

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTY-FOURTH (84TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CHEMICALS LIMITED WILL BE HELD ON MONDAY, JUNE 26, 2023 AT 3.00 P.M. (IST) THROUGH VIDEO CONFERENCING FACILITY / 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, 2023, 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, 2023, together with the Report of the Auditors thereon.
3. To declare dividend on the Ordinary Shares for the financial year ended March 31, 2023.
4. To appoint a Director in place of Mr. N. Chandrasekaran (DIN: 00121863), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. **Reappointment of Mr. R. Mukundan (DIN: 00778253) as Managing Director & CEO of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. R. Mukundan (DIN: 00778253) as the Managing Director & CEO of the Company for a period of 5 years commencing from November 26, 2023 upto November 25, 2028, liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the

aforsaid period) as set out in the Explanatory Statement annexed to this Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. R. Mukundan.

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. **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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 8,50,000 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, 2024.

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. In terms of 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 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') issued by the Ministry of

Corporate Affairs ('MCA'), the Annual General Meeting ('AGM') is being held through Video Conferencing ('VC') facility / 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'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, the AGM of the Company is being held through VC/OAVM on **Monday, June 26, 2023 at 3.00 p.m. (IST)**. The proceedings of the 84th AGM shall be deemed to be conducted at the Registered Office of the Company at Bombay House, 24 Homi Mody Street, Fort, Mumbai 400 001.

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. 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 and 6 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 5 and 6 as given above, as Special Business in the forthcoming AGM as they are unavoidable in nature.

The relevant details with respect to Item Nos. 4 and 5 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations, and 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 webcast by logging in to the National Securities Depository Limited's ('NSDL') e-Voting website at 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, 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 and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. Members who wish to inspect such documents can send their requests to the Company at investors@tatachemicals.com by mentioning their Name and Folio Number / DP ID and Client ID.

7. In line with the MCA Circulars, the Notice of the AGM along with the Integrated Annual Report 2022-23 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ('DP'), unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Integrated Annual Report 2022-23 to those Members who request the same at investors@tatachemicals.com mentioning their Folio No./ DP ID and Client ID. The Notice convening the 84th AGM has been uploaded on the website of the Company at 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 and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

8. **Process for registering email address:**

Registration of email addresses with TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited), Registrar and Transfer Agent ('Registrar' or 'RTA' or 'TSR') to receive this Notice: The Company has made special arrangements with TSR for registration of email addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice along with credentials for remote e-Voting. Eligible Members whose email addresses are not

registered with the Company/DPs are required to provide the same to TSR **on or before 5.00 p.m. (IST) on Monday, June 19, 2023** by following the process for registering e-mail address as mentioned below:

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- a. Visit the link: https://tcpl.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./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and e-mail address.
Members holding shares in physical form are additionally required to enter one of their share certificate numbers and upload a self-attested copy of the PAN Card and address proof viz. Aadhaar Card or Passport and front and backside of their share certificate
 - 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 2022-23 and e-Voting credentials
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After successful submission of the e-mail address, NSDL will email a copy of this AGM Notice and the Integrated Annual Report for FY 2022-23. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in.

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 TSR, 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/TSR for all future communications.

9. Book Closure and Dividend:

- i. **The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, June 15, 2023 to Monday, June 26, 2023 both days inclusive for the purpose of Dividend and AGM.**

The dividend of ₹ 17.50 per equity share of ₹ 10 each (i.e. 175%), if declared by the Members at the AGM, will be paid subject to deduction of income-

tax at source ('TDS'), on or after **Friday, June 30, 2023** as under:

- a. **For Shares held in electronic form:** To all the beneficial owners as at the end of the day on **Wednesday, June 14, 2023** as per the list of beneficial owners to be furnished by NSDL and Central Depository Services (India) Limited ('CDSL'); and
 - b. **For shares held in physical form:** To all the Members after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on **Wednesday, June 14, 2023.**
- ii. 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 prescribed rates in 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/TSR by sending documents along with the request Form ISR-1 through e-mail at csg4-exemptforms2324@tcplindia.co.in **on or before June 14, 2023.** The documents can also be uploaded on the link <https://tcpl.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, 2023 is being sent separately to the Members whose email 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:**
- a. **Shares held in physical form:** Members are requested to send the following documents in original to TSR latest by **Thursday, June 8, 2023:**
 - i. Form ISR-1 along with the supporting documents are required to be submitted to the Registrar. The said Form is also available on the website of the Company at <https://www.tatachemicals.com/Investors/>

[Investor-resources/Other-forms](https://www.tcplindia.co.in/kyc-download.html) and on the website of the RTA at <https://www.tcplindia.co.in/kyc-download.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 **Thursday, June 8, 2023.**

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.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration / incomplete registration of the Bank details, the Company

shall despatch the dividend warrant / demand draft to such Members.

