

# NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EIGHTY-FIFTH (85<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CHEMICALS LIMITED WILL BE HELD ON WEDNESDAY, JUNE 26, 2024 AT 3.00 P.M. (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:**

## Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
3. To declare dividend on the Ordinary Shares for the financial year ended March 31, 2024.
4. To appoint a Director in place of Mr. S. Padmanabhan (DIN: 00306299), who retires by rotation and being eligible, offers himself for re-appointment.

## Special Business

5. **Re-appointment of Dr. C. V. Natraj (DIN: 07132764) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Dr. C.V. Natraj (DIN: 07132764), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from August 8, 2019 to August 7, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent

Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from August 8, 2024 upto July 30, 2028, i.e. upto the retirement date as per the retirement age policy for Directors of the Company (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. **Re-appointment of Mr. K.B.S. Anand (DIN: 03518282) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. K.B.S. Anand (DIN: 03518282), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from October 15, 2019 to October 14, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has

received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from October 15, 2024 upto October 14, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

#### 7. Ratification of Remuneration of Cost Auditors

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

**"RESOLVED THAT** pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company hereby ratifies the remuneration of ₹ 9,50,000 plus applicable taxes and out-of-pocket expenses incurred in connection with the cost audit payable to D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), who are appointed by the Board of Directors of the Company on the recommendation(s) of the Audit Committee, as Cost Auditors of the Company to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts, deeds, matters and take all such steps as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

#### Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual

General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the MCA Circulars, the 85<sup>th</sup> AGM of the Company is being held through VC/OAVM on **Wednesday, June 26, 2024 at 3.00 p.m. (IST)**. The proceedings of the 85<sup>th</sup> AGM shall be deemed to be conducted at the Registered Office of the Company.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice is annexed hereto.

The relevant details with respect to Item Nos. 4, 5 and 6 of the Notice pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and revised Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') in respect of the Directors seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment.

4. The Members can join the AGM in the VC/OAVM, 30 minutes before and upto 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings by logging in to the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. In case of joint holders of shares, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM. Further, the relevant documents referred to in the Notice of this AGM and explanatory statement will also be available electronically for inspection by the Members upto the date of the AGM. Members who wish to inspect such documents can send their requests to the Company at [investors@tatachemicals.com](mailto:investors@tatachemicals.com) by mentioning their Name and Folio No. / DP ID and Client ID.
7. Pursuant to the Order passed by National Company Law Tribunal ('NCLT') dated December 18, 2023, TSR Consultants Private Limited, formerly the Registrar and Transfer Agent ('Registrar' or 'RTA') of the Company, has merged with Link Intime India Private Limited ('Link Intime') with effect from December 22, 2023. Consequent to the merger, the RTA activities of the Company are being carried out by Link Intime.
8. In line with the MCA Circulars and the Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent Circulars issued in this regard by the SEBI, the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, the Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ('DPs'), unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Integrated Annual Report 2023-24 to those Members who request the same at [investors@tatachemicals.com](mailto:investors@tatachemicals.com) mentioning their Folio No./DP ID and Client ID. The Notice convening the 85<sup>th</sup> AGM has been uploaded on the website of the Company at [www.tatachemicals.com](http://www.tatachemicals.com) under 'Investors' section and can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. **Process for registering e-mail address**  
**Registration of e-mail addresses with RTA of the Company to receive this Notice:** The Company has made special arrangements with the RTA for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice along with the Integrated Report 2023-24 along with credentials for remote e-Voting. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to the RTA **on or before 5.00 p.m. (IST) on Wednesday, June 19, 2024** by following the process as mentioned below:
  - a. Visit the link: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html)
  - b. Select the name of the Company from the dropdown list: **Tata Chemicals Limited**
  - c. Enter the Folio No. or DP ID/Client ID, Shareholder Name, PAN details, Mobile no. and e-mail address. Members are also required to upload a self-attested copy of the PAN card and address proof viz. Aadhaar Card or Passport etc. Members holding shares in physical form are additionally required to enter one of their share certificate number
  - d. The system will send OTP on the Mobile no. and e-mail address
  - e. Enter OTP received on Mobile no. and e-mail address
  - f. The system will then confirm the e-mail address for the limited purpose of service of Notice of AGM along with Integrated Annual Report 2023-24 and e-Voting credentials

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and the Integrated Annual Report for FY 2023-24. In case of any queries, Members may write to [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in) or [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Registration of e-mail address permanently with the Company/DPs:** To support the Green initiative, Members are requested to register their e-mail addresses with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA for all future communications.
10. **Record Date and Dividend**
  - i. The Company has fixed **Wednesday, June 12, 2024** as the 'Record Date' for determining entitlement of

Members to dividend for the financial year ended March 31, 2024, if declared at the AGM.

