November 26, 2016

The General Manager, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: **500770**

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

Dear Sirs/Madam,

Sub: Notice of Extraordinary General Meeting

This is with reference to our letter dated November 22, 2016.

In this connection, we enclose herewith the Notice convening the Extraordinary General Meeting (EGM) of the Company to be held on Friday, December 23, 2016 at 3.00 p.m. (IST) at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai-400 020.

The Notice of EGM will be available on our website i.e www.tatachemicals.com.

This disclosure is being made in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

This is for your information and records.

Yours faithfully,
For Tata Chemicals Limited

RAJIV CHANDAN
GENERAL COUNSEL & COMPANY SECRETARY

TATA CHEMICALS LIMITED

Registered Office: 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

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EGM) of Tata Chemicals Limited, on the requisition of Tata Sons Limited, which holds 19.35% of the paid up Equity share capital of the Company, will be held on Friday, December 23, 2016 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Marine Lines, Mumbai 400 020 to transact the following business:

SPECIAL BUSINESS

Item No. 1

REMOVAL OF MR. C. P. MISTRY AS DIRECTOR:

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

"**RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

Item No. 2

REMOVAL OF MR. NUSLI N. WADIA AS DIRECTOR:

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

"**RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Nusli N. Wadia (Director Identification Number 00015731) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

Item No. 3

APPOINTMENT OF MR. BHASKAR BHAT AS A DIRECTOR OF THE COMPANY:

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

"**RESOLVED THAT** Mr. Bhaskar Bhat (Director Identification Number 00148778) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

Item No. 4

APPOINTMENT OF MR. S. PADMANABHAN AS A DIRECTOR OF THE COMPANY:

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

"**RESOLVED THAT** Mr. S. Padmanabhan (Director Identification Number 00306299) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business as set out in the Notice is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as 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 proxy for any other person or shareholder.

3. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of an Extraordinary General Meeting (EGM). A Proxy form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.

4. Members/Proxyholders and Authorised representatives are requested to bring to the Meeting, the duly filled in attendance slip(s) enclosed herewith. Corporate Members intending to send their Authorised Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 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.

5. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.

6. Electronic copy of the Notice 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 copy of the Notice is being sent in the permitted mode. A copy of the Notice will also be available on the website of the Company viz. www.tatachemicals.com

7. The Special Notice and Requisition dated November 10, 2016 received from Tata Sons Limited and the Notices dated November 16, 2016 received under Section 160 of the Companies Act, 2013 from Tata Sons Limited signifying its intention to appoint Mr. Bhaskar Bhat and Mr. S. Padmanabhan as Directors of the Company, in original, are available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 2.00 p.m. on any working day of the Company upto the date of the Meeting. The said documents shall also be available for inspection at the venue of the meeting.

8. A route map showing directions to reach the venue of the Meeting forms part of the Notice.

9. Process and Manner for voting through electronic means:

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 ('the Act') and Rules framed thereunder, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations'), the members are provided with the facility to exercise their right to vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), i.e. facility of casting votes by the members using an electronic voting system from a place other than the venue of the EGM (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 either through electronic voting system or by ballot paper shall be made available at the EGM 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 EGM.

III. The remote e-voting period commences on Tuesday, December 20, 2016 (9.00 a.m. IST) and ends on Thursday, December 22, 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 Friday, December 16, 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 EGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.

The instructions 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 already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

(v) 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.

(vi) 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.

(vii) Once the remote e-voting home page opens, click on remote e-voting: Active Voting Cycles.

(viii) Select "EVEN" (E-Voting Event Number) of "Tata Chemicals Limited" which is 105784.

(ix) Now you are ready for remote e-voting as Cast Vote page opens.

(x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(xi) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xii) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xiii) 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 EGM [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** (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.

IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members 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 connect at the following telephone no. 2499 4600.

V. 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.

VI. 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).

VII. 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 Friday, December 16, 2016 and as per the Register of Members of the Company.

VIII. 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. Friday, December 16, 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.

