

Notice

NOTICE IS HEREBY GIVEN THAT THE EIGHTY-SECOND (82ND) ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CHEMICALS LIMITED WILL BE HELD ON FRIDAY, JULY 2, 2021 AT 3.00 P.M. (IST) VIA VIDEO CONFERENCING FACILITY OR OTHER AUDIO VISUAL MEANS 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, 2021, 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, 2021, together with the Report of the Auditors thereon.
3. To declare dividend on the Ordinary Shares for the financial year ended March 31, 2021.
4. To appoint a Director in place of Mr. Zarir Langrana (DIN: 06362438), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. **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 an Ordinary Resolution:

"RESOLVED THAT Mr. Rajiv Dube (DIN: 00021796) who was appointed as an Additional Director of the Company with effect from September 18, 2020 by the Board of Directors and who holds office up to the date of the next Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), 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 a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being

in force], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and the Articles of Association of the Company, the appointment of Mr. Rajiv Dube, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from September 18, 2020 to September 17, 2025 (both days inclusive), be and is hereby approved."

6. **Appointment of Mr. N. Chandrasekaran (DIN: 00121863) as a Director of the Company**

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

"RESOLVED THAT Mr. N. Chandrasekaran (DIN: 00121863), who was appointed as an Additional Director of the Company with effect from November 24, 2020 by the Board of Directors and who holds office upto the date of the next Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and 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."

7. **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 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended, the Company hereby ratifies the remuneration of ₹ 7,50,000 (Rupees Seven lakh Fifty thousand) plus applicable taxes, travel 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 as Cost Auditors by the Board of Directors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2022."

Notes:

1. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated January 13, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated January 15, 2021 and May 12, 2020 ('SEBI Circulars') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 82nd AGM of the Company is being held through VC/OAVM on **Friday, July 2, 2021 at 3.00 p.m. (IST)**. The proceedings of the 82nd AGM shall be deemed to be conducted at the Registered Office of the Company at Bombay House, 24 Homi Mody Street, Fort, Mumbai - 400 001.
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 AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF 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 THE AGM VENUE 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 7 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 5 to 7 as given above, as Special Business in the forthcoming AGM as they are unavoidable in nature.

The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the live proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice. The attendance of 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 the 82nd AGM through VC/OAVM mode and vote electronically. Corporate/Institutional Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutiniser by e-mail at tcl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
6. 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. Members seeking to inspect such documents can send an email to investors@tatachemicals.com.
7. In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Integrated Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 82nd AGM has been uploaded on the website of the Company at www.tatachemicals.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
8. **Book Closure and Dividend:**
 - i. **The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, June 16, 2021 to Monday, June 21, 2021, both days inclusive.** The dividend of ₹ 10 per

equity share of ₹ 10 each (i.e. 100%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on or after **Tuesday, July 6, 2021** as under:

For Shares held in electronic form: To all the Beneficial Owners as at the end of the day on **Tuesday, June 15, 2021** as per the list of beneficial owners to be furnished by NSDL and Central Depository Services (India) Limited ('CDSL'); and

For shares held in physical form: To all the Members after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on **Tuesday, June 15, 2021**.

- 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, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/TSR Darashaw Consultants Private Limited, Registrar and Transfer Agent ('Registrar' or 'RTA' or 'TSR') by sending documents through e-mail. The documents can also be uploaded on the link <https://tcpl.linkintime.co.in/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>.

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

Shares held in physical form: Members are requested to send the following documents in original to TSR latest by **Monday, June 14, 2021**:

- a. a signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code.

- b. original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested photocopy of the PAN Card; and
- d. 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.

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 update their Electronic Bank Mandate with their respective DPs.

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.

- iv. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/Bankers' cheque/demand draft to such Members, at the earliest once the normalcy is restored in view of the ongoing Covid-19 pandemic.
9. Effective April 1, 2019, the Company had stopped accepting any fresh transfer requests for securities held in physical form. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to dematerialise their holdings. Members may contact TSR at csg-unit@tcplindia.co.in for assistance in this regard. Members may also refer to Frequently Asked Questions ('FAQs') on the Company's website at <https://www.tatachemicals.com/FAQsonDemat.htm>.
10. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar and Transfer Agent to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for capturing additional details is available on the Company's website under the section 'Investor Resources' at <https://www.tatachemicals.com/UpdationForm.htm> and is also attached to this Annual

Report. Members holding shares in physical form are requested to submit the filled in form to the Company or to the Registrar in physical mode as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or TSR.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to Registrar/their DPs. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

11. **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 cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the Company's website at <https://www.tatachemicals.com/Investors/Investor-resources/Other-forms>. 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, quoting their folio no.
12. **Consolidation of Physical Share Certificates:** 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, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. 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.
14. **Process for registering e-mail addresses to receive this Notice along with credentials for remote e-Voting:**
 - i. **Registration of e-mail addresses with TSR:** The Company has made special arrangements with TSR for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice along with credentials

for remote e-voting. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to TSR **on or before 5.00 p.m. (IST) on Friday, June 25, 2021.**

Process for registration of e-mail address is as follows:

- a. Visit the link:
https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
- b. Select the name of the Company from the dropdown list: **Tata Chemicals Limited**
- c. Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and e-mail address.

