds office upto the date of the Annual General Meeting in terms of Section 161(1) and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with rules framed thereunder [including any modification(s) or re-enactment(s) thereof for the time being in force] and Article 133 of the Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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.”

7. Appointment of Secretarial Auditors 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to Regulation 24A and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors, Parikh & Associates, Practising Company Secretaries (Firm Registration No. P1988MH009800), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive years with effect from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration plus applicable taxes and out-of-pocket expenses, as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

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.”

8. 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 ₹ 10,50,000 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, 2026.

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 09/2024 dated September 19, 2024 (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 86th AGM of the Company is being held through VC/OAVM on **Monday, June 30, 2025 at 3.00 p.m. (IST)**. The proceedings of the 86th 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 Nos. 5 to 8 of the Notice is annexed hereto.

The relevant details with respect to Item Nos. 4 to 6 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 Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
4. The Members can join the AGM in the 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 served 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, are encouraged to attend and vote at the 86th 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 email 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. Pursuant to the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, by way of scheme of arrangement, the name of the Company's Registrar & Transfer Agent ('Registrar' or 'RTA') has changed from Link Intime India Private Limited to MUFG Intime India Private Limited ('MUFG Intime') with effect from December 31, 2024.
8. In line with the MCA Circulars and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent Circulars issued in this regard by the Securities and Exchange Board of India (SEBI), the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of the AGM along with the Integrated Annual Report 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ('DP'). The Company shall send a physical copy of the Integrated Annual Report 2024-25 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 shareholders whose email addresses are not registered with the Company/DP, providing a web-link and QR code for accessing the Integrated Annual Report 2024-25. The Notice convening the 86th AGM has been uploaded on the website of the Company at www.tatachemicals.com, National Securities Depository Limited ('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.
9. **Process for registering email address to receive this Notice along with the Integrated Report 2024-25:**

The Company has made special arrangements with the RTA for registration of email addresses of those Members (holding shares either in electronic or physical form) who wish to

receive this Notice and the Integrated Report 2024-25 along with credentials for remote e-Voting. Eligible Members whose email 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 Monday, June 23, 2025** by following the process for registering e-mail address as mentioned below:

- a. Click on link: https://web.in.mpms.muvg.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 are also required to upload a self-attested copy of the PAN card and address proof viz. Aadhaar Card or Passport etc. Members holding shares in physical form are additionally required to enter one of their share certificate numbers
- 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 of AGM along with Integrated Annual Report 2024-25 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 email address, NSDL will email a copy of this AGM Notice and the Integrated Report for FY 2024-25. 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.muvg.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. 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 for all future communications.

10. Record date and Dividend

- i. The Company has fixed **Thursday, June 12, 2025** as the 'Record Date' for determining entitlement of Members to dividend for the financial year ended March 31, 2025, 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 **Thursday, July 3, 2025** 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 **Thursday, June 12, 2025**;
 - 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 **Thursday, June 12, 2025**.
- ii. Pursuant to the Finance Act, 2020, 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, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (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 email at csg4exemptforms2526@in.mpms.mufg.com on or before **Tuesday, June 10, 2025**. The documents can also be uploaded on the link <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html>. The detailed process is available on the website of the Company at: <https://www.tatachemicals.com/TDSInformation.htm>.

A communication providing detailed information with respect to tax on the dividend for the financial year ended March 31, 2025 along with submission of applicable documents was sent separately to those Members whose email addresses were registered with the Company/DPs.

- iii. **Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner**

SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 7, 2024 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, mandated that with effect from April 1, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form 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., email id, bank details, valid PAN linked to Aadhaar of all holders in the folio, nomination, etc.

- a. **Shares held in physical form:** Members are requested to send the following documents in original to RTA latest by **Monday, June 9, 2025**:
 - 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/Other-forms> and on the website of the RTA at <https://in.mpms.mufg.com/>.
 - ii. Original cancelled cheque 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 following documents:-
 - a. Cancelled cheque in original.
 - b. 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 the full address of the Bank branch.
 - iii. Self-attested photocopy of the PAN Card of all the holders; and
 - iv. Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- 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 demat form are requested to ensure that their DPs update their Electronic Bank Mandate details by **Monday, June 9, 2025**.

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.

11. **Unpaid/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 / unpaid 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 2024-25 have been provided in the Corporate Governance Report which forms part of this Integrated Report. Further, all the shares on which dividends remain unpaid or 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 MUFG Intime for issuance of Entitlement Letter and claim such dividend/shares by submitting the requisite documents and filing e-Form IEPF-5 available on www.iepf.gov.in.

