

# Notice

NOTICE IS HEREBY GIVEN THAT THE EIGHTIETH ANNUAL GENERAL MEETING OF TATA CHEMICALS LIMITED will be held on Monday, July 8, 2019 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, to transact the following businesses:-

## Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019, together with the Report of the Auditors thereon.
3. To declare dividend on the Ordinary Shares for the financial year ended March 31, 2019.
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.

## Special Business

5. **Re-appointment of Ms. Vibha Paul Rishi (DIN: 05180796) 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV of 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 other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Ms. Vibha Paul Rishi (DIN: 05180796), who was appointed as an Independent Director of the Company to hold office upto August 31, 2019, and who being eligible for re-appointment as an Independent Director, has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the 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

her candidature for the office of Director, 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 consecutive years commencing from September 1, 2019 upto August 31, 2024."

6. **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 and 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 ₹ 6,00,000 per annum plus taxes, travel and out-of-pocket expenses incurred in connection with the audit payable to Messrs D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), who are appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of the cost records of the Company for the year ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business as set out in Item Nos. 5 and 6 above and the relevant details of the Directors seeking appointment/re-appointment as required by Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the AGM i.e. by 3.00 p.m. on July 6, 2019. A Proxy Form is annexed to this Annual Report. Proxies submitted on behalf

of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.

A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member.

3. Book Closure and Dividend:

The Register of Members and the Share Transfer Books of the Company will be closed from **Tuesday, July 2, 2019 to Monday, July 8, 2019**, both days inclusive.

The dividend, if declared at the AGM, will be paid on and from Wednesday, July 10, 2019 to those persons:

- (a) whose names appear as Beneficial Owners as at the end of the business hours on Monday, July 1, 2019 in the list of beneficial owners to be furnished by the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of the shares held in electronic form; and
- (b) whose names appear as Members in the Register of Members holding physical shares of the Company after giving effect to all the valid transmission and transposition requests lodged with the Company/ Registrar and Share Transfer Agent before the end of the business hours on Monday, July 1, 2019.

4. National Automated Clearing House ('NACH'):

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the Members for the remittance of dividend. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited.
- (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant(s) ('DPs') of the Members.

5. SEBI has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from April 1, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from April 1, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.

6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

7. Members/proxyholders and authorised representatives are requested to bring to the Meeting, the duly filled in attendance slip(s) enclosed herewith along with their copy of Annual Report. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the Board Resolution authorising representative to attend and vote on its behalf at the Meeting.

8. In case of jointholders attending the Meeting, only such jointholder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.

9. Nomination Facility:

As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members holding shares in physical form are requested to obtain the nomination forms from the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form may obtain the nomination forms from their respective DPs. Both the forms are also available on the website of the Company at <https://www.tatachemicals.com/Investors/Investor-resources/Other-forms>.

10. Transfer to Investor Education and Protection Fund:

(i) Transfer of unclaimed dividend

Members are hereby informed that under the Act the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven

consecutive years or more to the credit of the Investor Education and Protection Fund ('the IEPF'). In view of the same, dividend of ₹ 1,80,01,240, pertaining to FY 2010-11 which remained unpaid or unclaimed was transferred to the IEPF Authority on September 29, 2018.

Members are requested to note the following due date(s) for claiming the unpaid or unclaimed dividend declared by the Company for FY 2011-12 and thereafter –

Financial Year	Date of Declaration	Dividend per share (₹)	Last date for claiming unpaid dividend
2011-12	August 22, 2012	10	September 21, 2019
2012-13	August 26, 2013	10	September 25, 2020
2013-14	August 21, 2014	10	September 20, 2021
2014-15	August 11, 2015	12.50	September 10, 2022
2015-16	August 11, 2016	10	September 10, 2023
2016-17	August 9, 2017	11	September 8, 2024
2017-18	July 25, 2018	22	August 24, 2025

Members who have not encashed the dividend warrants so far in respect of the aforesaid period(s) are requested to make their claim to TSR Darashaw Limited, Registrar and Share Transfer Agent, well in advance of the above due dates.

(ii) Transfer of shares

Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, the Company has transferred 97,645 Ordinary Shares of face value of ₹ 10 per share to the demat account of the IEPF Authority during FY 2018-19.

