



October 30, 2019

The General Manager
Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500770

National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
Symbol: TATACHEM

Dear Sir/Madam,

Sub: Summary of Proceedings and Voting Results of the National Company Law Tribunal Convened Meeting of Tata Chemicals Limited held on Wednesday, October 30, 2019

This is to inform you that as per an Order dated September 11, 2019 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, a Meeting of the equity shareholders of the Company was convened today i.e. on October 30, 2019 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020 ("Meeting"), to consider, and if thought fit, to approve, with or without modification(s), the proposed Scheme of Arrangement between Tata Chemicals Limited (Demerged Company) and Tata Global Beverages Limited (Resulting Company) and their respective shareholders and creditors for the demerger of the Consumer Products Business of the Demerged Company to the Resulting Company ("Scheme").

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the Meeting as required under Regulation 30, Para A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') – **Annexure A**
- 2) Consolidated Voting results of the postal ballot, remote e-voting together with the voting conducted at the Meeting venue, in relation to the business transacted at the Meeting, as required under Regulation 44(3) of the Listing Regulations - **Annexure B1** (majority of persons representing three-fourth in value - including promoter and promoter group) **and Annexure B2** (majority of public shareholders - excluding promoter and promoter group).
- 3) Report of the Scrutinizer dated October 30, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 – **Annexure C1** (including promoter and promoter group) **and C2** (public shareholders - excluding promoter and promoter group)

The proposed resolution for approving the Scheme was **passed with requisite majority** by the Equity Shareholders of the Demerged Company. Please note that the Scheme shall now be subject to further approval of regulatory and other authorities including approval of NCLT.

The Meeting concluded at 5.35 p.m. (IST).

The Voting Results along with the Scrutinizer's Report dated October 30, 2019 is made available on the Company's website at www.tatachemicals.com and website of NSDL at www.evoting@nsdl.com.

This is for your information and records.

Thanking you,

Yours faithfully,
FOR TATA CHEMICALS LIMITED


RAJIV CHANDAN
GENERAL COUNSEL & COMPANY SECRETARY

Encl.: as above

TATA CHEMICALS LIMITED

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CIN : L24239MH1939PLC002893



Summary of proceedings of the National Company Law Tribunal Convened Meeting of Tata Chemicals Limited held on Wednesday, October 30, 2019 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020

Mr. Bhaskar Bhat informed the Members that the Meeting was convened pursuant to the Order dated September 11, 2019 ("Order") passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") in the matter of Scheme of Arrangement between Tata Chemicals Limited ("Demerged Company") and Tata Global Beverages Limited ("Resulting Company") and their respective shareholders and creditors for the demerger of the Consumer Products Business of the Demerged Company to the Resulting Company ("Scheme"). He further informed the Members that vide the Order, the NCLT had appointed him as the Chairman to preside over the Meeting.

The requisite quorum being present, the Chairman called the meeting to order. All the Directors, except Mr. KBS Anand, attended the Meeting. Ms. Padmini Khare Kaicker, Chairperson of the Audit Committee, Ms. Vibha Paul Rishi, Chairperson of Stakeholders Relationship Committee and Dr. C. V. Natraj, Chairman of the Nomination and Remuneration Committee were present at the Meeting.

The representatives of B S R & Co. LLP, Statutory Auditors, M/s Parikh and Associates, Secretarial Auditors and M/s. D. C. Dave & Co., Cost Auditors, were also present at the Meeting.

The Proxy Register and other Statutory Registers and documents were available for inspection by the Members at the Meeting.

The Chairman informed that the Notice of the meeting, the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with rules framed thereunder and the Scheme containing all the statutory annexures were dispatched to all the Members. With the consent of the Members, the Notice of the Meeting was taken as read. The Members were also informed that as per the directions of the NCLT, the Company also issued a Notice to the Unsecured Creditors of the Company, inviting them to make representations, if any, before the NCLT.

Mr. Bhat, thereafter, provided brief background and rationale of the Scheme along with details of valuation, fairness opinion, rights of creditors, statutory/regulatory approvals received, strategy going forward and benefits of the Scheme.

The following resolution set out in the Notice convening the Meeting was put up to the Members for voting:

Sr. No.	Resolution	Approval required
1.	Approval of the Scheme of Arrangement between Tata Chemicals Limited and Tata Global Beverages Limited and their respective creditors and shareholders for the demerger of the Consumer Products Business of the Demerged Company to the Resulting Company	Requisite majority*

**majority persons representing three-fourths in value (as per the Companies Act, 2013) and majority of Public Shareholders as per clause (1)(A)(9)(b) of Annexure-I of Securities and Exchange Board of India Circular dated March 10, 2017*

The Chairman informed the Members that as required under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided its Members the facility to cast their vote through postal ballot and remote electronic voting system administered by the National Securities Depository Limited.

Further, Mr. Rajiv Chandan, General Counsel & Company Secretary informed the Members that the e-voting facility was also made available at the venue of the Meeting for the benefit of Members who were present at the Meeting and had not cast their votes through remote e-voting or postal ballot between Monday, September 30, 2019 and Tuesday, October 29, 2019. He informed that Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327) was the Scrutinizer appointed by the Board to scrutinize the votes cast at the Meeting, as also the votes cast by way of postal ballot and remote e-