12. **Updation of PAN, KYC and other details**

SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 7, 2024 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) by holders of physical securities through Form ISR-1.

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/Other-forms> to furnish the abovementioned details.

Further, relevant FAQs published by SEBI on its website can be accessed at: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf.

13. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that SEBI has mandated listed companies to issue securities in demat 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. 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 <https://www.tatachemicals.com/Investors/Investor-resources/Other-forms>. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

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. **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 No. 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 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>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form.

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
16. 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 through existing 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 www.tatachemicals.com/investors/investor-resources.

Further, in order to facilitate a transparent framework for handling investor grievances and provide details on the grievance escalation mechanism, the Company has adopted the Investor Grievance Redressal Policy during the year ended March 31, 2025.

17. 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 during the AGM. Further, the relevant documents referred to in the Notice of this AGM and Explanatory Statement will also be available electronically for inspection by the Members upto the date of the AGM. Members who wish to inspect such documents can send their requests to the Company at investors@tatachemicals.com by mentioning their Name and Folio No. / DP ID and Client ID.

18. 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, Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, 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 **Monday, June 23, 2025** 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 **Monday, June 23, 2025**, 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 Members 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 **Monday, June 23, 2025** may follow the login process mentioned below in point 20(B).

- iii. The remote e-Voting period commences on **Thursday, June 26, 2025 at 9.00 a.m. (IST)** and ends on **Sunday, June 29, 2025 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 **Monday, June 23, 2025**.
- iv. Members will be provided with the facility for voting through remote electronic voting system 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 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.

19. Mr. P. N. Parikh (Membership No.: FCS 327) and failing him, Ms. Jigyasa Ved (Membership No.: FCS 6488) and failing her, Mr. Mitesh Dhaliwala (Membership No.: FCS 8331) of Parikh & Associates, Practicing 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.
20. 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 the EVEN of Company i.e. **133777** 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 use Internet with a good speed to avoid any disturbance during the Meeting. Members will need 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 86th AGM from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio No. and mobile number in advance at investors@tatachemicals.com before **3.00 p.m. (IST) on Tuesday, June 24, 2025**. 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 **Friday, June 20, 2025 (9.00 a.m. IST) to Monday, June 23, 2025 (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/ 022 - 4886 7000 or contact Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated email ids: amitv@nsdl.com or pallavid@nsdl.com.

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 Depository Participants. Shareholders are advised to update their mobile number and email 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 | A. OTP based login <ol style="list-style-type: none"> Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on your registered email ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 voting during the meeting. |

| Type of shareholders | Login Method |
|--|---|
| | <p>B. NSDL IDeAS facility</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. 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 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>C. Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="571 713 906 919"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div> |
| 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. Visit the CDSL website at www.cdslindia.com either on a personal computer or on a mobile and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. 2. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the Demat Account. 3. 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 or joining virtual meeting & 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 CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 2. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 3. 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 Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once logged 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. 3. Click on the Company name or ESP 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 & 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.: 022 - 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 contact 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 typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
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, your 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 log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in 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 Number registered with the Company For example, if EVEN is 123456 and folio number is 001***, then user ID is 123456001*** |

5. 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 prompt 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. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of Beneficiary 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.
6. 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.
 - b) '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on 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 number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) 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 is in active status.
2. Select 'EVEN' of company i.e. 133777 for which you wish to cast your vote during the remote e-Voting period or cast 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/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.
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 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 on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.com or contact Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated email ids: amitv@nsdl.com or pallavid@nsdl.com.

By Order of the Board of Directors

Rajiv Chandan
Chief General Counsel
& Company Secretary
FCS 4312
Mumbai, May 28, 2025

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
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 Nos. 5 to 8 of the accompanying Notice dated May 28, 2025:

Item No. 5

Mr. Rajiv Dube (DIN: 00021796) is currently an Independent Director of the Company, Chairman of the Stakeholders Relationship Committee and Safety, Health, Environment and Sustainability Committee and Member of the Audit Committee.