The Company had sent individual notice to all the Members whose shares were due to be transferred to the IEPF Authority and had also published newspaper advertisement in this regard. The details of such dividends/shares transferred to IEPF are uploaded on the website of the Company at <https://www.tatachemicals.com/html/Investors/unclaimed-dividends.html>.

(iii) Claim from IEPF Authority

Members/Claimants whose shares and unclaimed dividends have been transferred to the IEPF Authority can claim the same by making an application to the IEPF

Authority in e-Form IEPF-5 (available at [www.iepf.gov.in](http://www.iepf.gov.in)) and sending duly signed physical copy of the same to the Company along with requisite documents as prescribed in the instruction kit of e-Form IEPF-5. Members/claimants can file only one consolidated claim in a financial year as per the IEPF Rules. Link to e-Form IEPF-5 is also available on the website of the Company at <https://www.tatachemicals.com/html/investors/unclaimed-dividends.html>. No claims shall lie against the Company in respect of the dividend/shares so transferred.

(iv) Details of unclaimed dividend on the website

As per the IEPF Rules, the Company has uploaded the information in respect of the unclaimed dividends as on the date of the previous AGM i.e. July 25, 2018 (79<sup>th</sup> AGM) on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company at <https://www.tatachemicals.com/html/Investors/unclaimed-dividends.html>.

11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or change in bank account details 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 DPs and holdings should be verified.
12. Members holding shares in electronic form are requested to submit the Permanent Account Number ('PAN') and bank account details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN and bank account details to the Company's Registrar and Share Transfer Agent, if not submitted already.
13. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrar/DPs. Electronic copy of the Annual Report for FY 2018-19 is being sent to all the Members whose email addresses are registered with the Company/DPs for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for FY 2018-19 are being sent in the permitted mode.
14. Members desiring to obtain/avail any information relating to Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready at the AGM. Members are requested to carry their copy of the Annual Report to the AGM.
15. A route map along with the landmark showing directions to reach the venue of the 80<sup>th</sup> AGM forms part of the Annual Report.

16. Process and Manner for voting through electronic means:

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Members are provided with the facility to exercise their right to vote electronically, through the e-voting services provided by NSDL, i.e. facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) on all the resolutions set forth in this Notice. Instructions for remote e-voting are given herein below.
- II. The facility for voting through electronic voting system or by ballot paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- III. The remote e-voting period commences on **Thursday, July 4, 2019 (9.00 a.m. IST)** and ends on **Sunday, July 7, 2019 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the **cut-off date of Monday, July 1, 2019**, may cast their vote by remote e-voting. 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. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Members who have cast their vote by remote e-voting prior to the AGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.
- IV. The process and manner for remote e-voting are as under:  
 Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>  
 Step 2: Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 are mentioned below:**

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 Number followed by Folio Number registered with the Company. For example, if Folio number is 001*** and EVEN is 110662 then User ID is 110662001***.

5. Your password details 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 force 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. 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 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, your 'initial password' is communicated to you on your postal address.

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](http://www.evoting.nsdl.com).
  - (b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number/Folio Number, your PAN, your name and your registered address.
  - (d) Members can also use the One Time Password (OTP) based login for casting their 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.

**Details on Step 2 are given below:**

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

1. After successful login at Step 1, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
3. Select 'EVEN' of the Company which is 110662.
4. Now you are ready for e-voting as the voting page opens.
5. 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.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the 'print' option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members**

1. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by email to [tcl.scrutinizer@gmail.com](mailto:tcl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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 after 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](http://www.evoting.nsdl.com) to reset the password.
- V. In case of any queries, Members may refer the Frequently Asked Questions ('FAQs') and remote e-voting user manual available in the 'downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request at [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in) or call on Toll free no.: 1800-222-990. In order to address any grievances relating to e-voting, you may also contact NSDL as under:
  - Mr. Amit Vishal: +91 22 24994360 or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)
  - Ms. Pallavi Mhatre: +91 22 24994545 or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)
  - Mr. Pratik Bhatt: +91 22 24994738 or [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in)
  - Ms. Sarita Mote: +91 22 24994890 or [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in)
- VI. If you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password/PIN for casting your vote.
- VII. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, July 1, 2019.
- IX. Any person, 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 i.e. Monday, July 1, 2019, may obtain the user ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investors@tatachemicals.com](mailto:investors@tatachemicals.com).