IX. 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 EGM.

X. Mr. P. N. Parikh (Membership No. FCS 327) and failing him, Ms. Jigyasa Ved (Membership No. FCS 6488) of M/s. Parikh & Associates, Practicing Company Secretaries, have 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 EGM in a fair and transparent manner.

XI. The Scrutinizer shall, after the conclusion of voting at the EGM, 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 EGM, 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.

XII. 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 result 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.

XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of EGM i.e. Friday, December 23, 2016.

By Order of the Board of Directors
For Tata Chemicals Limited

Rajiv Chandan
General Counsel & Company Secretary
(FCS: 4312)

Mumbai, November 22, 2016

Registered Office:
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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Tata Sons Limited is the Promoter of Tata Chemicals Limited ("the Company") and holds 4,93,06,423 Ordinary Shares aggregating to 19.35% of the Company's voting capital. Tata Sons Limited has sent to the Company a Special Notice and Requisition dated November 10, 2016 for convening an EGM, to consider and if thought fit, to pass an Ordinary Resolution for removal of Mr. C. P. Mistry and Mr. Nusli N. Wadia as Directors of the Company, a copy of which is annexed hereto as **Annexure A**.

Mr. Cyrus P. Mistry is currently the Non-Executive Chairman of the Company. He was appointed as a Non-Executive Director of the Company by the Board on May 30, 2012 and by the shareholders at the Annual General Meeting (AGM) held on August 22, 2012. He was appointed as Deputy Chairman at the Board meeting held on November 9, 2012 and thereafter, as Chairman of the Board of the Company with effect from December 28, 2012. Being a director liable to retire by rotation, he was re-elected at Annual General Meeting held on August 11, 2015. Mr. Mistry is also the Chairman of the Executive Committee of Board and the Member of the Nomination & Remuneration Committee (NRC).

The Board of Directors of the Company would like to clarify that the copy of the Special Notice issued by Tata Sons Limited is being sent along with this Notice with a view to provide the relevant background concerning item no. 1 of special business to be transacted at the EGM. Consequently, the Company, the Board of Directors of the Company and its officers do not take any responsibility for the same, save for point nos. (i) and (iv) of item no. 1 of the Special Notice.

Pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board had on March 22, 2016 carried out an annual evaluation of individual Directors, including Mr. Mistry. The evaluation criteria included aspects such as contribution of the individual director to the Board and committee meetings, preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. and were based on the self-assessment forms filled in by the Directors and the interactions with all the Directors. The NRC had also met on the same day and reviewed the performance of Non-Independent Directors including Mr. Mistry as the Chairman of the Board. In a separate meeting of Independent Directors held on the same day, performance of non-independent directors, performance of the Board as a whole and the performance of the Chairman was evaluated. The evaluation was discussed in the Board Meeting that followed the meeting of the Independent Directors alongwith the feedback received from the Directors on the performance of the Board, its Committees and individual directors. A similar evaluation was also undertaken on March 23, 2015 in respect of FY 2014-15. In this context, it is emphasised that, in making its assessment of the Board and Directors from time to time, full application and due Independence of mind has been exercised by the Directors at all times. Mr. Mistry attended all 10 Board meetings held in FY 2014-15 and attended 7 out of 8 Board meetings held in FY 2015-16. These details also form part of the disclosures made in the Company's Annual Report for the said financial years.

Pursuant to Section 169(4) of the Act, the Director being sought to be removed has a right to make representation to the shareholders in the manner stated therein. Mr. Mistry has informed the Company that he intends to make a representation to the shareholders in respect of his removal. The Company will in terms of Section 169(4) of the Companies Act, 2013, subject to the proviso of the said Section and if the time permits it to do so, circulate the written representation to the shareholders.

Other than Mr. Cyrus P. Mistry (a Director and member of the Company), none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution as set out at Item No. 1 of the Notice.

Item No. 2

Tata Sons Limited is the Promoter of Tata Chemicals Limited ("the Company") and holds 4,93,06,423 Ordinary Shares aggregating to 19.35% of the Company's voting capital. Tata Sons Limited has sent to the Company a Special Notice and Requisition dated November 10, 2016 for convening an EGM, to consider and if thought fit, pass an Ordinary Resolution for removal of Mr. Cyrus P Mistry and Mr. Nusli N. Wadia as Directors of the Company, a copy of which is annexed hereto as **Annexure A**.