If the dividend of ₹ 15 per equity share of ₹ 10 each (i.e. 150%), as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of income-tax at source ('TDS'), will be made on or after **Friday, June 28, 2024**, as under:

- a. To all beneficial owners in respect of shares held in dematerialised form as per the data as may be made available by NSDL and Central Depository Services (India) Limited ('CDSL') as of the close of business hours on **Wednesday, June 12, 2024**.
  - b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Wednesday, June 12, 2024**.
- ii. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders and the Company is required to deduct TDS from dividend paid to the Members at the prescribed rates as per the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/RTA by sending documents along with Form ISR-1 through e-mail at [csg4exemptforms2425@linkintime.co.in](mailto:csg4exemptforms2425@linkintime.co.in) on or before **Monday, June 10, 2024**. The documents can also be uploaded on the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The detailed process is available on the website of the Company at: <https://www.tatachemicals.com/TDSInformation.htm>.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2024 is being sent separately to the Members whose e-mail addresses are registered with the Company/DPs.

- iii. **Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner**

SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and subsequent Circulars issued in this regard, the latest being SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated

November 17, 2023, mandated that with effect from April 1, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form if the folio is KYC compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email id, bank details, valid PAN linked to Aadhaar of all holders in the folio, nomination, etc.

- a. **Shares held in physical form:** Members are requested to send the following documents in original to RTA latest by **Wednesday, June 5, 2024**:
  - i. Form ISR-1 duly filled and signed by the holders stating their name, folio no., complete address and details of the bank account in which dividend is to be received. The said Form is available on the website of the Company at <https://www.tatachemicals.com/Investors/Investor-resources/Other-forms> and on the website of the RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html>.
  - ii. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
    - a. Cancelled cheque in original.
    - b. Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
  - iii. Self-attested photocopy of the PAN Card of all the holders; and
  - iv. Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- b. **Shares held in electronic form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of

the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their DPs update their Electronic Bank Mandate details by **Wednesday, June 5, 2024**.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

#### 11. Unpaid/Unclaimed Dividend and Transfer of Shares to Investor Education and Protection Fund ('IEPF')

Pursuant to the provisions of Section 124 of the Act, the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the IEPF established by the Central Government. The details of unclaimed dividend transferred to IEPF during FY 2023-24 have been provided in the Report on Corporate Governance which forms part of this Integrated Annual Report. Further, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the MCA. The Members, whose unclaimed dividend/shares have been transferred to IEPF, may contact the Company or Link Intime along with the requisite documents for issue of Entitlement Letter and can claim such dividend/shares by filing e-Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

#### 12. Updation of PAN and other details

SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and subsequent Circulars issued in this regard, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) and Nomination details by holders of physical securities through Form ISR-1.

In order to mitigate unintended challenges on account of freezing of folios, SEBI has, vide its Circular dated November 17, 2023, done away with the provision regarding freezing of folios that have not registered their PAN, KYC and Nomination details.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form

are requested to go through the requirements on the website of the Company at <https://www.tatachemicals.com/Investors/Investor-resources/Other-forms> to furnish the abovementioned details.

Further, relevant FAQs published by SEBI on its website can be accessed at: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf).

13. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that SEBI has mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 / ISR-5, the format of which is available at <https://www.tatachemicals.com/Investors/Investor-resources/Other-forms>. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

#### 14. Nomination facility

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.tatachemicals.com/Investors/Investor-resources/Other-forms>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form.

15. Members may contact Link Intime at [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in) for any assistance relating to the shares of the Company.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as

possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

17. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website at <https://www.tatachemicals.com/investors/investor-resources>.