Mr. Dube was appointed as an Independent Director of the Company by the Members at the 82nd Annual General Meeting of the Company held on July 2, 2021 for a period of five (5) consecutive years commencing from September 18, 2020 upto September 17, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination and Remuneration Committee ('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 has recommended to the Board that Mr. Dube's qualifications and the rich experience of over four decades in the areas of corporate governance, management, transformation of businesses, safety and sustainability and corporate advisory meets the skills and capabilities required for the role of Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on May 7, 2025, has proposed the re-appointment of Mr. Dube as an Independent Director of the Company for a second term of five (5) consecutive years commencing from September 18, 2025 upto September 17, 2030, (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Dube continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Mr. Rajiv Dube is an Indian industry veteran with over 40 years of multi-sector experience, having served at the highest echelons of two Indian conglomerates - Tata and Aditya Birla.

An engineer and a post-graduate in Business Management, he began his career on the shop floor of Tata Motors and rose to be President of its car business before joining the group board of the Aditya Birla group as an executive director, on which he remained for nearly nine years. He has served on several other Indian and foreign boards in various capacities over 25 years and brings deep insights in corporate governance, management and transformation of businesses as varied as auto, metals, mining, power and renewables, cement, trading, textiles, retail and financial services.

An avid sustainability champion, he was an alternate Council Member of the World Business Council for Sustainable Development (WBCSD) Geneva and has been active on several industry bodies.

The Company has in terms of Section 160(1) of the Act received a Notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Dube confirming that he 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, Mr. Dube has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Dube 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 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, Mr. Dube has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Dube has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Dube is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Dube fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The terms and conditions of his re-appointment are uploaded on the website of the Company at <https://www.tatachemicals.com/TCAID.htm> and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the Notes to the Notice.

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 Mr. Dube 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. 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Dube and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 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 ('ICSI') are annexed to this Notice.

Item No. 6

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, identified that Mr. Modan Saha's (DIN: 02848515) qualifications and rich experience in the areas of corporate strategy, transformation initiatives, banking & finance and general management meets the skills and capabilities required for the role of Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on May 28, 2025, appointed Mr. Modan Saha (DIN: 02848515) as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from May 28, 2025. In terms of Section 161(1) of the Act and Article 133 of the Articles of Association of the Company, Mr. Saha holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Mr. Saha is a graduate in Aerospace Engineering from IIT Kharagpur and an MBA from IIM Calcutta. He is currently leading select Strategic Initiatives at Tata Sons Private Limited. In his earlier role, he was the founding Director and CEO - Financial Services at Tata Digital. Prior to joining Tata Digital, Mr. Saha was the CEO of Tata Strategic Management Group which supports Tata Group companies and Tata Group Chairman's Office in strategy and transformation initiatives. He comes with extensive experience in the Banking and Financial Services industry where he spent more than 17 years before joining Tata Group. In the financial services sector, he worked across companies like Axis Bank, UBS Singapore and ICICI Bank in multiple roles including in Corporate Strategy, Strategic Investments, Fintech marketplaces and Global Private Banking.

Mr. Saha has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members. Further, he has also confirmed that he is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority.

The Board is of the opinion that Mr. Saha possesses the identified core skills, expertise and competencies fundamental for effective

functioning in his role as a Director of the Company and considers that the association of Mr. Saha would be of immense benefit to the Company.

In compliance with the provisions of the Act and Regulation 17 of the SEBI Listing Regulations, the appointment of Mr. Modan Saha as a Director is now being placed before the Members for their approval.

The Board commends the Ordinary Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Saha and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 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 ICSI are annexed to this Notice.

Item No. 7

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

The Board of Directors of the Company, at its meeting held on May 7, 2025, on the recommendation(s) of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, audit team, quality of audit reports, etc. recommended the appointment of Parikh & Associates as the Secretarial Auditors of the Company, to the Members at the ensuing AGM for a term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, subject to the approval of the Members, at a remuneration of ₹ 2,75,000 plus applicable taxes and out-of-pocket expenses for FY 2026 and for subsequent years(s) of their term, such fees as mutually agreed between the Board of Directors and the Secretarial Auditors.

Parikh & Associates is a well-known firm of Practising Company Secretaries founded in 1987 and based in Mumbai. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the ICSI, ensuring the highest standards in professional practices.

Parikh & Associates has a team of 35 members including 10 partners and is focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, etc.

The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities.

As required under the SEBI Listing Regulations, Parikh & Associates holds a valid certificate issued by the Peer Review Board of ICSI. Parikh & Associates has consented to its appointment as Secretarial Auditors of the Company. They have confirmed that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFDPoD/CIR/P/2024/185 dated December 31, 2024 and that their appointment, if made, shall be in accordance with Section 204 and other applicable provisions of the Act, rules framed thereunder and the applicable provisions of the SEBI Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the accompanying Notice.

