



13 July 2017

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

The Manager, Listing Department
The National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
Symbol: TATACHEM

Dear Sir,

Sub: Notice of the 78th Annual General Meeting (AGM) of the Company for the Financial Year 2016-17 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) Regulations

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the LODR Regulations, attached herewith is the Notice of the 78th AGM of the Company along with the Attendance Slip and Proxy Form forming part of the Annual Report 2016-17.

The entire Annual Report is available on the following link:

http://tatachemicals.com/upload/content_pdf/annual-report-2016-17.pdf

Please take the same on record.

Thanking you,

**Yours faithfully,
For Tata Chemicals Limited**


**Rajiv Chandan
General Counsel & Company Secretary**

Encl.: as above

TATA CHEMICALS LIMITED

Bombay House 24 Homi Mody Street Fort Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 8143/44 www.tatachemicals.com
CIN : L24239MH1939PLC002893

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTY EIGHTH ANNUAL GENERAL MEETING OF TATA CHEMICALS LIMITED will be held on Wednesday, 9 August, 2017 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:
 - a. Audited Financial Statements of the Company for the financial year ended 31 March, 2017 together with the Reports of the Board of Directors and Auditors thereon;
 - b. Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2017 together with the Report of the Auditors thereon.
2. To declare dividend on the Ordinary Shares for the financial year ended 31 March, 2017.
3. To appoint a Director in place of Mr. S. Padmanabhan (DIN - 00306299), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Statutory Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on the recommendation of the Audit Committee and the Board of Directors, B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and is hereby appointed as Auditors of the Company, in place of the retiring auditors Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the Eighty Third (83rd) AGM to be held in the year 2022, subject to ratification of appointment by the shareholders at every AGM held after this AGM, if so required, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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.”

SPECIAL BUSINESS

5. 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, the Company hereby ratifies the remuneration of ₹ 9,00,000 plus service tax and out-of-pocket expenses payable to D.C. Dave & Co., Cost Accountants (Firm Registration No. 000611) and ₹ 1,20,000 plus service tax and out-of-pocket expenses payable to Ramanath Iyer & Co; Cost Accountants (Firm Registration No. 000019), who are appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 for the year ending 31 March, 2018.

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 relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), in respect of the business as set out in Item Nos. 4 and 5 above and the relevant details of the Director seeking re-appointment under Item No. 3 above as required by Regulation 26 (4) and 36 (3) of the Securities and Exchange Board of India (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. A Proxy form is annexed to this 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 the 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 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 Wednesday, 2 August, 2017 to Wednesday, 9 August, 2017, both days inclusive.
- The dividend, if declared at the AGM, will be paid on or after Friday, 11 August, 2017 to those persons:
- (a) whose names appear as beneficial owners as at the end of the business hours on Tuesday, 1 August, 2017 in the list of beneficial owners to be furnished by the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Share Transfer Agents on or before Tuesday, 1 August, 2017.
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 Agents, 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 Registrars 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 of the members.
5. Members holding shares in physical form are requested to consider converting their holding(s) to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
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 Registrar and Share Transfer Agents, 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 joint holders attending the Meeting, only such joint holder 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 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 Agents. Members holding shares in electronic form may obtain the nomination forms from their respective depository participants. Both the forms are also available on the website of the Company at www.tatachemicals.com under 'Investors' section.
10. Unclaimed Dividend:
- (a) Transfer to Investor Education and Protection Fund:**
- Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government.
- Further, pursuant to the provisions of the 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 / 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. Hence, the Company urges all the shareholders to encash /claim their respective dividend during the prescribed period.

In accordance with the aforesaid provision of the Act read with the IEPF Rules, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the Members for 7 (seven) consecutive years or more. The details of such dividends/shares to be transferred to IEPF are uploaded on the website of the Company at www.tatachemicals.com under the 'Investors' section.

Members are requested to note the following due date(s) for claiming the unpaid/unclaimed dividend declared by the Company for the financial year 2009-10 and thereafter –

Financial year	Date of declaration	Last date for claiming unpaid dividend
2009-10	9 August, 2010	8 September, 2017
2010-11	9 August, 2011	8 September, 2018
2011-12	22 August, 2012	21 September, 2019
2012-13	26 August, 2013	25 September, 2020
2013-14	21 August, 2014	20 September, 2021
2014-15	11 August, 2015	10 September, 2022
2015-16	11 August, 2016	10 September, 2023

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 Agents, well in advance of the above due dates.

Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the demat account of the IEPF Authority, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. Member/ claimant can file only one consolidated claim in a financial year as per the IEPF Rules. Form IEPF- 5 is also available on the website of the Company at www.tatachemicals.com under the 'Investors' section.

(b) Details of unclaimed dividend on the website

As per the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 ('IEPF Upload Rules'), the Company has

uploaded the information in respect of the unclaimed dividends as on the date of the previous AGM i.e. 11 August, 2016 (77th AGM) on the website of the IEPF viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.tatachemicals.com.

11. 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 depository participant(s) and holdings should be verified.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
13. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/depository participant(s) 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 2016-17 are being sent in the permitted mode. Notice is available on the website of the Company at www.tatachemicals.com.
14. To support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with Registrars/depository participant(s).
15. Members desiring 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.
16. A route map showing directions to reach the venue of the 78th AGM forms part of the Notice.
- 17. 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 by the Companies (Management and Administration) Amendment Rules, 2015 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 be made available at the meeting also 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 Friday, 4 August, 2017 (9.00 a.m. IST) and ends on Tuesday, 8 August, 2017 (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 Wednesday, 2 August, 2017, 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:
 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Open email and open PDF file viz; 'TCL remote e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. If you are logging-in for the first time, please enter the user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/depository participant(s) or requesting physical copy]:
 - (i) Initial password is provided in the attendance slip: - **EVEN USER ID** and **PASSWORD/PIN**.
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
 - 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 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 connect at the following telephone no. 022 2499 4600.
 - 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.
- NOTE: Shareholders who forgot the User Details/ Password can use 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com.

- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select 'EVEN' (E-Voting Event Number) of 'Tata Chemicals Limited' which is 106399.
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- x. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
- xii. Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory(ies) who is / are authorised to vote, to the Scrutinizer through e-mail to tcl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VII. You can also update your mobile number and e-mail 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 Wednesday, 2 August, 2017.
- IX. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 2 August, 2017, may obtain the user ID and password by sending a request at evoting@nsdl.co.in or 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' or 'Physical User Reset Password' option available on 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, Ms. Jigyasa N. Ved (Membership No. FCS 6488) of Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize 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 Scrutinizer, by use of e-voting 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 Scrutinizer 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 forty eight hours from the conclusion of the AGM, a Consolidated Scrutinizer'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 alongwith the Scrutinizer's Report, will be placed on the website of the Company www.tatachemicals.com and on the website of NSDL 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. Wednesday, 9 August, 2017.

By Order of the Board of Directors

Rajiv Chandan

General Counsel & Company Secretary

Mumbai, 26 May, 2017

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

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. 4 and 5 of the accompanying Notice dated 26 May, 2017:

Item No. 4

This explanatory statement is provided as per Section 102 of the Act, though strictly not required.

Deloitte Haskins & Sells LLP (DHS), Chartered Accountants, (Firm Registration No. 117366W/W-100018) were appointed as the Statutory Auditors of the Company at the Annual General Meeting of the Company held on 4 August, 2008 and have completed a term of ten years. Prior to this, S. B. Billimoria & Co. (SBB), Chartered Accountants were the Auditors of the Company since 2000. SBB was an associate of DHS.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, DHS's term as auditors of the Company is up to the conclusion of the forthcoming Annual General Meeting ('AGM') having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors has, on the recommendation of the Audit Committee, proposed the appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Eighty Third (83rd) AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if so required under the Act.

Brief Profile of B S R & Co. LLP

B S R & Co. ('the firm') was constituted on 27 March, 1990 (Firm Registration No. as 101248W). It was converted into limited liability partnership i.e. B S R & Co. LLP on 14 October, 2013 thereby having a New Firm Registration No. 101248W/W-100022. The registered office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Affiliates include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S R R & Co, B S S R & Co and B B S R & Co.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.

B S R & Co. LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No. 5

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

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2018 as per the following details:

Sr. No.	Name of the Cost Auditors	Audit Fees
1.	D.C. Dave & Co; Cost Accountants	9,00,000
2.	Ramanath Iyer & Co; Cost Accountants	1,20,000

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is being sought for the proposal contained in the resolution set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March, 2018.