#### 18. Remote e-Voting before / during the AGM

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, revised Secretarial Standard-2 on General Meetings issued by ICSI, Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted as mentioned in the Notice of the AGM. For this purpose, the Company has appointed NSDL for facilitating voting through electronic means. The facility for casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if they have been passed at the AGM.

ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Wednesday, June 19, 2024** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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 before / during the AGM. Any non-individual Member or Member holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the despatch of the Notice and holding shares as on the cut-off date of **Wednesday, June 19, 2024**, may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if the Member is

already registered with NSDL for remote e-Voting then the existing User ID and Password can be used for casting the vote.

Individual Members holding securities in demat mode, who acquire shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as on the cut-off date of **Wednesday, June 19, 2024** may follow the login process mentioned below in point 20(B).

iii. The remote e-Voting period commences on **Saturday, June 22, 2024 at 9.00 a.m. (IST)** and ends on **Tuesday, June 25, 2024 at 5.00 p.m. (IST)**. 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. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Wednesday, June 19, 2024**.

iv. Members will be provided with the facility for voting through remote electronic voting system during the proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

v. The e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

19. Mr. P. N. Parikh (Membership No.: FCS 327) and failing him, Ms. Jigyasa Ved (Membership No.: FCS 6488) and failing her, Mr. Mitesh Dhabliwala (Membership No.: FCS 8331) of Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutiniser for providing facility to the Members of the Company to scrutinise remote e-Voting process as well as voting at the AGM in a fair and transparent manner. The Scrutiniser will submit his/her report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the votes cast through remote e-Voting before/during the AGM, within the time stipulated under the applicable laws. The result declared along with the Scrutiniser's report shall

be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and will also be displayed on the Company's website at [www.tatachemicals.com](http://www.tatachemicals.com) and notice board at the registered office of the Company.

20. Instructions for Members for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

#### A. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM

- i. Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast through the NSDL e-Voting system. Members may access by following the steps mentioned below for login to NSDL e-Voting system. After successful login, you can see link of 'VC/OAVM' placed under 'Join General Meeting' menu against the Company's name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e. **128596** will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- ii. Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets

or through Laptops connecting via mobile hotspot might experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

- iii. Members are encouraged to submit their questions with regard to the financial statements or any other matter to be placed at the 85<sup>th</sup> AGM from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio No. and mobile no. in advance at [investors@tatachemicals.com](mailto:investors@tatachemicals.com) before **3.00 p.m. (IST) on Thursday, June 20, 2024**. Such questions by the Members shall be suitably replied to by the Company.
- iv. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their Name, DP ID and Client ID/Folio No., PAN and Mobile No. at [investors@tatachemicals.com](mailto:investors@tatachemicals.com) from **Friday, June 14, 2024 (9.00 a.m. IST) to Monday, June 17, 2024 (5.00 p.m. IST)**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) /022 - 4886 7000 or contact Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated email ids: [amitv@nsdl.com](mailto:amitv@nsdl.com) or [pallavid@nsdl.com](mailto:pallavid@nsdl.com).

**B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE / DURING THE AGM**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual Meeting for individual shareholders holding securities in demat mode**

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile no. and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a computer or on a mobile. On the e-Services home page, click on the '<b>Beneficial Owner</b>' icon under '<b>Login</b>' which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value-added services. Click on '<b>Access to e-Voting</b>' under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider (ESP)</b> i.e. <b>NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select '<b>Register Online for IDeAS Portal</b>' or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> <p><b>B. e-Voting website of NSDL</b></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or ESP i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</p> <p><b>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede'</b> by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on

 App Store
  Google Play





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their User id and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) and then use your existing my Easi username &amp; password.</li> <li>After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a e-Voting link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile no. &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or <b>ESP i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID/Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## B) Login Method for e-Voting and joining virtual Meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** , then your User ID is 12*****
c) For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the Company For example if EVEN is 123456 and folio number is 001***, then user ID is 123456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' has been already communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on 'Agree to Terms and Conditions' by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, the home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies EVEN in which you are holding shares and whose voting cycle is in active status.
2. Select 'EVEN' of Company which is 128596 for which you wish to cast your vote during the remote e-Voting period or cast your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### The instructions for remote e-Voting during the AGM are as under:

- i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- ii. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-Voting system during the AGM.
- iii. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for remote e-Voting during the AGM shall be the same person mentioned for remote e-Voting.

