



18th July, 2016

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,

Sub: Notice of the 77th Annual General Meeting (AGM) of the Company for the Financial Year 2015-16 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 77th AGM of the Company along with the Attendance Slip and Proxy Form forming part of the Annual Report 2015-16.

The entire Annual Report is available on the following link:

http://www.tatachemicals.com/investors/downloads/annual_reports/tata-chemicals_AR_15_16.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 SEVENTH ANNUAL GENERAL MEETING OF TATA CHEMICALS LIMITED will be held on Thursday, 11th August, 2016 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 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 31st March, 2016 together with the Report of the Auditors thereon.
3. To declare dividend on Ordinary Shares for the financial year ended 31st March 2016.
4. To appoint a Director in place of Mr. R. Mukundan (DIN 00778253), who retires by rotation and being eligible, offers himself for re-appointment.
5. Ratification of Auditors' appointment

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 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Seventy Eighth (78th) AGM to be held in the year 2017 to examine and audit the accounts of the Company for the financial year 2016-17, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

6. Appointment of Mr. Bhaskar Bhat as a Director

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

"RESOLVED THAT Mr. Bhaskar Bhat (DIN: 00148778), who was appointed as an Additional Director of the Company with effect from 20th October, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under 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 in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

7. Appointment of Dr. Nirmalya Kumar as a Director

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

"RESOLVED THAT Dr. Nirmalya Kumar (DIN: 00364637), who was appointed as an Additional Director of the Company with effect from 26th May, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under 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 in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

8. 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 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, 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 M/s. N. I. Mehta & Co., Cost Accountants and ₹ 1,20,000 plus service tax and out-of-pocket expenses payable to M/s. Ramanath Iyer & Co; Cost Accountants, 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 for the year ending 31st March, 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or 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. 5 to 8 above and the relevant details of the Directors seeking re-appointment/appointment under Item Nos. 4, 6 and 7 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 Standards – 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 Thursday, 4th August, 2016 to Thursday, 11th August, 2016 both days inclusive.

The dividend, if declared at the AGM, will be paid on and from Thursday, 18th August, 2016 to those persons:
 - (a) whose names appear as beneficial owners as at the end of the business hours on Wednesday, 3rd August, 2016 in the list of beneficial owners to be furnished by 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 Wednesday, 3rd August, 2016.
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 are requested to bring their attendance slip along with their copy of Annual Report to 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. Both

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the forms are also available of the website of the Company under "Investor Relations" section. Members holding shares in electronic form may obtain the nomination forms from their respective depository participants.

10. Unclaimed Dividend:

a) **Transfer to General Revenue Account**

Pursuant to Section 205A(5) of the Companies Act, 1956 ('1956 Act'), all unclaimed dividend upto the financial year ended, 31st March, 1995 has been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrant for the said period are requested to forward their claims in Form No. II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 or such other forms as may be prescribed by the Ministry of Corporate Affairs to:

Office of the Registrar of Companies

Central Government Office Building
'A' Wing, Second floor,
Next to Reserve Bank of India,
CBD, Belapur 400 614

b) **Transfer to the Investor Education and Protection Fund**

Consequent upon amendment to Section 205A of the 1956 Act and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the dates they became first due for payment shall be transferred to the Investor Education and Protection Fund ('IEPF') set up by the Government of India.

Accordingly, the dividend which had remained unpaid / unclaimed from the financial years ended 31st March, 1996 to 31st March, 2008 have been transferred to IEPF in respect of the Company and that of erstwhile Hind Lever Chemicals Limited (since merged with the Company effective 1st June, 2004), for the financial year ended 31st December, 2003 have been transferred to IEPF. Members are requested to note that pursuant to Section 205C of the 1956 Act, no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment.

Accordingly, Members are requested to note the following due date(s) for claiming the unpaid/unclaimed dividend declared by the Company for the financial year 2008-09 and thereafter –

Financial year	Date of Declaration	Last date for claiming unpaid dividend
2008-09	30th July, 2009	29th July, 2016
2009-10	9th August, 2010	8th August, 2017
2010-11	9th August, 2011	8th August, 2018
2011-12	22nd August, 2012	21st August, 2019
2012-13	26th August, 2013	25th August, 2020
2013-14	21st August, 2014	20th August, 2021
2014-15	11th August, 2015	10th August, 2022

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, Share Transfer Agents well in advance of the above due dates.

c) **Details of unclaimed dividend on the website**

The Ministry of Corporate Affairs on 10th May, 2012 notified the Investor Education Protection Fund (IEPF) (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Upload Rules). The objective of the IEPF Upload Rules is to help the members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said 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. 11th August, 2015 (76th AGM) on the website of the IEPF viz. www.iepf.gov.in and under "Investor Relations" 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 2015-16 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 2015-16 is being sent in the permitted mode.

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 77th AGM forms part of the Annual Report.

