October 30, 2019

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

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

Dear Sir/Madam,

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

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

In this regard, please find enclosed the following:

1) Summary of the proceedings of the Meeting as required under Regulation 30, Para A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') – **Annexure A**

2) Consolidated Voting results of the postal ballot, remote e-voting together with the voting conducted at the Meeting venue, in relation to the business transacted at the Meeting, as required under Regulation 44(3) of the Listing Regulations - **Annexure B1** (majority of persons representing three-fourth in value - including promoter and promoter group) **and Annexure B2** (majority of public shareholders - excluding promoter and promoter group).

3) Report of the Scrutinizer dated October 30, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 – **Annexure C1** (including promoter and promoter group) **and C2** (public shareholders - excluding promoter and promoter group)

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

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

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

This is for your information and records.

Thanking you,

Yours faithfully,
FOR TATA CHEMICALS LIMITED

RAJIV CHANDAN
GENERAL COUNSEL & COMPANY SECRETARY
Encl.: as above

Annexure A

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

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

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

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

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

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

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

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

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

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

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

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

voting, in an independent and fair manner. The procedure for electronic voting at the Meeting was also explained by him.

The Chairman then invited the members to express their views, ask questions and seek clarifications on the proposed Scheme. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, the Chairman alongwith the Managing Director & CEO appropriately responded to the queries raised by them.

The Chairman informed the Members that the combined results of the postal ballot, remote e-voting and e-voting at the Meeting venue would be announced within 48 hours of the conclusion of the Meeting and the results alongwith the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the website of the Company as well as website of National Securities Depository Limited and would also be displayed at the Registered Office of the Company.

After giving opportunity to the Members present to cast their vote, closure of the Meeting was announced.

The Scrutinizer's Report was received after conclusion of the Meeting on October 30, 2019 and as set out therein the Resolution for approval of the Scheme was passed with the requisite majority.

This is for your information and records.

Yours faithfully,
FOR TATA CHEMICALS LIMITED

RAJIV CHANDAN
GENERAL COUNSEL & COMPANY SECRETARY

Annexure B

National Company Law Tribunal Convened Meeting Voting Results

Date of NCLT Convened Meeting	**October 30, 2019**
Total Number of shareholders on Record date i.e. September 20, 2019	**1,83,814**
No. of shareholders present in the meeting either in person or through proxy:	**294**
Promoter and Promoter Group	14
Public	280
No. of shareholders present in the meeting through Video Conferencing (VC):	No arrangement was made for VC
Promoter and Promoter Group	
Public	

Yours faithfully,

FOR TATA CHEMICALS LIMITED

RAJIV CHANDAN
GENERAL COUNSEL & COMPANY SECRETARY

ANNEXURE B1

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Resolution for approving the Scheme of Arrangement between Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	78027943	78027743	99.9997	78027743	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	78027943	78027743	99.9997	78027743	0	100.0000	0.0000
Public- Institutions	E-Voting	123344604	105479699	85.5163	105479699	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	123344604	105479699	85.5163	105479699	0	100.0000	0.0000
Public- Non Institutions	E-Voting	53383731	1558257	2.9190	1554535	3722	99.7611	0.2389
	Poll		35558	0.0666	35274	284	99.2013	0.7987
	Postal Ballot (if applicable)		171945	0.3221	168097	3848	97.7621	2.2379
	Total	53383731	1765760	3.3077	1757906	7854	99.5552	0.4448
Total		254756278	185273202	72.7257	185265348	7854	99.9958	0.0042
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	16664

For TATA CHEMICALS LIMITED

Rajiv Chandan
General Counsel & Company Secretary

ANNEXURE B2

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Resolution for approving the Scheme of Arrangement between Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	78027943	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	78027943	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	123344604	105479699	85.5163	105479699	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	123344604	105479699	85.5163	105479699	0	100.0000	0.0000
Public- Non Institutions	E-Voting	53383731	1558257	2.9190	1554535	3722	99.7611	0.2389
	Poll		35558	0.0666	35274	284	99.2013	0.7987
	Postal Ballot (if applicable)		171945	0.3221	168097	3848	97.7621	2.2379
	Total	53383731	1765760	3.3077	1757906	7854	99.5552	0.4448
Total		254756278	107245459	42.0973	107237605	7854	99.9927	0.0073
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	16664

For TATA CHEMICALS LIMITED

Rajiv Chandan
General Counsel & Company Secretary

ANNEXURE C1

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To
Mr. Bhaskar Bhat
The Chairman of the NCLT convened Meeting of Equity Shareholders ("Chairman")
TATA CHEMICALS LIMITED
CIN: L24239MH1939PLC002893
Bombay House, 24 Homi Mody Street,
Fort, Mumbai-400 001

Sub: Consolidated Scrutinizer's Report with respect to voting by Equity Shareholders (including promoters and promoter group) of Tata Chemicals Limited through remote e-voting process, physical postal ballot and voting at the venue of the Meeting pursuant to Sections 108, 110 and 230(6) of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide Order dated September 11, 2019 in the Company Scheme Application No. 3029 of 2019.

Dear Sir,

I, P. N. Parikh of Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench (**"NCLT"**), by its Order dated September 11, 2019 (**"Order"**), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the Meeting, in a fair and transparent manner, of the Equity Shareholders (including Promoters and Promoter Group) of Tata Chemicals Limited (**"the Company"**) convened by the Order of NCLT and held on Wednesday, October 30, 2019 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai-400 020 (**"Meeting"**), pursuant to the provisions of the Companies Act, 2013 ("**Act**") read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement between Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors (**"Scheme"**), in terms of the Notice dated September 20, 2019 (**"Notice"**), convening the Meeting.

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

I do hereby submit my report as under:

1. The Company had appointed National Securities Depository Limited (**"NSDL"**) as the agency for providing the e-voting platform to the Equity Shareholders of the Company.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, postal ballot and voting at the venue of the Meeting on the resolution contained in the Notice. My responsibility as the Scrutinizer for the remote e-voting process, postal ballot and voting at the venue of the Meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic ballot at the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic ballot at the Meeting provided by NSDL.

3. The Cut-off date for the purpose of determining the Equity Shareholders entitled to vote through postal ballot, remote e-voting and voting conducted through electronic ballot at the venue of the meeting on the resolution seeking their approval was Friday, September 20, 2019.

4. The voting period for postal ballot and remote e-voting commenced on Monday, September 30, 2019 at 9.00 a.m. (IST) and ended on Tuesday, October 29, 2019 at 5.00 p.m. (IST).

5. As confirmed by the Company, the Notice along with the Scheme and Explanatory Statement under Sections 102, 110, 230(3), 232(2) of the Act read with and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, other Annexures, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the Equity Shareholders in respect of the resolution to be passed at the Meeting.

6. The Equity Shareholders were required to cast vote through remote e-voting or to send the postal ballot form duly completed on or before 5.00 p.m. (IST) on Tuesday, October 29, 2019. The remote e-voting module was disabled by NSDL for voting thereafter.

7. At the Meeting held on October 30, 2019, Mr. Bhaskar Bhat, the Chairman appointed for the Meeting, allowed voting by use of electronic ballot for all those shareholders who were present at the Meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. (IST) on October 29, 2019.

8. After the closure of the voting at the Meeting, the report on the voting done at the Meeting was generated in my presence and the voting was diligently scrutinized.

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

9. I then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in the employment of the Company.

10. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by TSR Darashaw Consultants Private Limited, Company's Registrar and Transfer Agent ("**RTA**") and the authorisations/proxies lodged with the Company/ Company's RTA.

11. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.

12. The resolution placed before the Equity Shareholders and the consolidated result of the voting on the same through postal ballot forms received, remote e-voting and voting through electronic ballot at the venue of the Meeting seeking approval of the Equity Shareholders (including Promoters and Promoter Group) of the Company is given below.

Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of Tata Chemicals Limited ("Demerged Company") and subject to the approval of the Mumbai and Kolkata Benches of the Hon'ble National Company Law Tribunal (hereinafter collectively referred to as "the Tribunal"), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Demerged Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors ("Scheme") presented in Company Application (CAA) No. 3029 of 2019 filed by the Demerged Company before the Hon'ble National Company Law Tribunal, Mumbai Bench, placed before this Meeting be and is hereby approved.

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Tribunal or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

(i) Voted **in favour** of the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
1430	18,52,65,348	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	7,854	0.00 (Rounded-off)

(iii) **Invalid** votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
58	16,664

Thanking you,
Yours faithfully,

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai - 400053

For TATA CHEMICALS LIMITED

Rajiv Chandan
General Counsel & Company Secretary

Place: Mumbai
Dated: October 30, 2019

ANNEXURE C2

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To
Mr. Bhaskar Bhat
The Chairman of the NCLT convened meeting of Equity Shareholders ("Chairman")
TATA CHEMICALS LIMITED
CIN: L24239MH1939PLC002893
Bombay House, 24, Homi Mody Street,
Fort, Mumbai 400 001

Sub: Consolidated Scrutinizer's Report with respect to voting by Public Shareholders (excluding Promoters and Promoter Group) of Tata Chemicals Limited through remote e-voting process, physical postal ballot and voting at the venue of the Meeting in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

Dear Sir,

I, P. N. Parikh of Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench **("NCLT")** by its Order dated September 11, 2019 **("Order")**, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the Meeting, in a fair and transparent manner, of the Equity Shareholders (excluding Promoters and Promoter Group) of Tata Chemicals Limited **("the Company")** convened by the Order of NCLT and held on Wednesday, October 30, 2019 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020 **("Meeting")**, pursuant to the provisions of the Companies Act, 2013 ("**Act**") read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the resolution seeking approval of the Equity Shareholders on the Scheme of Arrangement between Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors (**"Scheme"**), in terms of the Notice dated September 20, 2019 **("Notice")**, convening the Meeting.

I do hereby submit my report with regards to the result of voting through remote e-voting process, postal ballot and voting at the venue of the Meeting in respect of public shareholders, as under:

1. The Company had appointed National Securities Depository Limited ("**NSDL**") as the agency for providing the e-voting platform to the Equity Shareholders of the Company.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, postal ballot and voting at the venue of

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

the Meeting on the resolution contained in the Notice. My responsibility as the Scrutinizer for the remote e-voting process, postal ballot and voting at the venue of the Meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic ballot at the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic ballot at the Meeting provided by NSDL.

3. The Cut-off date for the purpose of determining the Equity Shareholders entitled to vote through postal ballot, remote e-voting and voting conducted through electronic ballot at the venue of the Meeting on the resolution seeking their approval was Friday, September 20, 2019.

4. The remote e-voting and postal ballot period commenced on Monday, September 30, 2019 at 9.00 a.m. (IST) and ended on Tuesday, October 29, 2019 at 5.00 p.m. (IST).

5. As confirmed by the Company, the Notice along with the Scheme and Explanatory Statement under Sections 102, 110, 230(3), 232(2) the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, other Annexures, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the Equity Shareholders in respect of the resolution to be passed at the Meeting.

6. The Equity Shareholders were required to cast vote through remote e-voting or to send the postal ballot form duly completed on or before 5.00 p.m. (IST) on October 29, 2019. The remote e-voting module was disabled by NSDL for voting thereafter.

7. At the Meeting held on October 30, 2019, Mr. Bhaskar Bhat, the Chairman appointed for the Meeting allowed voting by use of electronic ballot for all those shareholders who were present at the Meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. (IST) on October 29, 2019.

8. After the closure of the voting at the Meeting, the report on the voting done at the Meeting was generated in my presence and the voting was diligently scrutinized.

9. I then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in the employment of the Company.

10. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by TSR Darashaw Consultants Private Limited, Company's Registrar and Transfer Agent ("**RTA**") and the authorisations/proxies lodged with the Company/ Company's RTA.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

11. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.

12. The resolution placed before the Equity Shareholders and the consolidated result of the voting on the same through postal ballot forms received, remote e-voting and voting through electronic ballot at the venue of the Meeting seeking approval of the Equity Shareholders (excluding Promoters and Promoter Group) of the Company is given below.

Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of Tata Chemicals Limited ("Demerged Company") and subject to the approval of the Mumbai and Kolkata Benches of the Hon'ble National Company Law Tribunal (hereinafter collectively referred to as "the Tribunal"), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Demerged Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors ("Scheme") presented in Company Application (CAA) No. 3029 of 2019 filed by the Demerged Company before the Hon'ble National Company Law Tribunal, Mumbai Bench, placed before this Meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Tribunal or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."



(i) Voted **in favour** of the resolution

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
1413	10,72,37,605	100.00 (Rounded-Off)

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	7,854	0.00 (Rounded-off)

(iii) **Invalid** votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
58	16,664

Thanking you,
Yours faithfully,

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai – 400053

For TATA CHEMICALS LIMITED

Rajiv Chandan
General Counsel & Company Secretary

Place: Mumbai
Dated: October 30, 2019