Mr. Nusli N. Wadia is an Independent Director of the Company. He was appointed as a Non-Executive Director of the Company by the Board on June 26, 1981 and by the shareholders at the Annual General Meeting (AGM) held on December 17, 1981. Thereafter, being a director liable to retire by rotation, he was re-elected at various AGMs held on September 20, 1984, September 16, 1987, December 7, 1989, September 17, 1992, September 26, 1995, September 17, 1998, July 26, 2001, September 20, 2004, July 17, 2006, August 4,

2008, August 9, 2010 and August 22, 2012 in terms of the provisions of the Companies Act, 1956. As required under Clause 49 of the Listing Agreement, Mr. Wadia has been an Independent Director of the Company since February, 2000. Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Wadia was appointed as an Independent Director of the Company with effect from August 21, 2014 upto February 15, 2019 at the AGM held on August 21, 2014. Mr. Wadia is also the Chairman of NRC and the Member of the Executive Committee of Board.

The Board of Directors of the Company would like to clarify that the copy of the Special Notice issued by Tata Sons Limited is being sent along with this Notice with a view to provide the relevant background concerning item no. 2 of special business to be transacted at the EGM. Consequently, the Company, the Board of Directors of the Company and its officers do not take any responsibility for the same.

Pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed under Listing Regulations, the Board had on March 22, 2016 carried out an annual evaluation of individual Directors, including Mr. Wadia. The evaluation criteria included aspects such as contribution of the individual director to the Board and committee meetings, preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. and were based on the self-assessment forms filled in by the Directors and the interactions with all the Directors. The NRC had also met on the same day and reviewed the performance of Individual Directors including Mr. Wadia. The evaluation was discussed in the Board Meeting held on the same day alongwith the feedback received from the Directors on the performance of the Board, its Committees and individual directors. A similar evaluation was also undertaken on March 23, 2015 in respect of FY 2014-15. In this context, it is emphasised that, in making the assessment of the Board and Directors from time to time, full application and due Independence of mind has been exercised by the directors at all times. Mr. Wadia attended 9 out of 10 Board meetings held in FY 2014-15 and attended 6 out of 8 Board meetings held in FY 2015-16. These details also form part of the disclosures made in the Company's Annual Report for the said financial years.

Mr. Nusli N. Wadia, vide his letter dated November 22, 2016, addressed to the Board of Directors and the Company Secretary, has inter alia, termed the reasons provided by Tata Sons Limited in the Special Notice for his removal as baseless, false, defamatory and libellous and have been made with the intention of harming his reputation. Further, Mr. Nusli N. Wadia has questioned the ability of Tata Sons Limited to requisition a general meeting and vote to remove him as a Director (an independent Director) from the Board of the Company. He also, vide his aforesaid letter, requested the Board of Directors to institute an investigation upon the allegations as set out in the Special Notice issued by Tata Sons Limited dated November 10, 2016. The letter was tabled at the meeting of the Board of Directors held on November 22, 2016. The said letter is open for inspection at the Registered Office of the Company between 10.00 am to 2.00 pm on any working day of the Company upto the date of the meeting.

Pursuant to Section 169(4) of the Act, the Director being sought to be removed has a right to make representation to the shareholders in the manner stated therein. Mr. Nusli N. Wadia has informed the Company that he intends to make both written and oral representation to the shareholders in respect of his removal. The Company will in terms of Section 169(4) of the Companies Act, 2013, subject to the proviso of the said Section and if the time permits it to do so, circulate the written representation to the shareholders.

Other than Mr. Nusli N. Wadia, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution as set out at Item No. 2 of the Notice.

Item No. 3

The Company received a notice dated November 16, 2016 from Tata Sons Limited under Section 160 of the Companies Act, 2013, stating its intention to propose the candidature of Mr. Bhaskar Bhat for the office of Director of the Company, along with the deposit as prescribed.