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. Resolution(s) passed by members by remote e-voting is/are deemed to have been passed as if they have been passed at the AGM.
- 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 Monday, 8th August, 2016 (9.00 a.m. IST) and ends on Wednesday, 10th August, 2016 (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 Thursday, 4th August, 2016, 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) Put 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.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Tata Chemicals Limited".
 - (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 authorized to vote, to the Scrutinizer through e-mail to tcl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs

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are not registered with the Company/depository participant(s) or requesting physical copy] :

- (i) Initial password is provided in the attendance slip:- **EVEN** (e-voting Event Number) **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 at 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 at the following telephone no. 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.
- 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 Thursday, 4th August, 2016.
- 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. Thursday, 4th August, 2016, 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" 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 and failing him Ms. Jigyasa Ved of M/s. 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, shall 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. Thursday, 11th August, 2016.

By Order of the Board of Directors

Rajiv Chandan
General Counsel & Company Secretary

Mumbai, 26th May, 2016

Registered Office:

Bombay House
24, Homi Mody Street, Fort
Mumbai 400 001
CIN:- L24239MH1939PLC002893
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 8 of the accompanying Notice dated 26th May, 2016:

Item No. 5

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

Deloitte Haskins & Sells LLP (ICAI Firm Registration No. 117366W/W-100018), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 21st August, 2014 to hold office from the conclusion of Seventy Fifth AGM till the conclusion of Seventy Eighth AGM to be held in 2017.

As per the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification by the members is being sought for the proposal contained in the Resolution set out at Item No. 5 of the Notice.

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 Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Mr. Bhaskar Bhat as an Additional Director of the Company with effect from 20th October, 2015.

Pursuant to Section 161(1) of the Act, Mr. Bhaskar Bhat holds office upto the date of the forthcoming AGM and is eligible for appointment as a Director in the category of Non-executive Non-Independent Director. A notice under the provision of Section 160(1) of the Act, along with the requisite deposit has been received from a member signifying his intention to propose the candidature of Mr. Bhaskar Bhat as a Director of the Company, liable to retire by rotation.

Mr. Bhat has a B. Tech degree in Mechanical Engineering from IIT Madras and a Post Graduate Diploma in Management from IIM, Ahmedabad.

Mr. Bhat possesses an extensive experience and expertise in sales and marketing. He started his career as a management trainee with

Godrej & Boyce Manufacturing Company. In 1983, he joined the Tata Watch Project (initiated at Tata Press) and has since been associated with the company which later became Titan Watches, and now Titan Company Limited of which he is the Managing Director.

Mr. Bhat is also a member of the governing council at the TA Pai Management Institute, Manipal, and the SDM Institute of Management and Development, Mysore. He was awarded the Distinguished Alumnus Award of IIT Madras in 2008.

Having regard to the qualifications, experience and knowledge, his appointment as a Director on the Board will be in the interest of the Company. The Board commends the resolution set out at Item No. 6 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

Mr. Bhat does not hold any share in the Company either directly or through any other person. He is not related to any other Director or KMP of the Company.

Except Mr. Bhat, none of the other Directors or KMP or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

Item No. 7

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Dr. Nirmalya Kumar as an Additional Director of the Company with effect from 26th May, 2016.

Pursuant to Section 161(1) of the Act, Dr. Nirmalya Kumar holds office upto the date of the forthcoming AGM and is eligible for appointment as a Director in the category of Non-executive Non-Independent Director. A notice under the provision of Section 160(1) of the Act, along with the requisite deposit has been received from a member signifying his intention to propose the candidature of Dr. Nirmalya Kumar as a Director of the Company, liable to retire by rotation.

Dr. Kumar is a member of the Group Executive Council of Tata Sons Limited and is responsible for strategy at the group level. Dr. Nirmalya Kumar was a Professor of Marketing and Director of Aditya Birla India Centre at the London Business School. He has previously taught at Harvard Business School, IMD (Switzerland) and Northwestern University (Kellogg School of Management).

Dr. Kumar has worked with more than 50 Fortune 500 companies in 60 different countries. He has served on several boards. Dr. Kumar is one of the world's leading thinkers on strategy and marketing and was included in Thinkers50 (the biannual listing of the top 50 management thinkers in the world) and received their "Global Village

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Award" for the person who contributed the most to the business community's understanding of globalisation and the new frontiers established by emerging markets. He is also included in 50 Best B-School Professors (Poets & Quants) and 50 Most influential Business School Professors. He is a prolific writer and has written books and published articles in leading journals.

Dr. Kumar received his Bachelor in Commerce degree from Calcutta University, his Master in Business Administration degree from the University of Illinois at Chicago and his Doctoral degree in Marketing from the Kellogg School of Management, Northwestern University.

Having regard to the qualifications, experience and knowledge, his appointment as a Director on the Board will be in the interest of the Company. The Board commends the resolution set out at Item No. 7 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

Dr. Kumar does not hold any share in the Company either directly or through any other person. He is not related to any other Director or KMP of the Company.