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll free no.: 1800-222-990.

- X. 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 as well as voting at the AGM.
- XI. Mr. P. N. Parikh (Membership No.: FCS 327) and failing him, Mr. Mitesh Dhabliwala (Membership No.: FCS 8331) of Messrs 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.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of e-voting system or by ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The results declared along with the Scrutiniser's Report, shall be placed on the website of the Company at [www.tatachemicals.com](http://www.tatachemicals.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz. BSE Limited and the National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
- XV. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Monday, July 8, 2019.

#### 17. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective DPs.

#### 18. Webcast Facility:

The Members are informed that the Company will be providing a facility to view the live streaming of the AGM Webcast on the NSDL website. You may access the same at <https://www.evoting.nsdl.com> by using your remote e-voting credentials. The link will be available in 'Shareholder Login' where the EVEN of the Company will be displayed.

For further assistance or queries in connection with the webcast facility, the Members may contact NSDL on the following numbers:

- Mr. Amit Vishal: +91 22 24994360 or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)
- Ms. Pallavi Mhatre: +91 22 24994545 or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)
- Mr. Chetan Angane: +91 22 24994638 or [chetana@nsdl.co.in](mailto:chetana@nsdl.co.in)
- Mr. Sagar Gudhate: +91 7506682282 or [sagarg@nsdl.co.in](mailto:sagarg@nsdl.co.in)

**By Order of the Board of Directors**

**Rajiv Chandan**  
**General Counsel & Company Secretary**

Mumbai, May 3, 2019

#### **Registered Office:**

Tata Chemicals Limited  
Bombay House  
24, Homi Mody Street, Fort  
Mumbai 400 001  
CIN: L24239MH1939PLC002893  
Tel. No: + 91 22 6665 8282  
Fax No: + 91 22 6665 8144  
Email: [investors@tatachemicals.com](mailto:investors@tatachemicals.com)  
Website: [www.tatachemicals.com](http://www.tatachemicals.com)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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 and 6 of the accompanying Notice dated May 3, 2019:

### Item No. 5

Ms. Vibha Paul Rishi (DIN: 05180796) is currently an Independent Director of the Company and the Chairperson of the Stakeholders' Relationship Committee as well as a Member of the CSR, Safety and Sustainability Committee of the Board of Directors of the Company. Ms. Rishi was appointed as an Independent Director of the Company for a term of five consecutive years from September 1, 2014 upto August 31, 2019.

Ms. Rishi is eligible for re-appointment for a second term on the Board of the Company as an Independent Director, not liable to retire by rotation, effective from September 1, 2019 to August 31, 2024, subject to the approval of the Members by a Special Resolution. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Ms. Rishi as an Independent Director of the Company. The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing her candidature for the office of a Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, given her background, experience and contribution, the Board is of the opinion that Ms. Rishi's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail her service as an Independent Director.

The Company has received a declaration from Ms. Rishi confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Ms. Rishi has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Rishi has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular 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 listed companies. Further, Ms. Rishi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

In the opinion of the Board, Ms. Rishi fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of her re-appointment is available for inspection by the Members at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM.

Ms. Rishi, 59 years, is an experienced marketing professional with stints in Indian and international markets, coupled with an abiding passion for people. Her last role was as the Executive Director, Brand and Human Capital of Max India Limited, prior to which she was the Director, Marketing and Customer Strategy at the Future Group.

Ms. Rishi has been with PepsiCo for 17 years in leadership roles in the areas of marketing and innovation in India, US and UK. She was also one of the founding team members of PepsiCo and Titan watches when they started operations in India. She later moved to PepsiCo's headquarters to be a part of its international marketing team, which was followed by an innovation leadership role in London. She serves on the Boards of several reputed companies and is also on the Board of Pratham Education Foundation, a NGO that works to provide education to underprivileged children in India.

A brief profile, including details of current directorships and remuneration paid / payable, of all the Directors whose re-appointment has been proposed forms part of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the Listing Regulations and other applicable regulations, the re-appointment of Ms. Rishi 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.