The Board commends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or KMP or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

By Order of the Board of Directors

Rajiv Chandan

General Counsel & Company Secretary

Mumbai, 26 May, 2017

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 DIRECTOR SEEKING REAPPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS:

Name of the Director	Mr. S. Padmanabhan
DIN	00306299
Age	59 years
Date of first appointment	23 December, 2016
Qualifications	BE (Electronics & Communication) from PSG College of Technology & Post Graduate Diploma in Management from IIM, Bangalore
Expertise in specific functional areas	Mr. Padmanabhan has wide experience in the field of Human Resources, Operations, Project Management, Business Excellence and General Management
Terms and conditions of appointment or reappointment	Appointed as Non-Executive Director liable to retire by rotation
Details of remuneration last drawn (FY 2016-17)	Sitting fees - ₹ 1,10,000 Commission - ₹ 10,00,000 (Relates to FY 2016-17 to be payable in FY 2017-18)
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	<ul style="list-style-type: none"> • The Tata Power Company Limited* • Infiniti Retail Limited • Tata Consulting Engineers Limited • The Associated Building Company Limited • Ecofirst Service Limited
Membership of Committees / Chairmanship in other Public Limited Companies	<ul style="list-style-type: none"> • Infiniti Retail Limited <ul style="list-style-type: none"> - Committee of Board (Member) - Nomination and Remuneration Committee (Member) • Tata Consulting Engineers Limited <ul style="list-style-type: none"> - Committee of Board (Chairman) - Audit Committee (Member) - Risk Management Committee (Member) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) • The Tata Power Company Limited* <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Executive Committee of the Board (Member)
No. of Board meetings attended during the year	2
No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Note:

* Listed Entity

Mr. S. Padmanabhan is not related to any other Director or Key Managerial Personnel

To,
 TSR Darashaw Limited
Unit: Tata Chemicals Limited
 6-10 Haji Moosa Patrawala Industrial Estate,
 20 Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011

Updation of Shareholder Information

I / We request you to record the following information against my / our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN / Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.:@	
Name of the Bank:	
Bank Branch Address:	

@ A blank cancelled cheque is enclosed to enable verification of bank details

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / RTA responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / Beneficiary account.