10. Unpaid/Unclaimed Dividend and Transfer of Shares to 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 Investor Education and Protection Fund ('IEPF') established by the Central Government. The details of unclaimed dividend transferred to IEPF during FY 2022-23 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 Ministry of Corporate Affairs.

11. Updation of PAN and other details

SEBI vide its Circular dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

In terms of above Circular, Folios of Physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend in physical mode.

Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. As per the above SEBI Circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025.

Accordingly, individual letters are being sent 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.

12. 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, vide its Circular dated January 25, 2022 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, the format of which is available at <https://www.tatachemicals.com/Investors/Investor-resources/Other-forms>.

13. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1 which is also attached to this Notice. Members holding shares in physical form are requested to submit the filled-in form to the Company or to the Registrar in physical mode as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or TSR.
14. **Nomination facility:** As per the provisions of Section 72 of the Act and the aforementioned SEBI Circular, 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, quoting their folio no.

15. Members may contact TSR at csg-unit@tcplindia.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. **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, Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, read with MCA Circulars, 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 **Monday, June 19, 2023** 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 **Monday, June 19, 2023**, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

Individual Members holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after despatch of the Notice and holding shares as on the cut-off date of **Monday, June 19, 2023** may follow the login process mentioned below in point 19(B).

- iii. The remote e-Voting period commences on **Thursday, June 22, 2023 at 9.00 a.m. (IST)** and ends on **Sunday, June 25, 2023 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 **Monday, June 19, 2023**.
 - 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.
18. 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 M/s. 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 and notice board at the registered office of the Company.
19. 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. **123969** 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 84th AGM from their registered e-mail address, mentioning their name, DP ID and Client ID/ Folio No. and mobile number in advance at investors@tatachemicals.com before 3.00 p.m. (IST) on **Tuesday, June 20, 2023**. 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 from **Friday, June 16, 2023 (9.00 a.m. IST)** to **Monday, June 19, 2023 (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.co.in/022 - 4886 7000 and 022 - 2499 7000 or contact Mr. Amit Vishal, Assistant Vice President, NSDL at amitv@nsdl.co.in

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 number and email 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. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider (ESP) i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

| Type of shareholders | Login Method |
|---|---|
| | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. 2. 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 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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 company name or e-Voting service provider 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 & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and 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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cDSLindia.com 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 folio number is 001*** and EVEN is 123969, then user ID is 123969001*** |

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’ is communicated to you on your email ID. Trace the email sent to you from NSDL from 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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.co.in 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, 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 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 Members

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 with a copy marked to evoting@nsdl.co.in. 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 to reset the password.
3. In case of any queries/grievances pertaining to remote e-Voting (before/during the AGM), 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 or call at 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.co.in or contact Mr. Amit Vishal or Ms. Pallavi Mhatre from NSDL at the designated email ids: amitv@nsdl.co.in or pallavid@nsdl.co.in.

By Order of the Board of Directors

Rajiv Chandan
Chief General Counsel & Company Secretary
FCS 4312
Mumbai, May 23, 2023

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
Website: 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 6 of the accompanying Notice dated May 23, 2023

Item No. 5

Mr. R. Mukundan (DIN: 00778253) is currently the Managing Director & CEO of the Company and also a Member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Safety, Health, Environment & Sustainability Committee.