### General Guidelines for Shareholders

1. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by email to [tcl.scrutinizer@gmail.com](mailto:tcl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRIs, etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '**Forgot User Details / Password?**' or '**Physical User Reset Password?**' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated email ids: [amitv@nsdl.com](mailto:amitv@nsdl.com) or [pallavid@nsdl.com](mailto:pallavid@nsdl.com).

**By Order of the Board of Directors**

**Rajiv Chandan**  
**Chief General Counsel**  
**& Company Secretary**  
FCS 4312  
Mumbai, April 29, 2024

**Registered Office:**

Tata Chemicals Limited  
Bombay House,  
24 Homi Mody Street, Fort,  
Mumbai - 400 001  
CIN: L24239MH1939PLC002893  
Tel. No: + 91 22 6665 8282  
Email: [investors@tatachemicals.com](mailto:investors@tatachemicals.com)  
Website: [www.tatachemicals.com](http://www.tatachemicals.com)

## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice dated April 29, 2024:

### Item No. 5

Dr. C.V. Natraj (DIN: 07132764) is currently an Independent Director of the Company, Chairman of the Nomination and Remuneration Committee ('NRC') and Member of the Corporate Social Responsibility Committee and Safety, Health, Environment and Sustainability Committee.

Dr. Natraj was appointed as an Independent Director of the Company by the Members at the 81<sup>st</sup> Annual General Meeting of the Company held on July 7, 2020 for a period of five (5) consecutive years commencing from August 8, 2019 upto August 7, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The NRC, taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that Dr. Natraj's qualifications and the rich experience of over three decades in the above mentioned areas meets the skills and capabilities required for the role of Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on April 29, 2024, has proposed the re-appointment of Dr. Natraj as an Independent Director of the Company for a second term commencing from August 8, 2024 upto July 30, 2028, i.e. upto the retirement date as per the retirement age policy for Directors of the Company (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Dr. Natraj continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Dr. Natraj holds a PhD in Chemistry from the Indian Institute of Science, Bengaluru. He also has post-doctoral research experience in biochemistry from the University of Michigan, Ann Arbor. He has rich experience of over three decades in the areas of science and technology, research, innovation, human resources and communication, safety and sustainability and corporate advisory. He headed the research function as a Director on the Board of Hindustan Lever Limited and later went on to lead the Corporate Research function for Unilever as Senior Vice-

President. He is on the Board of Rallis India Limited and also the technical advisor to the Society of Innovation and Development at the Indian Institute of Science.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Dr. Natraj confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Natraj has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Dr. Natraj has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Dr. Natraj has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Dr. Natraj has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Dr. Natraj is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Dr. Natraj fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The terms and conditions of his re-appointment are uploaded on the website of the Company at <https://www.tatachemicals.com/TCAID.htm> and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Dr. Natraj as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Dr. Natraj and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

### Item No. 6

Mr. K. B. S. Anand (DIN: 03518282) is currently an Independent Director of the Company, Chairman of the Risk Management Committee and Member of the Audit Committee.

Mr. Anand was appointed as an Independent Director of the Company by the Members at the 81<sup>st</sup> Annual General Meeting of the Company held on July 7, 2020 for a period of five (5) consecutive years commencing from October 15, 2019 upto October 14, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination & Remuneration Committee ('NRC'), taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that Mr. Anand's qualifications and the rich experience of over three decades in the areas of manufacturing, sales and marketing, supply chain, strategy, risk management, corporate governance meets the skills and capabilities required for the role of Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on April 29, 2024, proposed the re-appointment of Mr. Anand as an Independent Director of the Company for a second term of five (5) consecutive years commencing from October 15, 2024 upto October 14, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Anand continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Mr. Anand is a Mechanical Engineer from the Indian Institute of Technology, Bombay having passed out in the year 1977 and then completed his Post Graduate Diploma in Business Management from the Indian Institute of Management, Kolkata in the year 1979 with a specialisation in Marketing. Mr. Anand

joined Asian Paints Limited in the year 1979 and worked in the Sales and Marketing function of the Architectural Coating and Chemical business, Industrial products manufacturing. He was made the head of the Decoratives Business in 2009 and Managing Director & CEO of Asian Paints Limited effective April 1, 2012 and superannuated in 2020. He serves on the Boards of Borosil Limited, Lupin Limited, Bharat Forge Limited, UFO Moviez India Limited and Galaxy Surfactants.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Anand confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Anand has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Anand has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Anand has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Anand has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Anand is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Anand fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The terms and conditions of his re-appointment are uploaded on the website of the Company at <https://www.tatachemicals.com/TCAID.htm>. and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Anand as

an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Anand and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