Members holding shares in physical form are additionally required to enter one of their share certificate numbers and upload a self-attested copy of the PAN Card and address proof viz. Aadhaar Card or Passport and front and backside of their share certificate
- d. The system will send OTP on the Mobile no. and e-mail address
- e. Enter OTP received on Mobile no. and e-mail address
- f. The system will then confirm the e-mail address for the limited purpose of service of Notice of AGM along with Integrated Annual Report 2020-21 and e-voting credentials

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Integrated Annual Report for FY 2020-21 along with the e-Voting User ID and Password. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in.

- ii. **Registration of e-mail address permanently with the Company/DPs:** Members are requested to register the e-mail address with their concerned DPs in respect of electronic holding and with TSR in respect of physical holding by writing to them. The request letter should be signed by the first named shareholder. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/TSR to enable servicing of Notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
15. **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) and Regulation 44 of the SEBI Listing Regulations (as amended) and the MCA Circulars, the Company is

providing facility of remote e-Voting to its Members in respect of the business to be transacted at 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 remote e-Voting during the AGM will be provided by NSDL.

- ii. Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date of Friday, June 25, 2021** 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 the AGM as well as remote e-Voting during the AGM. Any non individual shareholder or shareholder 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 i.e. Friday, June 25, 2021**, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

Individual shareholders holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after despatch of the Notice and holding shares as on the **cut-off date i.e. Friday, June 25, 2021** may follow the login process mentioned below in point 17(B)(i).

- iii. The remote e-Voting period commences on **Monday, June 28, 2021 at 9.00 a.m. (IST)** and ends on **Thursday, July 1, 2021 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 i.e. Friday, June 25, 2021**.

- iv. Members will be provided with the facility for voting through remote electronic voting system during the VC 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 resolutions 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. Subject to the receipt of requisite votes, resolutions shall be deemed to be passed on the date of the meeting i.e. July 2, 2021.
 - v. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
16. Mr. P. N. Parikh (Membership No.: FCS 327) and failing him, Ms. Jigyasa Ved (Membership No.: FCS 6488) and failing her, Mr. Mitesh Dhabliwala (Membership No.: FCS 8331) of M/s. 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 e-Voting (votes cast through remote e-Voting before/during the AGM), within the time stipulated under the applicable laws. The result 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.

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

A. INSTRUCTIONS FOR MEMBERS FOR 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 accessing 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. **116011** 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, Internet Explorer 11, 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 82nd AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio number and mobile number, in advance at investors@tatachemicals.com before 3.00 p.m. (IST) on Tuesday, June 29, 2021. Such questions by the Members shall be suitably replied 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 names, DP ID and Client ID/Folio number, PAN and mobile number at investors@tatachemicals.com between Friday, June 25, 2021 (9.00 a.m. IST) and Monday, June 28, 2021 (5.00 p.m. IST). 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.co.in/1800 1020 990 or 1800 224 430 or contact Mr. Amit Vishal, Senior Manager, NSDL at amityv@nsdl.co.in.

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

Step 1: Access to NSDL e-Voting system

i. 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 accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access the 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	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL: https://eservices.nsdl.com/. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. Please enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against the Company's name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the Meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" on the Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against the Company's name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience.

NSDL Mobile App is available on:

 **App Store**



Link: <https://itunes.apple.com/us/app/nsdl/id922834763?ls=1&mt=8>

 **Google Play**



Link: <https://play.google.com/store/apps/details?id=com.msf.NSDL.Android>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and then click on New System Myeasi. After successful login of Easi/Easiest, the user will also be able to see the e-Voting Menu. The menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link at www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. & e-mail address as recorded in the demat account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against the Company's name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and 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.co.in or call at toll free no.: 1800 1020 990 or 1800 224 430
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 022-23058738 or 022-23058542/43

ii. 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following:
<https://www.evoting.nsdl.com/>.
- Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders/Members' section.
- 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 login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

D. Details of User ID are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i) 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*****
ii) 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*****
iii) For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the Company. For example, if EVEN is 116011 and Folio Number is 001***, then User ID is 116011001***

E. Details of Password are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of your 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'. If your email ID is not registered, please follow process mentioned in the notice for those shareholders whose e-mail IDs are not registered.