Mr. R. Mukundan was appointed as a Managing Director w.e.f. November 26, 2008 for a period of 5 years up to November 25, 2013, and thereafter re-appointed as Managing Director of the Company w.e.f. November 26, 2013 for a period of 5 years up to November 25, 2018. Subsequently, at the Annual General Meeting (AGM) held on July 25, 2018, the Members of the Company had approved of the re-appointment and terms of remuneration of Mr. R. Mukundan, Managing Director & CEO of the Company for a period of 5 (five) years from November 26, 2018 upto November 25, 2023, including, inter-alia, salary scale of ₹ 8,00,000 per month to ₹ 15,00,000 per month, with authority to the Board to fix his salary within the above mentioned scale.

Based on the recommendations of the Nomination and Remuneration Committee at their Meeting held on May 13, 2023, the Board has, vide resolution passed on May 23, 2023, re-appointed Mr. Mukundan as the Managing Director & CEO of the Company for a period of five (5) years commencing from November 26, 2023 upto November 25, 2028, subject to approval of the Members.

Mr. R. Mukundan joined Tata Administrative Service in 1990, after completion of MBA from FMS, Delhi University. During his 33-year career with Tata Group, he has held various responsibilities across the Chemical, Automotive and Hospitality sectors of the Tata Group. Prior to joining Tata Chemicals in 2001, he worked with the Indian Hotels Company Limited and Tata AutoComp Systems Limited. During his tenure in Tata Chemicals, he has headed the Mithapur Plant, Chemicals and Consumer business.

He is a distinguished alumnus of IIT, Roorkee, Fellow of Indian Chemical Society and an alumnus of Harvard Business School. He serves on industry forums and impact organisations.

The principal terms and conditions of Mr. Mukundan's appointment as the Managing Director & CEO (hereinafter referred to as 'Mr. Mukundan' or 'the Managing Director & CEO') are as follows:

Period of Appointment: From November 26, 2023 upto November 25, 2028 (both days inclusive).

Remuneration:

A. Basic Salary: Current basic Salary of ₹ 13,10,000 per month in the scale of ₹ 13,00,000 to ₹ 25,00,000 per month.

The annual increments which will be effective 1 April each year, (starting from April 2024) will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and will be merit-based and take into account the Company's performance as well.

B. Benefits, Perquisites, Allowances:

In addition to the basic salary referred to in (A) above, the Managing Director & CEO shall be entitled to:

(i) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the annual basic salary in case residential accommodation is not provided by the Company.

(ii) Following other facilities as per the Rules of the Company:

- a. Hospitalisation and major medical expenses;
- b. Car facility;
- c. Telecommunication facilities;
- d. Housing Loan;

(iii) Other perquisites and allowances:

Other Perquisites and Allowances including Medical Allowance, Leave Travel Concession/Allowance, Other Allowances (including any special allowance), Personal Accident Insurance Premium and Annual Club Membership Fees subject to a maximum of 55% of the annual basic salary.

(iv) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.

(v) The Managing Director & CEO shall be entitled to leaves in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Managing Director & CEO is encashable in accordance with the Rules of the Company.

(vi) The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire Term, subject to the terms of such policy in force for time to time.

C. Commission: Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof. The specific amount payable to the Managing Director & CEO will be based on performance as evaluated by the Nomination and Remuneration Committee or the Board and will be payable annually.

D. Incentive Remuneration: In case where the net profits of the Company are inadequate for payment of profit-linked commission in any financial year, incentive remuneration may be paid upto an amount not exceeding 200% of Basic Salary paid at the discretion of the Board and subject to further approvals as may be required. This incentive remuneration would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

An indicative list of factors that may be considered for determining the extent of commission/incentive remuneration, by the Board which will be payable annually after the Annual Accounts have been approved, are:

- i. Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- ii. Industry benchmarks of remuneration.
- iii. Performance of the individual.

E. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director & CEO, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director & CEO remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.

F. Insurance: The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

G. Other Terms of Appointment:

- i. The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Managing Director & CEO, subject to such approvals as may be required.
- ii. The Managing Director & CEO shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- iii. This appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
- iv. The employment of the Managing Director & CEO may be terminated by the Company without notice or payment in lieu of notice:
 - if the Managing Director & CEO, is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required by the Agreement to render services; or
 - in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Managing Director & CEO, of any of the stipulations contained in the Agreement to be executed between the Company and the Managing director & CEO; or
 - in the event the Board expresses its loss of confidence in the Managing Director & CEO.
- v. In the event the Managing Director & CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- vi. Upon the termination by whatever means of employment of the Managing Director & CEO:
 - the Managing Director & CEO shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall

- resign as trustee of any trust connected with the Company.
- the Managing Director & CEO shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.
- vii. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Managing Director & CEO, unless specifically provided otherwise.
- viii. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Managing Director & CEO and also cease to be a Director. If at any time, the appointee ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director & CEO and the Agreement shall forthwith terminate. If at any time, the appointee ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Managing Director & CEO of the Company.
- ix. The terms and conditions of re-appointment with the Managing Director & CEO also include clauses pertaining to adherence with the Tata Code of Conduct, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality.