Item No. 8

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, 2026 at a remuneration of ₹ 10,50,000 plus applicable taxes and out-of-pocket expenses.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 8 of the accompanying Notice for ratification of the remuneration amounting to ₹ 10,50,000 plus applicable taxes and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2026.

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. 8 of the accompanying Notice.

By Order of the Board of Directors

Rajiv Chandan
Chief General Counsel
& Company Secretary
FCS 4312
Mumbai, May 28, 2025

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
Website: www.tatachemicals.com

DETAILS OF DIRECTORS SEEKING APPOINTMENT/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. R. Mukundan (Managing Director & CEO) | Mr. Rajiv Dube (Non-Executive, Independent Director) | Mr. Modan Saha (Non-Executive, Non-Independent Director) |
|---|--|---|---|
| DIN | 00778253 | 00021796 | 02848515 |
| Date of Birth | September 19, 1966 | February 4, 1962 | August 8, 1971 |
| Age | 58 years | 63 years | 53 years |
| Date of first appointment on the Board | November 26, 2008 | September 18, 2020 | May 28, 2025 |
| Qualifications | Mr. R. Mukundan has completed his BE (Electrical Engineering) from IIT, Roorkee; MBA from FMS, Delhi University and Advanced Management Programme at Harvard Business School | Mr. Rajiv Dube is an Engineer and has done a Post Graduation in Business Management | Mr. Modan Saha is graduate in Aerospace Engineering from IIT Kharagpur and an MBA from IIM Calcutta |
| Profile, Experience and Expertise in specific functional areas | <p>Mr. R. Mukundan, joined Tata Administrative Service in 1990, after completion of MBA from FMS, Delhi University. During his 35-year career with Tata Group, he has held various responsibilities across the Chemical, Automotive and Hospitality sectors of the Tata Group. Prior to joining Tata Chemicals in 2001, he worked with the Indian Hotels Company Limited and Tata AutoComp Systems Limited. During his tenure in Tata Chemicals, he has headed the Mithapur Plant, Chemicals and Consumer Business.</p> <p>Mr. Mukundan is a Fellow of Indian Chemical Society and serves on industry forums and impact organisations.</p> | <p>Mr. Rajiv Dube is an Indian industry veteran with over 40 years of multi-sector experience, having served at the highest echelons of two Indian conglomerates - Tata and Aditya Birla.</p> <p>An engineer and a post-graduate in Business Management, he began his career on the shop floor of Tata Motors and rose to be President of its car business before joining the group board of the Aditya Birla group as an Executive Director, on which he remained for nearly nine years. He has served on several other Indian and foreign boards in various capacities over 25 years and brings deep insights in corporate governance, management and transformation of businesses as varied as auto, metals, mining, power and renewables, cement, trading, textiles, retail and financial services.</p> <p>An avid sustainability champion, he was an alternate Council Member of the World Business Council for Sustainable Development (WBCSD) Geneva and has been active on several industry bodies.</p> | <p>Mr. Modan Saha is currently leading select Strategic Initiatives at Tata Sons Private Limited. In his earlier role, he was the founding Director and CEO - Financial Services at Tata Digital. Prior to joining Tata Digital, Mr. Saha was the CEO of Tata Strategic Management Group which supports Tata Group companies and Tata Group Chairman's Office in strategy and transformation initiatives.</p> <p>He comes with extensive experience in the Banking and Financial Services industry where he spent more than 17 years before joining Tata Group. In the financial services sector he worked across companies like Axis Bank, UBS Singapore and ICICI Bank in multiple roles including in Corporate Strategy, Strategic Investments, Fintech marketplaces and Global Private Banking.</p> |
| Skills and capabilities required for the role and the manner in which the Directors meet the requirements | Refer Corporate Governance Report | Refer Item No. 5 of the Notice and Explanatory Statement | Refer Item No. 6 of the Notice and Explanatory Statement |
| Terms and conditions of re-appointment | Not Applicable | Re-appointed as an Independent Director for a second term of five(5) consecutive years commencing from September 18, 2025 upto September 17, 2030 (both days inclusive) | Appointed as a Director (Non-Executive, Non-Independent), liable to retire by rotation |
| Details of remuneration last drawn (FY 2024-25) | Salary, Perquisites & Allowances: ₹ 4,68,86,677 Commission: ₹ 3,40,00,000 [®] | Sitting Fees: ₹ 5,00,000 Commission: ₹ 50,00,000 [®] | Not Applicable |
| Details of remuneration sought to be paid | Remuneration payable to Managing Director & CEO as approved by the Members of the Company at the 84 th Annual General Meeting of the Company held on June 26, 2023 | Sitting Fees and Commission, if any, as approved by the Board of Directors | Sitting Fees and Commission, if any, as approved by the Board of Directors |