Mr. Bhaskar 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 extensive experience and expertise in sales and marketing. He started his career as a management trainee with Godrej & Boyce Manufacturing Company in 1978. 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 having been at Titan since inception has engineered the creation of such endearing Indian brands as Titan, Tanishq, Sonata, Fastrack, Titan Eyeplus, Goldplus, Xylus and so on.

Mr. Bhat pioneered the concept of franchising and retailing in these Industries. Titan Company Limited has grown to become the largest watch manufacturer in India and the fifth largest in the world. Under his leadership, the Company has enlarged its portfolio and has four

main business units: watches, jewellery, eyewear and precision engineered components and in addition markets Fragrances, Bags and Ceramic ware.

He is the Chairman of Tata SIA Airlines Limited and Rallis India Limited. He is a Director of Trent Limited and Tata Ceramics Limited. He served on the Board of Tata Chemicals for a year before relinquishing the office of Director on November 10, 2016.

Mr. Bhat is a member of the governing councils of the TA Pai Management Institute, Manipal, and National Institute of Design. He was awarded the Distinguished Alumnus Award of IIT Madras in 2008.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested in the resolution as set out at item no. 3 of the Notice. Further, Mr. Bhaskar Bhat is not related to any other Director.

Item No. 4

The Company received a notice dated November 16, 2016 from Tata Sons Limited under Section 160 of the Companies Act, 2013, stating its intention to propose the candidature of Mr. S. Padmanabhan for the office of Director of the Company, along with the deposit as prescribed.

Mr. S. Padmanabhan is currently Head of Group Human Resources for Tata Sons and Executive Chairman, Tata Business Excellence Group (TBExG). In his role as Head of Group Human Resources, he is responsible for enabling key HR policies and initiatives across the Tata Group globally. As Executive Chairman of TBExG, Mr. Padmanabhan is responsible for enabling the Business Excellence journey across the Tata group of companies globally. This role, which he took on in 2014, is integral to Group initiatives in enhancing the performance of Tata companies through diagnostics, benchmarking and sharing best practices.

His career with the Tata Group companies began with Tata Consultancy Services Limited (TCS) in 1982 and spans over 34 years. He was Executive Director Operations, Tata Power Company Limited since 2008, and was responsible for the profitable and sustainable operations of all thermal and hydro generation plants across India and transmission and distribution systems in Mumbai. He was also on the Boards of the operating subsidiaries of Tata Power. Prior to joining Tata Power, Mr. Padmanabhan was Executive Director, TCS. During his 26-year stint in TCS, he has held roles such as Executive Director of Human Resources, Head of Application Development and Maintenance, Head of Airlines Practice and Country Manager, TCS Switzerland. He was also the CEO of Aviation Software Development Consultancy, a Joint Venture between TCS and Singapore Airlines.

As the Executive Director of Human Resources at TCS, Mr. Padmanabhan was responsible for managing over 100,000 employees worldwide. During his tenure, TCS achieved the highest retention rates. He also set up scalable and sustainable processes to make TCS a learning-focused organisation, capable of seamlessly integrating thousands of new employees each year. During his tenure, he significantly strengthened the industry-academia relation with various Indian and international institutes.

Mr. Padmanabhan also played a pivotal role in overseeing the $ 1 Billion dollar TCS IPO – the largest in the country till then. He engaged with multiple stakeholders and financial institutions across the globe to make this IPO one of the most successful ones in the Indian corporate history. Mr. Padmanabhan's wide international portfolio as a senior executive on a global platform encompasses project management, customer management and diverse, global, workforce management. He has also represented TCS in several external forums.

He has a distinguished academic record in the technical and management domain from reputable institutions. He is a Glaxo Marketing Scholar Medalist, a Distinguished Alumnus from IIM Bangalore, and a Gold Medalist and a Distinguished Alumnus from PSG College of Technology, Coimbatore. He has completed the Advanced Management Program at the Harvard Business School. He is also a life member of CSI, Senior Member of IEEE.

Mr. Padmanabhan is a Director on the Board of Infiniti Retail Limited, Tata Consulting Engineers Limited and Associated Building Company Limited.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested in the resolution as set out in item no. 4 of the Notice. Further, Mr. Padmanabhan is not related to any other Director.