### **Item No. 7**

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of D. C. Dave & Co. (Firm Registration No. 000611), as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2025 at a remuneration of ₹ 9,50,000 plus applicable taxes and out-of-pocket expenses.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 7 of the accompanying Notice for ratification of the remuneration amounting to ₹ 9,50,000 plus applicable taxes and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors or KMP of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

**By Order of the Board of Directors**

**Rajiv Chandan**  
Chief General Counsel  
& Company Secretary

FCS 4312  
Mumbai, April 29, 2024

**Registered Office:**

Tata Chemicals Limited  
Bombay House,  
24 Homi Mody Street, Fort,  
Mumbai - 400 001  
CIN: L24239MH1939PLC002893  
Tel. No: + 91 22 6665 8282  
Email: [investors@tatachemicals.com](mailto:investors@tatachemicals.com)  
Website: [www.tatachemicals.com](http://www.tatachemicals.com)

## DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

[PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND REVISED SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Name of the Director	Mr. S. Padmanabhan (Non-Executive, Non-Independent Director)	Dr. C. V. Natraj (Non-Executive, Independent Director)	Mr. K. B. S. Anand (Non-Executive, Independent Director)
<b>DIN</b>	00306299	07132764	03518282
<b>Date of Birth</b>	May 15, 1958	July 31, 1953	August 30, 1955
<b>Age</b>	65 years	70 years	68 years
<b>Date of first appointment on the Board</b>	December 23, 2016	August 8, 2019	October 15, 2019
<b>Qualifications</b>	Mr. S. Padmanabhan is a Glaxo Marketing Scholar Medalist, a distinguished alumnus from IIM Bengaluru. He is also a Gold Medalist, a distinguished alumnus from PSG College of Technology, Coimbatore. He has completed the Advanced Management Program at the Harvard Business School.	Dr. C. V. Natraj is a PhD in Chemistry from the Indian Institute of Science, Bengaluru and Post-doctoral research experience in Biochemistry from the University of Michigan, Ann Arbor.	Mr. K. B. S. Anand is a Mechanical Engineer from the Indian Institute of Technology, Bombay and Post Graduate Diploma in Business Management from the IIM, Kolkata.
<b>Profile, Experience and Expertise in specific functional areas</b>	Mr. S. Padmanabhan has extensive experience in the field of Human Resources, Corporate Strategy, Operations, Sustainability, Ethics, Business Excellence and General Management. His career in Tata Group companies spans over 40 years beginning with a 26-year stint in Tata Consultancy Services Limited (TCS) where he held various roles including the position of Executive Director.  Post TCS, Mr. Padmanabhan has served as Executive Director-Operations of Tata Power Company Limited and as Group Chief Human Resources Officer at Tata Sons Private Limited. At Tata Sons, Mr. Padmanabhan was also heading the Tata Business Excellence Group (TBExG) and the Tata Group Ethics function. Heading the TBExG, he was responsible for enabling the Business Excellence journey of Tata companies globally. He is a Life Member of the Computer Society of India.	Dr. C. V. Natraj has rich experience of over three decades in the areas of Science and Technology, Research, Innovation, Human Resources and Communication, Safety and Sustainability and Corporate Advisory. He headed the research function as Director on the Board of Hindustan Lever Limited and later went on to lead the Corporate Research function for Unilever as Senior Vice-President. He is a Technical Advisor to the Society of Innovation and Development at the Indian Institute of Science.	Mr. K. B. S. Anand has rich experience of over three decades in the areas of Manufacturing, Sales and Marketing, Supply Chain, Strategy, Risk Management and Corporate Governance. Mr. Anand joined Asian Paints Limited in the year 1979 and worked in the Sales and Marketing function of the Architectural Coating and Chemical business, Industrial products manufacturing. He was made the head of the Decoratives Business in 2009 and Managing Director & CEO of Asian Paints Limited effective April 1, 2012 and superannuated in 2020.
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Director liable to retire by rotation	Refer Item No. 5 of the Notice and Explanatory Statement	Refer Item No. 6 of the Notice and Explanatory Statement