F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- 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.
- 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

H. Now, you will have to click on 'Login' button.

I. After you click on the 'Login' button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join the AGM on NSDL e-Voting system**How to cast your vote electronically on NSDL e-Voting system?**

- A. After successful login at Step 1, you will be able to see EVEN of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
- B. Select "EVEN" of Company i.e. **116011** for which you wish to cast your vote during the remote e-Voting period and during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- C. Now you are ready for e-Voting as the Voting page opens.
- D. 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.
- E. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- F. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for 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/Shareholders, 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 in the AGM.

General Guidelines for Members:

- i. 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.
- ii. In case of any queries/grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free number: 1800 1020 990/1800 224 430 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal or Ms. Pallavi Mhatre from NSDL at the designated e-mail IDs: evoting@nsdl.co.in or amitv@nsdl.co.in or pallavid@nsdl.co.in

By Order of the Board of Directors

Rajiv Chandan
General Counsel & Company Secretary
FCS 4312

Mumbai, May 3, 2021

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

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 7 of the accompanying Notice dated May 3, 2021:

Item No. 5

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), appointed Mr. Rajiv Dube (DIN: 00021796) as an Additional Director of the Company with effect from September 18, 2020. In terms of Section 161(1) of the Act, Mr. Dube 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.

Based on the recommendations of the NRC and subject to the approval of the Members, Mr. Dube was also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from September 18, 2020 to September 17, 2025, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

Mr. Dube has consented to act as Director of the Company, subject to appointment by the Members and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the 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. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Order or any such Authority. Further, Mr. Dube is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Dube has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification 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'). Further, Mr. Dube is exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Dube fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. The terms and conditions of the appointment

of Independent Directors would be made available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at investors@tatachemicals.com.

Mr. Dube is an Indian industry veteran with nearly 36 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 conglomerate as an Executive Director, on which he remained for nearly 9 years. He has served on several other Indian and foreign Boards in various capacities over 22 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. Currently, Mr. Dube is an independent director on Boards of other companies, Advisory Board Member & Professor of Practice at the Deakin Business School, Melbourne and a Senior Advisor to firms in India and Australia. He is also the Honorary Consul of Morocco in Mumbai for the states of Maharashtra, Gujarat and Goa in India.

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 regulations, the appointment of Mr. Dube as an Independent Director for 5 (five) consecutive years commencing from September 18, 2020 is now placed for the approval of the Members by an Ordinary Resolution.

Based on the qualifications, experience and knowledge, the Board considers that Mr. Dube's association would be of immense benefit to the Company and accordingly, the Board commends the Ordinary Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

Except Mr. Dube and his relatives, 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. 5 of the accompanying Notice.

Item No. 6

The Board of Directors of the Company, based on the recommendations of the NRC, appointed Mr. N. Chandrasekaran (DIN: 00121863) as an Additional Director and Chairman of the Board with effect from November 24, 2020. In terms of Section 161(1) of the Act, Mr. Chandrasekaran 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. Chandrasekaran is the Chairman of the Board at Tata Sons Private Limited ('Tata Sons'), promoter of the Company. Mr. Chandrasekaran joined the Board of Tata Sons in October 2016 and was appointed Chairman in January 2017. He also chairs the Boards of several group operating companies, including Tata Steel Limited, Tata Motors Limited, The Tata Power Company Limited and Tata Consultancy Services Limited ('TCS') – of which he was Chief Executive Officer from 2009-17. His appointment as Chairman of Tata Sons followed a 30-year business career at TCS, which he joined from university. Mr. Chandrasekaran rose through the ranks at TCS to become the CEO and Managing Director of the leading global IT solution and consulting firm. Under his leadership, TCS generated total revenues of US\$ 16.5 billion in 2015-16 and consolidated its position as the largest private sector employer in India and the country's most valuable company. In addition to his professional career at Tata, Mr. Chandrasekaran is a Director on the Board of India's central bank, the Reserve Bank of India, since 2016. Mr. Chandrasekaran is on the International Advisory Council of Singapore's Economic Development Board. He is the Chairman of Indian Institute of Management (Lucknow) as well as the President of the Court at Indian Institute of Science, Bengaluru. He is the member of Bocconi's International Advisory Council and the Co-Chair India-US CEO Forum. Mr. Chandrasekaran has been awarded several honorary doctorates by leading Universities in India and internationally, including an honorary Doctor of Letters from Macquarie University, Australia, Doctor of Letters from the Regional Engineering College, Trichy, Tamil Nadu, where he completed a Masters degree in Computer Applications before joining TCS in 1987. Mr. Chandrasekaran is also the author of Bridgital Nation, a ground-breaking book on harnessing technological disruptions to bring Indians closer to their dreams.