Except Ms. Vibha Paul Rishi, none of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice. Ms. Vibha Paul Rishi is not related to any other Director or KMP of the Company.

### Item No. 6

The Company is directed under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance

with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Messrs D. C. Dave & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020 at a remuneration of ₹ 6,00,000 per annum plus applicable taxes, travel and out-of-pocket expenses.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 6 of the accompanying Notice for ratification of the remuneration amounting to ₹ 6,00,000 per annum plus applicable taxes, travel and out-of-pocket expenses payable to the Cost Auditors for the Financial Year ending March 31, 2020.

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

None of the Directors or KMP of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution at Item No. 6 of the accompanying Notice.

**By Order of the Board of Directors**

**Rajiv Chandan**  
**General Counsel & Company Secretary**

Mumbai, May 3, 2019

**Registered Office:**

Tata Chemicals Limited  
Bombay House  
24, Homi Mody Street, Fort  
Mumbai 400 001  
CIN: L24239MH1939PLC002893  
Tel. No: + 91 22 6665 8282  
Fax No: + 91 22 6665 8144  
Email: investors@tatachemicals.com  
Website: www.tatachemicals.com

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS:**

<b>Name of the Director</b>	<b>Mr. S. Padmanabhan (Non-Executive Non Independent Director)</b>	<b>Ms. Vibha Paul Rishi (Non-Executive Independent Director)</b>
<b>DIN</b>	00306299	05180796
<b>Date of Birth</b>	May 15, 1958	June 19, 1960
<b>Age</b>	61 years	59 years
<b>Date of first appointment</b>	December 23, 2016	September 1, 2014
<b>Qualifications</b>	Mr. Padmanabhan is a Glaxo Marketing Scholar Medalist, a Distinguished Alumnus from IIM Bangalore. He is also a Gold Medalist, a Distinguished Alumnus from PSG College of Technology, Coimbatore. He has completed the Advanced Management Program at the Harvard Business School. He is a life member of Computer Society of India and a Senior Member of the Institute of Electrical and Electronics Engineers.	Ms. Vibha Paul Rishi holds a BA Degree in Economics from Delhi University and is an MBA with specialisation in Marketing from the Faculty of Management Studies, New Delhi.
<b>Expertise in specific functional areas</b>	Mr. Padmanabhan has extensive experience in the field of Human Resources, Corporate Strategy, Operations, Sustainability, Ethics, Business Excellence and General Management.	Ms. Vibha Paul Rishi has expertise in the field of Marketing, Human Resource, Finance and Strategy. She also possesses relevant experience and knowledge in General Management.
<b>Terms and conditions of appointment or re-appointment</b>	N.A.	Re-appointment as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years commencing from September 1, 2019 to August 31, 2024.
<b>Details of remuneration last drawn (FY 2018-19)</b>	Sitting Fees: ₹ 7,20,000 Commission: Nil <sup>a</sup>	Sitting Fees: ₹ 4,30,000 Commission: ₹ 45,00,000