By Order of the Board of Directors
For Tata Chemicals Limited

Rajiv Chandan
General Counsel & Company Secretary
(FCS: 4312)

Mumbai, November 22, 2016

Registered Office:
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 appointment at the EGM pursuant to Regulations 26(4) and 36(3) of Listing Regulations and Secretarial Standards – 2 on General Meetings :

Name of the Director	Mr. Bhaskar Bhat	Mr. S. Padmanabhan
DIN	00148778	00306299
Date of Birth	August 29, 1954	May 15, 1958
Age	61 years	58 years
Date of first appointment on the Board	-	-
Qualifications	B. Tech degree in Mechanical Engineering from IIT Madras and a Post Graduate Diploma in Management from IIM, Ahmedabad	BE (Electronics & Communication) from PSG College of Technology & Post Graduate Diploma in Management from IIM, Bangalore
Expertise in specific functional areas	Mr. Bhat has extensive experience and expertise in sales and marketing. He is the Managing Director of Titan since April 2002. At Titan, Mr. Bhat has dealt with Sales & Marketing, HR, international business and various general managerial assignments.	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	Refer item no. 3 of the Notice	Refer item no. 4 of the Notice
Details of remuneration last drawn (FY 2016-17)	₹14,60,000* (Includes commission of ₹ 12,00,000 paid during FY 2016-17 relating to FY 2015-16)	-
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	• Titan Company Limited (Managing Director) • Trent Limited • Bosch Limited – Independent Director • Rallis India Limited • Tata Ceramics Limited • Tata SIA Airlines Limited • Titan Time Products Limited • Titan Engineering & Automation Limited	• Infiniti Retail Limited • Tata Consulting Engineers Limited • Associated Building Company Limited • Ecofirst Service Limited
Membership of Committees/ Chairmanship in other Public Limited Companies	• Titan Company Limited –Stakeholder Relationship Committee (Member) -CSR Committee (Member) -Risk Management Committee (Member) -Board Ethics Committee (Member) • Bosch Limited -Audit Committee (Member) -Nomination and Remuneration Committee (Member) -Corporate Social Committee (Member) -Share Transfer Committee (Member) • Trent Limited -Nomination and Remuneration Committee (Member) -Corporate Social Responsibility Committee (Member) • Tata Ceramics Limited – Nomination and Remuneration Committee (Member) • Rallis India Limited -Executive Committee (Member) -Nomination and Remuneration Committee (Member)	• Infiniti Retail Limited ▪ Committee Of Board (Member) ▪ Nomination and Remuneration Committee (Chairman) • Tata Consulting Engineers ▪ Audit & Risk Committee (Member) ▪ Nomination and Remuneration Committee (Member) ▪ Corporate Social Committee (Member)
No. of Board meetings attended during the year	6*	-
No. of shares held: (a) Own (b) For other persons on a beneficial basis	 Nil Nil	 Nil Nil

** This relates to his earlier tenure upto November 10, 2016*

Annexure A

[On the Letterhead of Tata Sons Limited]

November 10, 2016

The Board of Directors
Tata Chemicals Limited
Bombay House,
24 Homi Mody Street,
Mumbai 400001.

Sirs,

Re : Issue of Special Notice and Requisition under the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for convening an Extraordinary Ordinary General Meeting of the shareholders of Tata Chemicals Limited.

1. Tata Sons Limited is a shareholder of Tata Chemicals Limited (**"Tata Chemicals"**) and holds, as on the date of this letter, 4,93,06,423 Equity shares representing 19.35% of the paid up Equity share capital of Tata Chemicals.

2. Pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, we submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of Tata Chemicals in the manner prescribed under applicable law, to pass the following 2 (two) resolutions.

Item No. 1

REMOVAL OF MR. C. P. MISTRY AS DIRECTOR:

To pass the following resolution as an Ordinary Resolution:

***"RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."*

Although there in no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

(i) Tata Sons Limited is the Promoter of Tata Chemicals and holds 19.35% of the Equity share capital of Tata Chemicals.

