



TATA CHEMICALS LIMITED

Corporate Identity No. (CIN): L24239MH1939PLC002893

Registered Office: Bombay House, 24 Homi Mody Street, Fort, Mumbai 400001

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

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

POSTAL BALLOT FORM

The last date for receipt of Postal Ballot Form is Sunday, May 7, 2017

1. Name and Registered Address of the sole/first named Member :
2. Name(s) of the joint Member(s) if any :
3. Registered Folio No./ DP ID No. & Client ID No.* :
(*Applicable to Members holding shares in dematerialized form)
4. Number of Equity Shares held :
5. E-voting Event Number (EVEN) :
6. User ID :
7. Password :
8. I/We hereby exercise my/our vote(s) in respect of Resolution as detailed in the Notice dated April 1, 2017 convening Meeting of the Equity Shareholders of Tata Chemicals Limited, as directed by the Hon'ble National Company Law Tribunal, on Monday, May 8, 2017 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Marine Lines, Mumbai 400020 by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description of the Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Resolution for approving 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 under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.			

Place:

Date:

(Signature of Member)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. The Mumbai Bench of the Hon'ble National Company Law Tribunal (NCLT), vide its Order dated March 1, 2017, has directed that a Meeting of the Equity Shareholders of the Applicant Company shall be convened and held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Marine Lines, Mumbai 400020 on Monday, May 8, 2017 at 3.00 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme.

Pursuant to Sections 230 to 232 read with Section 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated April 1, 2017 is being additionally sought through Postal Ballot process/remote e-voting as per the directions of NCLT.

2. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. P.N. Parikh and failing him, Ms. Jigyasa Ved of M/s. Parikh & Associates, Practicing Company Secretary, in the enclosed self-addressed postage prepaid envelope. Postage will be borne by the Company. Envelope containing the Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s), will also be accepted.
3. The voting period shall commence on and from Saturday, April 8, 2017 at 9.00 a.m. (IST) and end on Sunday, May 7, 2017 at 5.00 p.m. (IST). The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. (IST) on Sunday, May 7, 2017. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
4. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
5. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/ Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by Companies, Trust, Societies etc., a duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board resolution/Authority together with the specimen signature(s) of the authorised signatory(ies) duly verified.
7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
8. Voting right shall be reckoned on the paid up value of shares registered in the name of Member as at the close of business on Saturday, April 1, 2017 ('Cut-off date').
9. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to tclballot2017@tsrdarashaw.com. The Registrar and Share Transfer Agent shall forward the same along with postage-prepaid self-addressed business reply envelope to the Member. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified above.
10. If any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and would be destroyed.
11. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
12. The proposed Scheme, if assented by majority of Shareholders representing three-fourth of the value, by way of Postal Ballot, remote e-voting and voting by Poll at the Meeting shall be considered as passed on the date of the Meeting i.e. Monday, May 8, 2017.

E-VOTING: The Company is pleased to provide e-voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. In case a Member has voted through e-voting facility, he/she need not send a physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, vote cast through e-voting shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.