Except Dr. Kumar, none of the other Directors or KMP or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

Item No. 8

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') 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 31st March, 2017 as per the following details:

Sr. No.	Name of the Cost Auditors	Audit Fees
1.	M/s. N. I. Mehta & Co; Cost Accountants	₹ 9,00,000
2.	M/s. 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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

The Board commends the resolution set out at Item No. 8 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. 8 of the accompanying Notice.

By Order of the Board of Directors

Rajiv Chandan
General Counsel & Company Secretary

Mumbai, 26th May, 2016

Registered Office:

Bombay House
24, Homi Mody Street, Fort
Mumbai 400 001
CIN:- L24239MH1939PLC002893
Email:-investors@tatachemicals.com
Website:- www.tatachemicals.com

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS :

Name of the Director	Mr. R. Mukundan	Mr. Bhaskar Bhat	Dr. Nirmalya Kumar
DIN	00778253	00148778	00364637
Date of Birth	19th September, 1966	29th August, 1954	8th March, 1960
Age	49 years	61 years	56 years
Date of first appointment	26th November, 2008	20th October, 2015	26th May, 2016
Qualifications	BE (Electrical Engineering) from IIT, Roorkee; MBA from FMS, Delhi University; Advanced Management Programme at Harvard Business School	B Tech Degree in Mechanical Engineering from IIT, Madras; Post Graduate Diploma in Management from IIM, Ahmedabad	Bachelor in Commerce degree from Calcutta University, Master in Business Administration degree from the University of Illinois at Chicago, Doctoral degree in Marketing from the Kellogg School of Management Northwestern University
Expertise in specific functional areas	Mr. Mukundan has wide experience in the field of strategy, operations and general management	Mr. Bhat has extensive experience and expertise in sales and marketing. He is the Managing Director of Titan Company Limited since April 2002. At Titan, Mr. Bhat has dealt with Sales & Marketing, HR, international business and various general managerial assignments	Dr. Kumar has wide experience in marketing and strategy. Dr. Kumar is one of the world's leading thinkers on strategy and marketing. He is responsible for strategy at the Tata group level
Terms and conditions of appointment or reappointment	Appointed for a period of 5 years upto 25th November, 2018	Refer Item No. 6 of the Notice	Refer Item No. 7 of the Notice
Details of remuneration last drawn (FY 2015-16) [^]	₹ 4.46 crore	₹ 12 lac	NA
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	• Rallis India Limited* • Tata International Limited • Metahelix Life Sciences Limited	• Titan Time Products Limited • Titan Company Limited (Managing Director)* • Trent Limited* • Bosch Limited* • Tata Ceramics Limited • Titan Engineering & Automation Limited • Rallis India Limited* • Tata SIA Airlines Limited	• Tata Industries Limited • Tata Unistore Limited • Tata Capital Limited
Membership of Committees/ Chairmanship in other Public Limited Companies	• Rallis India Limited* - Executive Committee of the Board (Member) • Tata International Limited - Corporate Social Responsibility Committee (Member) • Metahelix Life Sciences Limited - Nomination and Remuneration Committee (Member)	• Titan Company Limited* - Stakeholders Relationship Committee (Member) - Corporate Social Responsibility Committee (Member) - Risk Management Committee (Member) - Board Ethics Committee (Member) • Bosch Limited* - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) - Share Transfer Committee (Member) • Trent Limited* - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) - Executive Committee (Member) • Tata Ceramics Limited - Nomination and Remuneration Committee (Member) • Rallis India Limited* - Executive Committee of the Board (Member) - Nomination and Remuneration Committee (Member)	• Tata Industries Limited - Audit Committee (Member) • Tata Unistore Limited - Nomination and Remuneration Committee (Member)
No. of Board meetings attended during the year	8	4	NA
No. of shares held:			
(a) Own	500	NIL	NIL
(b) For other persons on a beneficial basis	NIL	NIL	NIL

[^] Includes commission for FY 2015-16 to be payable in FY 2016-17

* Listed Entity

NOTICE

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



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

77th ANNUAL GENERAL MEETING ON THURSDAY, 11TH AUGUST, 2016 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 SEVENTH ANNUAL GENERAL MEETING of the Company at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, at 3.00 p.m. on Thursday, 11th August, 2016.

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.



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

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 SEVENTH ANNUAL GENERAL MEETING of the Company to be held on Thursday, 11th August, 2016 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:

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



Sr. No.	Resolutions
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 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 31st March, 2016 together with the Report of the Auditors thereon
3.	To declare dividend on Ordinary Shares for the financial year ended 31st March, 2016
4.	Re-appointment of Mr. R Mukundan, who retires by rotation
5.	Ratification of Statutory Auditor's appointment
Special Business	
6.	Appointment of Mr. Bhaskar Bhat as a Director
7.	Appointment of Dr. Nirmalya Kumar as a Director
8.	Ratification of remuneration of Cost Auditors

Signed this _____ day of _____ 2016

Affix
Revenue
Stamp

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

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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the SEVENTY SEVENTH ANNUAL GENERAL MEETING of the Company.