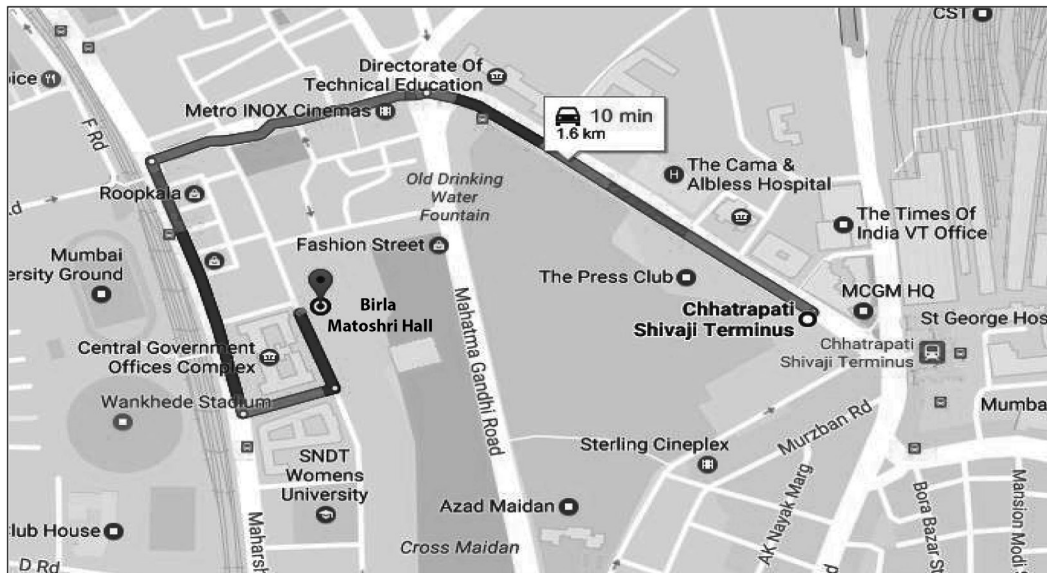
Place: _____

Date: _____

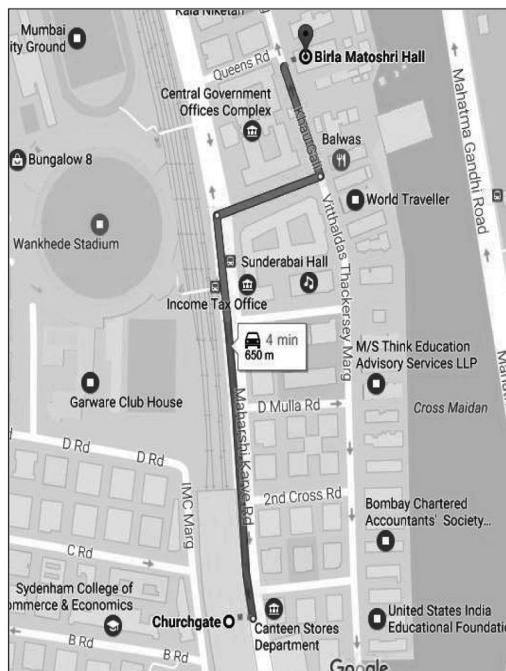
 Signature of Sole / First holder

Route Map to the AGM Venue

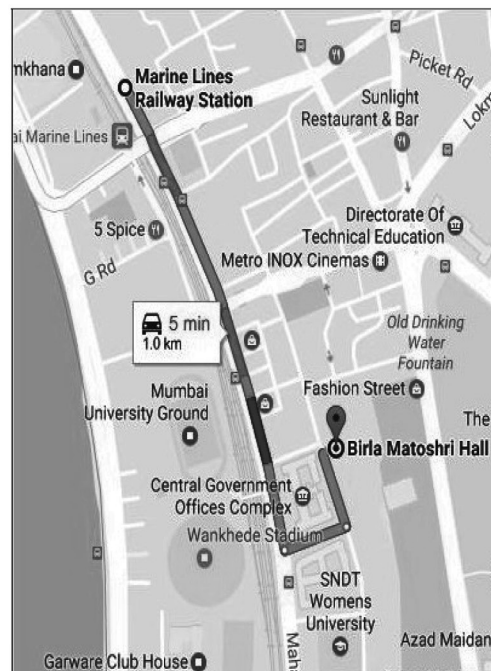
Venue: Birla Matoshri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020. **Landmark:** Next to Bombay Hospital



Distance From Chhatrapti Shivaji Terminus: 1.6 km



Distance from Churchgate Railway Station: 0.65 km



Distance from Marine Line Railway Station: 1 km



TATA CHEMICALS LIMITED

Corporate Identity Number (CIN) - L24239MH1939PLC002893

Registered Office: Bombay House, 24, Homi Mody Street, Fort, Mumbai 400 001

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

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

ATTENDANCE SLIP

78th ANNUAL GENERAL MEETING ON WEDNESDAY, 9 AUGUST, 2017 AT 3.00 P.M.

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

Folio No.:	DP ID No.:	Client ID No.:
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I/ We hereby record my/our presence at the SEVENTY EIGHTH ANNUAL GENERAL MEETING of the Company at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020, at 3.00 p.m. on Wednesday, 9 August, 2017.

Name of the Member _____	Signature _____
Name of the Proxyholder _____	Signature _____

- Notes:**
1. Only Member/Proxyholder can attend the Meeting.
 2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxyholder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
 3. A Member/Proxyholder attending the meeting should bring copy of the Annual Report for reference at the meeting.



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) : _____

Registered address : _____ E-mail Id : _____

Folio No. / Client ID No. : _____ DP ID No.: _____

I/We, being the member(s) of _____ Shares of Tata Chemicals Limited, hereby appoint:

1. Name: _____ Email Id: _____

Address: _____

_____. Signature: _____ Or failing him/her;

2. Name: _____ Email Id: _____

Address: _____

_____. Signature: _____ Or failing him/her;

3. Name: _____ Email Id: _____

Address: _____

_____. Signature: _____

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the SEVENTY EIGHTH ANNUAL GENERAL MEETING of the Company to be held on Wednesday, 9 August, 2017 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine lines, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

*I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
Ordinary Business			
1.	a. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2017 together with the Reports of the Board of Directors and Auditors thereon		
	b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2017 together with the Report of the Auditors thereon		



Sr. No.	Resolutions	For	Against
Ordinary Business			
2.	To declare dividend on Ordinary Shares for the financial year ended 31 March, 2017		
3.	Re-appointment of Mr. S. Padmanabhan who retires by rotation		
4.	Appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Company, in place of the retiring Auditors Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 1173664W/W-100018) for a term of five years		
Special Business			
5.	Ratification of Remuneration of Cost Auditors		

Signed this _____ day of _____ 2017

Signature of the member _____ Signature of Proxyholder(s) _____

Affix Revenue Stamp

- Note: **1. This Form in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company at Bombay House, 24, Homi Mody Street, Fort, Mumbai 400 001, not less than 48 hours before the commencement of the Meeting.**
2. A proxy need not be a member of the Company.
- *3. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the SEVENTY EIGHTH ANNUAL GENERAL MEETING of the Company.