| Name of the Director | Mr. R. Mukundan (Managing Director & CEO) | Mr. Rajiv Dube (Non-Executive, Independent Director) | Mr. Modan Saha (Non-Executive, Non-Independent Director) |
|---|---|---|--|
| Directorships in other Companies (excluding foreign companies) | <ol style="list-style-type: none"> Rallis India Limited* Tata International Limited Ncourage Social Enterprise Foundation (Section 8 Company) Carbon Disclosure Project India (Section 8 Company) Management & Entrepreneurship and Professional Skills Council (MEPSC) (Section 8 Company) | <ol style="list-style-type: none"> Tata Investment Corporation Limited* Tata International Limited Simto Investment Company Limited Magic Bus Foundation (Section 8 Company) | <ol style="list-style-type: none"> Tata Business Hub Limited Ferbine Private Limited |
| Membership/ Chairpersonship of Committees in other companies (excluding foreign companies) | <ol style="list-style-type: none"> Rallis India Limited <ul style="list-style-type: none"> Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholders Relationship Committee (Member) Corporate Social Responsibility Committee (Member) Safety, Health, Environment and Sustainability Committee (Member) Tata International Limited <ul style="list-style-type: none"> CSR and Sustainability Committee (Chairman) Committee of Directors (Member) | <ol style="list-style-type: none"> Tata Investment Corporation Limited <ul style="list-style-type: none"> Audit Committee (Member) Nomination and Remuneration Committee (Chairman) IT Strategy Committee (Chairman) Tata International Limited <ul style="list-style-type: none"> Audit Committee (Member) Nomination and Remuneration Committee (Chairman) Risk Management Committee (Member) | None |
| Listed entities from which the Director has resigned from directorship in last three (3) years: | None | None | None |
| No. of Board Meetings attended during FY 2024-25 | Attended all 6 Board Meetings held during the year | Attended all 6 Board Meetings held during the year | Not Applicable |
| Inter-se relationship with other Directors and Key Managerial Personnel | None | None | None |
| No. of shares held: | 500 | Nil | 60 |
| (a) Own | | | |
| (b) For other persons on a beneficial basis | Nil | Nil | Nil |

*Listed Entities

@Commission relates to FY 2024-25, which will be paid during FY 2025-26

Key Details at a Glance

86th Annual General Meeting

Monday, June 30, 2025 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 86 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 / 022 - 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 86 th AGM can be submitted from registered e-mail address before 3.00 p.m. (IST) on Tuesday, June 24, 2025 at investors@tatachemicals.com mentioning: Name of the shareholder; DP ID and Client ID/Folio number and Mobile number |
| 4. | Speaker Pre-Registration | Members may send a request between Friday, June 20, 2025 (9.00 a.m. IST) to Monday, June 23, 2025 (5.00 p.m. IST) from their registered email address to investors@tatachemicals.com mentioning: Name of the shareholder; DP ID and Client ID/Folio number; PAN and Mobile number. 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: Thursday, June 12, 2025 Payment date: On or after Thursday, July 3, 2025 |
| 6. | TDS on Dividend and Submission of Forms | The detailed process is available on the website of the Company at: https://www.tatachemicals.com/Investors/Investor-resources/forms-for-tds-on-dividend |
| 7. | Cut-off date for remote e-Voting period | Monday, June 23, 2025 |
| 8. | Remote e-Voting period | Thursday, June 26, 2025 at 9.00 a.m. (IST) to Sunday, June 29, 2025 at 5.00 p.m. (IST) |
| 9. | Registration of email address to receive Credentials for Remote e-Voting and Notice of the 86 th AGM | Members whose email addresses are not registered and wish to receive the credentials for remote e-Voting along with the Notice of the 86 th AGM and the Integrated Annual Report 2024-25 can get their e-mail addresses registered by visiting the link https://web.in.mpms.mufig.com/EmailReg/Email_Register.html and following the process mentioned in the Notes to the Notice of the AGM |