<b>Name of the Director</b>	<b>Mr. S. Padmanabhan (Non-Executive, Non-Independent Director)</b>	<b>Dr. C. V. Natraj (Non-Executive, Independent Director)</b>	<b>Mr. K. B. S. Anand (Non-Executive, Independent Director)</b>
<b>Terms and conditions of re-appointment</b>	Director liable to retire by rotation	Re-appointment as an Independent Director from August 8, 2024 upto July 30, 2028, i.e. upto the retirement date as per the retirement age policy for Directors of the Company (both days inclusive)	Re-appointment as an Independent Director for a period of 5 years commencing from October 15, 2024 upto October 14, 2029 (both days inclusive)
<b>Details of remuneration last drawn (FY 2023-24)</b>	Sitting Fees: ₹ 8,70,000 Commission: ₹ 60,00,000 <sup>#</sup>	Sitting Fees: ₹ 5,00,000 Commission: ₹ 60,00,000 <sup>#</sup>	Sitting Fees: ₹ 6,10,000 Commission: ₹ 50,00,000 <sup>#</sup>
<b>Details of remuneration sought to be paid</b>	Sitting Fees and Commission, if any, as approved by the Board of Directors	Sitting Fees and Commission, if any, as approved by the Board of Directors	Sitting Fees and Commission, if any, as approved by the Board of Directors
<b>Directorships in other Companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>The Associated Building Company Limited</li> <li>Tata SIA Airlines Limited</li> </ol>	<ol style="list-style-type: none"> <li>Rallis India Limited*</li> <li>Inzpera Healthsciences Limited</li> </ol>	<ol style="list-style-type: none"> <li>Borosil Limited*</li> <li>Lupin Limited*</li> <li>UFO Moviez India Limited*</li> <li>Bharat Forge Limited*</li> <li>Galaxy Surfactants Limited*</li> </ol>
<b>Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li><b>The Associated Building Company Limited</b> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee (Chairman)</li> </ul> </li> <li><b>Tata SIA Airlines Limited</b> <ul style="list-style-type: none"> <li>Corporate Social Responsibility, Safety Committee (Chairman)</li> <li>Audit Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li><b>Rallis India Limited</b> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee (Chairman)</li> <li>Nomination and Remuneration Committee (Chairman)</li> <li>Safety, Health, Environment and Sustainability Committee (Chairman)</li> <li>Audit Committee (Member)</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li><b>Borosil Limited</b> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Chairman)</li> <li>Audit Committee (Member)</li> <li>Risk Management Committee (Member)</li> </ul> </li> <li><b>Lupin Limited</b> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee (Chairman)</li> <li>Audit Committee (Member)</li> <li>Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li><b>UFO Moviez India Limited</b> <ul style="list-style-type: none"> <li>Audit and Risk Management Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> <li>Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li><b>Galaxy Surfactants Limited</b> <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> </ul> </li> </ol>

<b>Name of the Director</b>	<b>Mr. S. Padmanabhan (Non-Executive, Non-Independent Director)</b>	<b>Dr. C. V. Natraj (Non-Executive, Independent Director)</b>	<b>Mr. K. B. S. Anand (Non-Executive, Independent Director)</b>
<b>Listed entities from which the Director has resigned from directorship in last three (3) years</b>	None	None	Marico Limited (with effect from July 30, 2021)
<b>No. of Board Meetings attended during FY 2023-24</b>	Attended all 8 Board Meetings held during the period	Attended all 8 Board Meetings held during the period	Attended all 8 Board Meetings held during the period
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	None	None	None
<b>No. of shares held:</b>			
<b>(a) Own</b>	Nil	209	Nil
<b>(b) For other persons on a beneficial basis</b>	Nil	Nil	Nil

<sup>#</sup>Commission relates to FY 2023-24, which will be paid during FY 2024-25

<sup>\*</sup>Listed Entities