<b>Directorships in other Public Limited Companies (excluding foreign companies, private companies and Section 8 companies)</b>	<ul style="list-style-type: none"> <li>• Infiniti Retail Limited</li> <li>• Tata Consulting Engineers Limited</li> <li>• The Associated Building Company Limited</li> <li>• Ecofirst Services Limited</li> <li>• Tata SIA Airlines Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Escorts Limited*</li> <li>• The Indian Hotels Company Limited*</li> <li>• Piem Hotels Limited</li> <li>• Go Airlines (India) Limited</li> <li>• ELEL Hotels and Investments Limited</li> <li>• Tata Teleservices Limited</li> <li>• Signify Innovations India Limited</li> <li>• Asian Paints Limited*</li> <li>• ICICI Prudential Life Insurance Company Limited*</li> </ul>
<b>Membership / Chairpersonship of Committees in other public limited companies</b>	<ul style="list-style-type: none"> <li>• <b>Infiniti Retail Limited</b> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee</li> <li>- Committee of the Board</li> </ul> </li> <li>• <b>Tata Consulting Engineers Limited</b> <ul style="list-style-type: none"> <li>- Committee of the Board (Chairman)</li> <li>- Corporate Social Responsibility Committee (Chairman)</li> <li>- Nomination and Remuneration Committee</li> <li>- Audit and Risk Management Committee</li> </ul> </li> <li>• <b>Tata SIA Airlines Limited</b> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility and Safety Committee</li> <li>- Nomination and Remuneration Committee</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• <b>Escorts Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Corporate Social Responsibility Committee</li> <li>- Nomination and Remuneration Committee</li> <li>- Stakeholders Relationship Committee</li> </ul> </li> <li>• <b>The Indian Hotels Company Limited*</b> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee</li> </ul> </li> <li>• <b>Asian Paints Limited</b> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee</li> </ul> </li> <li>• <b>Tata Teleservices Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee</li> </ul> </li> <li>• <b>Go Airlines (India) Limited</b> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee (Chairperson)</li> </ul> </li> <li>• <b>Piem Hotels Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Corporate Social Responsibility Committee</li> <li>- Nomination and Remuneration Committee</li> </ul> </li> <li>• <b>ICICI Prudential Life Insurance Company Limited</b> <ul style="list-style-type: none"> <li>- Customer Service and Policy Holder Committee (Chairperson)</li> </ul> </li> <li>• <b>Signify Innovations India Limited</b> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee (Chairperson)</li> <li>- Nomination and Remuneration Committee (Chairperson)</li> </ul> </li> </ul>
<b>No. of Board meetings attended during the year</b>	9	9
<b>No. of shares held:</b>		
<b>(a) Own</b>	–	–
<b>(b) For other persons on a beneficial basis</b>	–	–

<sup>^</sup> In line with the internal guidelines, Mr. S. Padmanabhan, being in full-time employment of other Tata company, did not draw any commission.