(ii) Tata Sons Limited is the principal investment holding company and promoter of Tata companies. About 66% of the ordinary share capital of Tata Sons Limited is held by philanthropic trusts, which support education, health, livelihood generation and art and culture. In 2015-16, the revenue of Tata companies, taken together, was over USD 100 billion. These companies collectively employ over 660,000 people. Tata companies are present in over 100 countries spanning 6 continents and operate with a mission *'To improve the quality of life of the communities we serve globally, through long-term stakeholder value creation based on Leadership with Trust.'*

(iii) On October 24, 2016, the Board of Directors of Tata Sons Limited passed a resolution to replace Mr. Cyrus P Mistry as the Executive Chairman of Tata Sons Limited and revoked all his executive powers, fully supported by the three Directors of Tata Sons Limited nominated by the philanthropic trusts (primarily the Sir Dorabji Tata Trust and the Sir Ratan Tata Trust). It may be noted that the Board of Directors of Tata Sons Limited has lost confidence in Mr. Cyrus P Mistry to lead Tata Sons Limited for a combination of several factors. The Tata Sons' Board, in its collective wisdom, took the decision to replace Mr. Mistry. The Board had felt that the removal of Mr. Mistry as Chairman was absolutely necessary for the future success of the Tata group.

(iv) Tata Chemicals, of which Tata Sons Limited is the promoter, forms an integral part of the Tata group and enjoys the right to use the 'Tata' brand by virtue of the Tata Brand Equity and Business Promotion Agreement entered into between Tata Chemicals and Tata Sons Limited. Substantial goodwill and benefits accrue to Tata Chemicals by such usage and association with the Tata group.

(v) Subsequent to his replacement as Executive Chairman of Tata Sons Limited, Mr. Mistry has made certain unsubstantiated allegations, which cast aspersions not only on Tata Sons Limited and its Board of Directors, but also on the Tata group as a whole, of which Tata Chemicals is an integral part. The communication, which was marked as 'confidential', was made public. Mr. Mistry's conduct has caused enormous harm to the Tata group, Tata Chemicals and its stakeholders, including employees and shareholders.

(vi) Consequently, the Board of Directors of Tata Sons Limited by its resolution dated November 10, 2016 has resolved to propose the removal of Mr. Mistry as Director of Tata Chemicals.

Item No. 2

REMOVAL OF MR. NUSLI N. WADIA AS DIRECTOR:

To pass the following resolution as an Ordinary Resolution:

*"**RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Nusli N. Wadia (Director Identification Number 00015731) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."*

Although there in no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

(i) Post the developments of October 24, 2016, Mr. Nusli Wadia acting in concert with Mr. Cyrus Mistry has been acting against the interests of Tata Chemicals and its principal shareholder by galvanising independent directors and mobilising opinion, forcing disruptions, and issuing a statement that in our view is contrary to the interests of the company. By such an act, it has put the company in jeopardy with respect to its further expansion plans, capital raising by virtue of equity or debt, queries from rating agencies and impact on the overall morale of the workers, employees and management who have joined Tata Chemicals, a Tata Company. Moreover he has been a director since several decades and considering all these factors, his continuance on the Board is untenable. The principal shareholders have lost confidence in the independence, suitability or bonafides of Mr. Wadia and seek his removal.

(ii) Consequently, the Board of Directors of Tata Sons Limited by its resolution dated November 10, 2016 has resolved to propose the removal of Mr. Nusli Wadia as Director of Tata Chemicals.

3. Please also treat the above as special notice under Section 169(2), read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for the aforesaid purpose.

Your faithfully,
TATA SONS LIMITED

sd/-

(F. N. Subedar)
Chief Operating Officer &
Company Secretary

Copy to : Company Secretary, Tata Chemicals Limited

TATA SONS LIMITED
Bombay House 24 Homi Mody Street, Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 8080 e-mail tatasons@tata.com
Website www.tata.com CIN U99999MH1917PLC000478

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

EXTRAORDINARY GENERAL MEETING ON FRIDAY, DECEMBER 23, 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.:

I / We hereby record my/our presence at the EXTRAORDINARY 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 Friday, December 23, 2016.

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

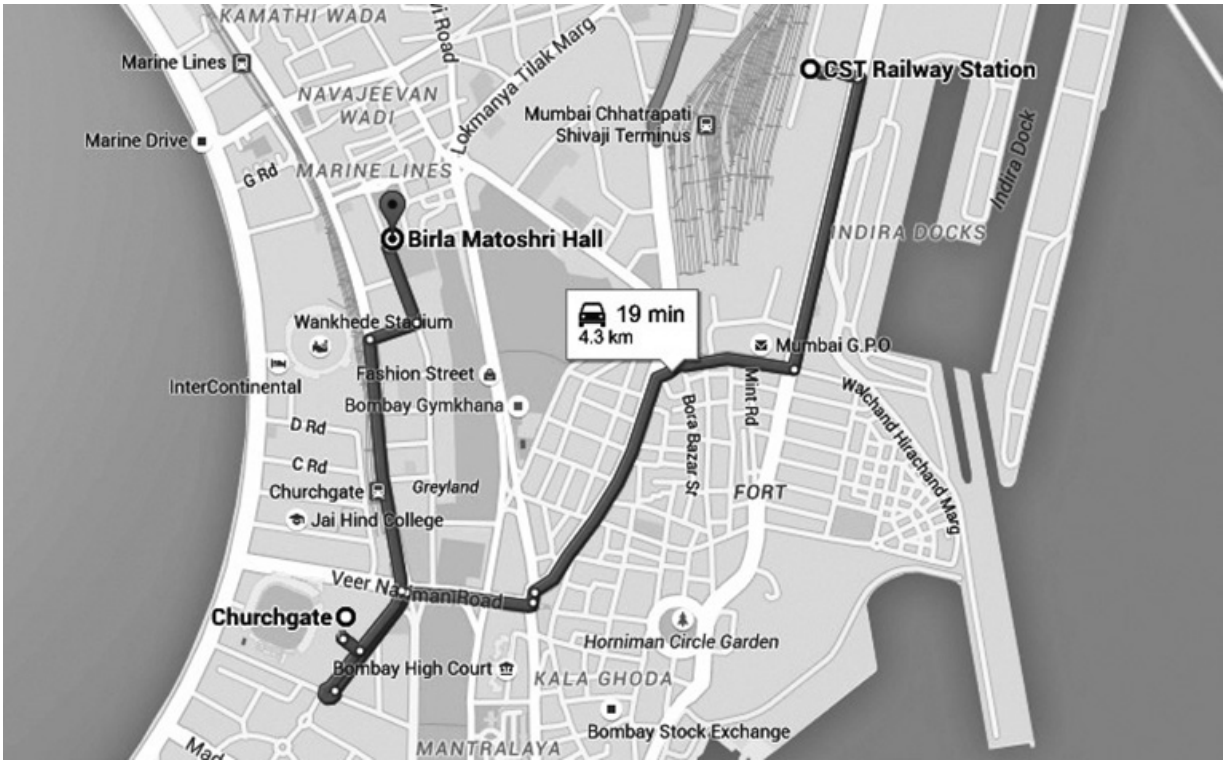
Notes: 1. Only Member/ Proxyholder can attend the Meeting.

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 Notice for reference at the meeting.

ROUTE MAP TO THE EGM VENUE

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



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

EXTRAORDINARY GENERAL MEETING ON FRIDAY, DECEMBER 23, 2016 AT 3.00 P.M.

[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 EXTRAORDINARY GENERAL MEETING of the Company to be held on Friday, December 23, 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:

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

Resolution no.	Resolutions	For	Against
1.	Removal of Mr. C. P. Mistry as Director		
2.	Removal of Mr. Nusli N. Wadia as Director		
3.	Appointment of Mr. Bhaskar Bhat as a Director of the Company		
4.	Appointment of Mr. S. Padmanabhan as a Director of the Company		

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. 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 the above resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. A proxy need not be a member of the Company.

4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EXTRAORDINARY GENERAL MEETING of the Company.

Notes

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