Mr. Chandrasekaran is eligible to be appointed as a Director in terms of Section 164(2) of the Act. A declaration to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Mr. Chandrasekaran. 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 considers that the association of Mr. Chandrasekaran would be of immense benefit to the Company and accordingly, the Board commends the Ordinary Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

Except Mr. Chandrasekaran and his relatives, 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. 6 of the accompanying Notice.

Item No. 7

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, 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 D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022 at a remuneration of ₹ 7,50,000 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. 7 of the accompanying Notice for ratification of the remuneration amounting to ₹ 7,50,000 plus applicable taxes, travel and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2022.

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

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.

By Order of the Board of Directors

Rajiv Chandan
General Counsel & Company Secretary
FCS 4312

Mumbai, May 3, 2021

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 REGULATIONS 26(4) AND 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Name of the Director	Mr. Zarir Langrana (Executive Director)	Mr. Rajiv Dube (Non-Executive, Independent Director)	Mr. N. Chandrasekaran (Non-Executive, Non-Independent Director)
DIN	06362438	00021796	00121863
Date of Birth	February 12, 1959	February 4, 1962	June 2, 1963
Age	62 years	59 years	58 years
Date of first appointment	April 1, 2018	September 18, 2020	November 24, 2020
Qualifications	Economics graduate from the University of Madras and post graduate qualification in business management from XLRI, Jamshedpur; Advanced Management Programme at Harvard Business School.	An engineer and a post graduate in business management.	Holds a Bachelor's degree in Applied Science and also a Master's degree in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu, India.
Expertise in specific functional areas	Mr. Langrana has over 35 years of extensive experience in the field of sales and marketing, strategy, operations and general management.	Mr. Dube has nearly 36 years of multi-sector experience with deep insights in corporate governance, management and transformation of businesses. Please refer to the detailed profile provided in the explanatory statement to Item no. 5 of the Notice.	Mr. Chandrasekaran has a rich experience in various areas of business, technology, operations, societal and governance matters. Please refer to the detailed profile provided in the explanatory statement to Item no. 6 of the Notice.
Terms and conditions of appointment or re-appointment	N.A.	Appointment as an Independent Director for a period of 5 (five) years from September 18, 2020 to September 17, 2025	Appointment as Director liable to retire by rotation
Details of remuneration last drawn (FY 2020-21)	₹ 3,14,52,932 (including commission of ₹ 1,35,00,000#)	Sitting Fees: ₹ 1,70,000 Commission: ₹ 20,00,000#	Sitting Fees: ₹ 1,20,000 Commission: Nil ⁸
Details of remuneration sought to be paid	As approved by the Members at the 79th AGM held on July 25, 2018	Sitting Fees and Commission, if any, as approved by the Board of Directors	Sitting Fees as approved by the Board of Directors
Directorships in other Companies (excluding foreign companies)	Nil	1. Tata International Limited* 2. Tata Investment Corporation Limited*	1. Tata Sons Private Limited 2. Tata Consultancy Services Limited* 3. Tata Steel Limited* 4. Tata Motors Limited* 5. The Indian Hotels Company Limited* 6. The Tata Power Company Limited* 7. Tata Consumer Products Limited* 8. TCS Foundation (Section 8 Company)

Name of the Director	Mr. Zarir Langrana (Executive Director)	Mr. Rajiv Dube (Non-Executive, Independent Director)	Mr. N. Chandrasekaran (Non-Executive, Non-Independent Director)
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	NIL	<ol style="list-style-type: none"> Tata International Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Committee of Directors (Member) Tata Investment Corporation Limited <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Member) 	<ol style="list-style-type: none"> Tata Sons Private Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Chairman) - Nomination and Remuneration Committee (Member) Tata Consultancy Services Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Chairman) - Nomination and Remuneration Committee (Member) - Executive Committee of the Board (Chairman) Tata Steel Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Executive Committee of the Board (Chairman) Tata Motors Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) The Indian Hotels Company Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) The Tata Power Company Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Executive Committee of the Board (Chairman) Tata Consumer Products Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member)

Name of the Director	Mr. Zarir Langrana (Executive Director)	Mr. Rajiv Dube (Non-Executive, Independent Director)	Mr. N. Chandrasekaran (Non-Executive, Non-Independent Director)
No. of Board Meetings during the year:			
(a) Total Meetings during respective tenure:	9	5	3
(b) Attended:	9	5	3
Inter-se relationship with other Directors and Key Managerial Personnel	None	None	None
No. of shares held:			
(a) Own	3,666	-	1,00,000
(b) For other persons on a beneficial basis	-	-	-

*Listed Entities (including entities whose debt is listed on a Stock Exchange)

#Commission is for FY 2020-21, which will be paid during FY 2021-22

&As a policy, Mr. N. Chandrasekaran, Chairman of the Board has abstained from receiving commission from the Company