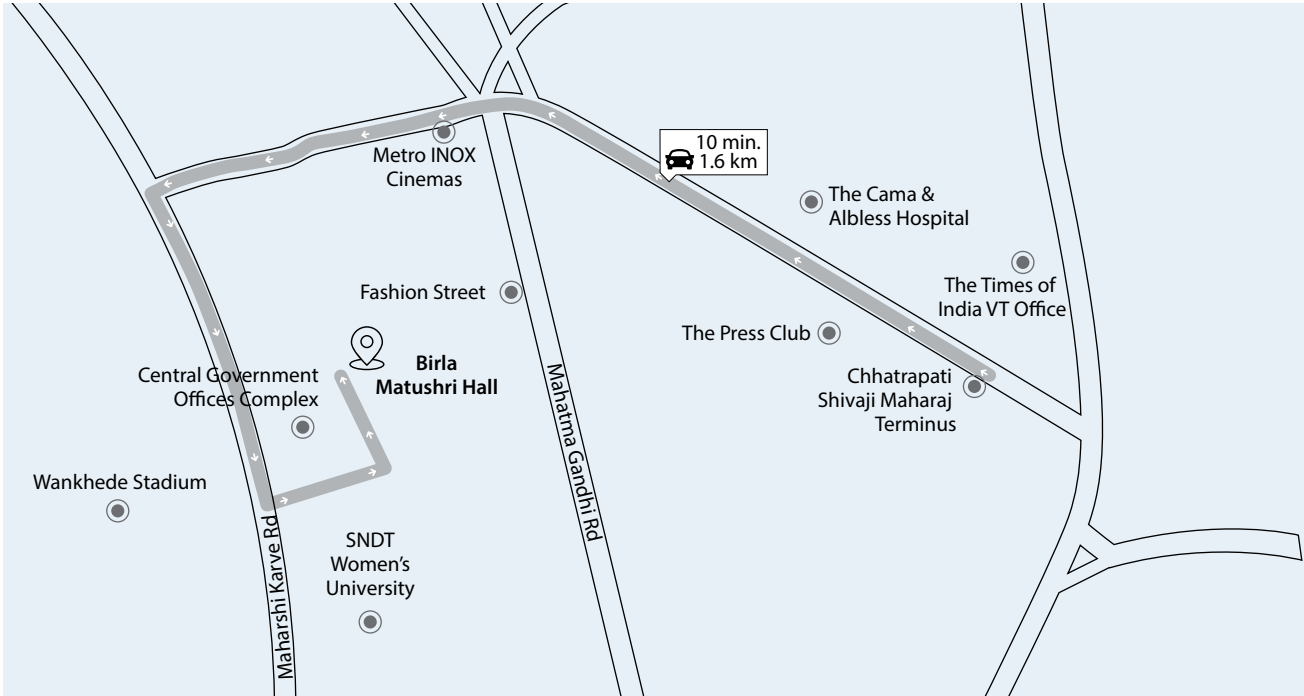
\* Listed company

**Note:** Mr. S. Padmanabhan and Ms. Vibha Paul Rishi are not related to any Director or Key Managerial Personnel.

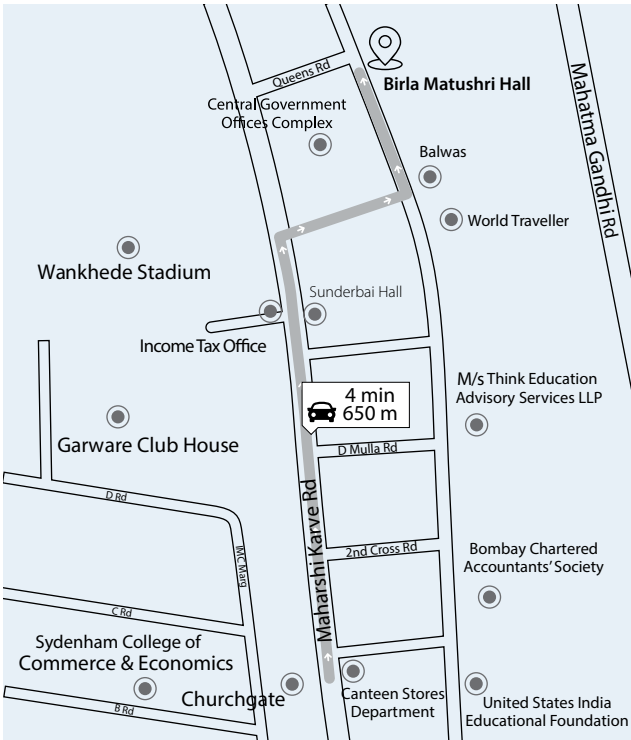
## Route Map to the AGM Venue

**Venue:** Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020.

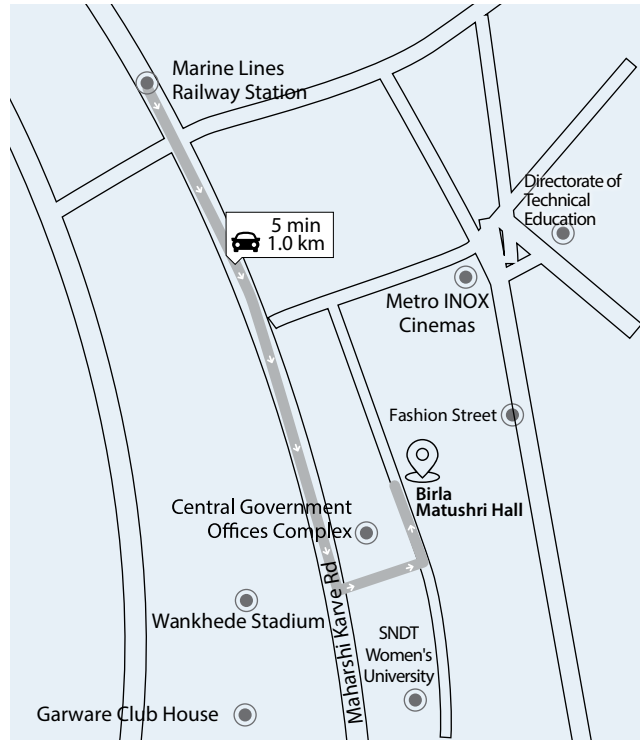
**Landmark:** Next to Bombay Hospital



**Distance from Chhatrapati Shivaji Maharaj Terminus Railway Station: 1.6 km**



**Distance from Churchgate Railway Station: 0.65 km**



**Distance from Marine Lines Railway Station: 1 km**