



TATA CHEMICALS LIMITED

Corporate Identity No. (CIN): L24239MH1939PLC002893

Registered Office: Bombay House, 24 Homi Mody Street, Fort, Mumbai 400001

Tel. No.: +91 22 6665 8282 **Fax No.:** +91 22 6665 8144

Email: investors@tatachemicals.com **Website:** www.tatachemicals.com

POSTAL BALLOT FORM

The last date for receipt of Postal Ballot Form is Wednesday, January 10, 2018, 5:00 p.m.

1. Name and Registered Address of the sole/ first named Member :
2. Name(s) of the joint Member(s), if any :
3. Registered Folio No./ DP ID No. & Client ID No.* :
(*Applicable to Members holding shares in dematerialized form)
4. Number of Ordinary Shares held :
5. E-voting Event Number (EVEN) :
6. User ID :
7. Password :
8. I/We hereby exercise my/our vote(s) in respect of the following Resolution to be passed through Postal Ballot/Remote E-voting, by conveying my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description of the Resolution	No. of Ordinary Shares for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 for sale of Phosphatic Fertiliser business and Trading business and all related assets situated at Haldia in West Bengal, on a going concern, by way of a slump sale.			

Place:

Date:

(Signature of the Member or Authorised Signatory)

Note:

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, then there is no need to use this Form.

INSTRUCTIONS

1. Member(s) desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it directly to the Scrutinizer appointed by the Board of Directors of the Company, Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, in the enclosed business reply envelope. No postage is required to be paid by the Member as the prepaid self-addressed postal envelope is enclosed. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. The voting period shall **commence on and from Tuesday, December 12, 2017 at 9.00 a.m. (IST) and end on Wednesday, January 10, 2018 at 5.00 p.m. (IST)**. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. (IST) on Wednesday, January 10, 2018. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
4. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
5. In case of shares held by companies, trust, societies, etc., the duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board resolution/Authority together with the specimen signature(s) of the authorised signatory(ies) duly verified.
6. Voting right shall be reckoned on the paid up value of shares registered in the name of Member as at the close of business on **Friday, November 24, 2017 ('Cut-off date')**.
7. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to tclballot2017@tsrdarashaw.com. The Registrar and Share Transfer Agent shall forward the same along with postage-prepaid self-addressed business reply envelope to the Member. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified above. Alternatively, Members can obtain a duplicate copy of the Postal Ballot Form by downloading it from the 'Investors' section on the Company's website: www.tatachemicals.com.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. Members are requested to fill Postal Ballot Forms in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. The Postal Ballot shall not be exercised by a proxy.
9. If any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and would be destroyed.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
11. The proposed Resolution, if passed by the Members through Postal Ballot and Remote E-voting shall be considered as passed on the last date of voting, i.e. Wednesday, January 10, 2018.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no 1800-222-990. In order to address any grievances relating to e-voting, you may write to Mr. Rajiv Ranjan, Asst. Manager, NSDL at the designated email id evoting@nsdl.co.in or rajivr@nsdl.co.in or at the following telephone no. 2499 4600. You can also send your queries / grievances relating to postal ballot / remote e-voting to TSR Darashaw Limited on their email: tclballot2017@tsrdarashaw.com.

REMOTE E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide Remote E-Voting facility (through E-Voting Platform of National Securities Depository Limited at <https://www.evoting.nsdl.com>), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that Remote E-Voting is optional. In case a Member has voted through Remote E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as Remote E-Voting, then voting done through Remote E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer Notice and Notes thereto, for detailed instructions with respect to Remote E-voting.

AS PER SECRETARIAL STANDARDS, INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED INCLUDE THE FOLLOWING:

- a. A Form other than one issued by the Company has been used;
- b. It has not been signed by or on behalf of the Member;
- c. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Depository;
- d. It is not possible to determine without any doubt the assent or dissent of the Member;
- e. Neither assent nor dissent is mentioned;
- f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
- g. The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
- h. The Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- i. It is received from a Member who is in arrears of payment of calls;
- j. It is defaced or mutilated in such a way that its identity as a genuine Form cannot be established;
- k. Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote.