May 9, 2017

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,

Re: Summary of Proceedings and Voting Results of the National Company Law Tribunal Convened Meeting (Meeting) of the Equity Shareholders of the Company held on May 8, 2017

Pursuant to the Order dated March 1, 2017 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench the Meeting of the Equity Shareholders of the Company was held on May 8, 2017 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 to approve the Scheme of Arrangement between Tata Chemicals Limited **("Company")** and Yara Fertilisers India Private Limited and their respective Shareholders and Creditors **("Scheme")** for sale of Urea and Customised Fertilisers business of the Company.

In compliance with the provisions of (i) Section 230(4) read with Rules thereunder and Sections 108 and 110 of the Companies Act, 2013 (ii) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014; and (iii) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, the Company, in addition to e-voting at the Meeting had also provided the facility to the Equity Shareholders to cast their votes either by way of postal ballot or through remote e-voting facility arranged by National Securities Depository Limited **("NSDL")**, prior to the Meeting.

In this regard, please find enclosed following disclosures:

i. Summary of proceedings of the Meeting as required under Regulation 30, Para A of Schedule III of the Listing Regulations as **Annexure A.**

ii. Voting results of the Meeting as required under Regulation 44 (3) of the Listing Regulations as **Annexure B** along with the Scrutinizer's Report as **Annexure C.**

The same is also uploaded on the Company's website at www.tatachemicals.com and on the NSDL website at www.evoting@nsdl.com .

The proposed resolution for approving the Scheme was passed with requisite majority by the Equity Shareholders of the Company.

The above is for the information of the investors and for your records.

Yours faithfully,

Tata Chemicals Limited

Rajiv Chandan
General Counsel & Company Secretary

Encl: As Above

Annexure A

Summary of proceedings of the NCLT Convened Meeting

National Company Law Tribunal (NCLT) Convened Meeting ('**Meeting**') of the Members of Tata Chemicals Limited ('the Company') was held on Monday, May 8, 2017 at 3:00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai- 400020.

In his opening remarks, the Chairman informed that the Meeting is convened pursuant to the Order of the Hon'ble NCLT, Mumbai Bench passed on March 1, 2017 in the matter of the Scheme of Arrangement between Tata Chemicals Limited ('**the Company**') and Yara Fertilisers India Private Limited ('**Yara**') and their respective Shareholders and Creditors ('**the Scheme**') for sale of business of Urea and Customized Fertiliser manufactured by the Company at its Babrala Plant, Uttar Pradesh. He further informed that vide the said Order, NCLT has 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. Nasser Munjee, attended the Meeting.

The Notice of the Meeting, the Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with rules framed thereunder and the Scheme of Arrangement between Tata Chemicals and Yara were dispatched to all the Shareholders. With the permission of the Members, the Notice convening the Meeting were taken as read.

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

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 shareholders the facility to cast their vote through postal ballot and remote e-voting system administered by the National Securities Depository Limited ('**NSDL**'). He further mentioned that the Company has provided an opportunity of electronic voting (through tablets) at the Meeting for those shareholders who did not exercise their vote through postal ballot or remote e-voting system. The votes cast at the Meeting will be added to the votes cast through postal ballot and remote e-voting, for the declaration of results.

The Chairman then informed that Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327), was appointed as the Scrutinizer to conduct the postal ballot process, remote e-voting and electronic voting at the Meeting in an independent and fair manner. The procedure for electronic voting at the Meeting was explained by the Company Secretary. The Chairman informed that the Members who were present at the Meeting but had not cast their votes by way of postal ballot or remote e-voting may cast the votes at the Meeting.

The Chairman then invited the Members to speak at the Meeting on the resolution proposed at the Meeting. The Members spoke and relevant queries from the Members were replied by the Chairman.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to continue voting. Seeking their leave, the Chairman authorised the Company Secretary to oversee the voting process and announce the results within the prescribed period.

After giving opportunity to the Members present to cast their vote, the Company Secretary announced the closure of the voting. The Scrutinizer's Report was received on the same date and as set out therein the resolution for approval of the Scheme was passed with the requisite majority.

Yours faithfully,
For Tata Chemicals Limited

Rajiv Chandan
General Counsel & Company Secretary

Annexure B

TATA CHEMICALS LIMITED									
Resolution (1)									
Resolution required: (~~Ordinary / Special~~)						**MAJORITY IN NUMBERS AND 3/4TH IN VALUE**			
Whether promoter/ promoter group are interested in the agenda/resolution?						**NO**			
To approve the Scheme of Arrangement between Tata Chemicals Limited ("Transferor Company") and Yara Fertilisers India Private Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 to the extent notified									
	Promoter/Public	**Mode of Voting**	**Total 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**
1	Promoter and Promoter Group	E-Voting	78472357	78472157	100.00	78472157	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78472157	100.00	78472157	0	100.00	0.00
2	Public - Institutional holders	E-Voting	110504806	78122859	70.70	78122859	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		78122859	70.70	78122859	0	100.00	0.00
3	Public-Others	E-Voting	65779115	1222800	1.86	1215936	6864	99.44	0.56
		Poll		23058	0.04	22956	102	99.56	0.44
		Postal Ballot (if applicable)		417843	0.64	403780	14063	96.63	3.37
		Total		1663701	2.53	1642672	21029	98.74	1.26
	Total	E-Voting	**254756278**	157817816	61.95	157810952	6864	100.00	0.00
		Poll		23058	0.01	22956	102	99.56	0.44
		Postal Ballot (if applicable)		417843	0.16	403780	14063	96.63	3.37
		Total		**158258717**	**62.12**	**158237688**	**21029**	**99.99**	**0.01**

For TATA CHEMICALS LIMITED

Rallis Chandan
General Counsel & Company Secretary

NLB

TATA CHEMICALS LIMITED

Voting Results of the NCLT Convened Meeting

Date of NCLT Convened Meeting	May 8, 2017
Total number of shareholders as on record date	1,81,110
Number of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	10
Public	286
Number of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group	None
Public	None



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,
The Chairman appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
Tata Chemicals Limited
Bombay House, 24 Homi Mody Street,
Fort, Mumbai-400001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/ postal ballot conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the equity shareholders of Tata Chemicals Limited held on Monday, May 08, 2017 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Marine Lines, Mumbai 400020 at 03.00 p.m

I, P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Chemicals Limited pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolution passed at the NCLT convened meeting of the Equity Shareholders of Tata Chemicals Limited ("the Company").

I was also appointed by the National Company Law Tribunal, Mumbai bench vide its order dated March 01, 2017 as Scrutinizer to scrutinize the voting process at the said NCLT convened meeting of the equity shareholders held on May 08, 2017.

The Notice of the meeting dated April 01, 2017 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to the Equity Shareholders in respect of the below mentioned resolution passed at the NCLT convened meeting.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by National Securities Depository Limited ("NSDL").

The Company had provided voting through electronic voting system (through tablets) to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier through remote e-voting facility or by postal ballot form.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of April 01, 2017 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for remote e-voting as well as Postal Ballot commenced on Saturday, April 08, 2017 at 09:00 a.m. (IST) and ended on Sunday, May 07, 2017 at 05:00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Postal ballot forms received up to Sunday, May 07, 2017 at 05:00 p.m. (IST) were also considered and scrutinized.

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 voting done through postal ballot and remote e-voting were reconciled with the records maintained by the Company and NSDL and the authorizations lodged with the Company.

On May 08, 2017, at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting through electronic voting system (through tablets) for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of NSDL.



After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The Postal ballot forms and remote e-voting including votes cast through electronic voting system (through tablets) done, which were incomplete and/or which were otherwise found defective have been treated as invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots and remote e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballots and remote e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/ Postal Ballot forms and the voting conducted through electronic voting system (through tablets) at the venue of the NCLT convened meeting in respect of the said Resolution.



Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force), and other applicable provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 and subject to the approval of the Mumbai Bench of the Hon'ble National Company Law 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 Mumbai Bench of the Hon'ble National Company Law 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 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 ("Applicant Company" or "Transferor Company" or "Company") and Yara Fertilisers India Private Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") placed before this Meeting and initialled by the Chairman of the Meeting for the purpose of identification, 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, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Mumbai Bench 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 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 members	% of total number of valid votes cast
2,109	15,82,37,688	99.99

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

Number of members voted	Number of valid votes cast by members	% of total number of valid votes cast
96	21,029	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by members
132	49,365

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

Place: Mumbai
Dated: May 08, 2017

For TATA CHEMICALS LIMITED

Bhaskar Bhat
Chairman Appointed for the Meeting