Mr. Mukundan satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Mukundan as Managing Director & CEO will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Accordingly, the Board commends the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice in relation to the appointment of Mr. Mukundan as Managing Director & CEO for a period of 5 years commencing from November 26, 2023 to November 25, 2028 for the approval of the shareholders.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Mukundan under Section 190 of the Act.

None of the Directors or KMP of the Company or their respective relatives, except Mr. Mukundan 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 Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 6

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, 2024 at a remuneration of ₹ 8,50,000 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. 6 of the accompanying Notice for ratification of the remuneration amounting to ₹ 8,50,000 plus applicable taxes and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2024.

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. 6 of the accompanying Notice.

By Order of the Board of Directors

Rajiv Chandan
Chief General Counsel & Company Secretary
FCS 4312
Mumbai, May 23, 2023

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
Website: www.tatachemicals.com

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

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

| Name of the Director | Mr. N. Chandrasekaran (Non-Executive, Non-Independent Director) | Mr. R. Mukundan (Managing Director & CEO) |
|--|--|--|
| DIN | 00121863 | 00778253 |
| Date of Birth | June 2, 1963 | September 19, 1966 |
| Age | 59 years | 56 years |
| Date of first appointment | November 24, 2020 | November 26, 2008 |
| Qualifications | Holds a Bachelor's degree in Applied Science and also a Master's degree in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu, India. | BE (Electrical Engineering) from IIT, Roorkee; MBA from FMS, Delhi University; Advanced Management Programme at Harvard Business School |
| Profile, Experience and Expertise in specific functional areas | <p>Mr. N. Chandrasekaran is the Chairman of Tata Sons Private Limited, the holding company and promoter of all Tata Group companies. Mr. Chandrasekaran joined the Board of Tata Sons in October 2016 and was appointed Chairman in January 2017. He also chairs the Boards of several other group operating companies, including Tata Steel, Tata Motors, Tata Power, Air India, Indian Hotels Company, Tata Consumer Products and Tata Consultancy Services (TCS) – of which he was the Chief Executive Officer from 2009-17.</p> <p>His appointment as Chairman of Tata Sons, followed a 30-year business career at TCS, which he joined from university. Mr. Chandrasekaran rose through the ranks at TCS to become the CEO and Managing Director of the leading global IT solution and consulting firm. Under his leadership, TCS generated total revenues of US\$16.5 billion in 2015-16 and consolidated its position as the largest private sector employer in India and the country's most valuable company. Since he has taken over as Chairman, Mr. Chandrasekaran has been driving transformation of the Group towards digital, sustainability and supply chain resilience. The Group has forayed into new businesses including electronics manufacturing, consumer internet platform and mobile technology for 5G in India. The Tata Group has expanded its aviation presence with the acquisition of Air India and is building a large global airline. The Group's turnover stood at over US\$ 150 billion with a market cap of US\$ 260 billion as on March 31, 2023.</p> <p>In addition to his professional career at Tata, Mr. Chandrasekaran is on the International Advisory Council of Singapore's Economic Development Board. He is the Chairman of Indian Institute of Management, Lucknow as well as the President of the Court at Indian Institute of Science, Bengaluru. He is the member of the Mitsubishi's International Advisory Committee and the Co-Chair of the India US CEO Forum. He is also on the Board of Governors of New York Academy of Sciences and has been elected as an international member of the United States National Academy of Engineering (NAE).</p> | <p>Mr. R. Mukundan, Managing Director & CEO of Tata Chemicals Limited, joined Tata Administrative Service in 1990, after completion of MBA from FMS, Delhi University. During his 33-year career with Tata Group, he has held various responsibilities across the Chemical, Automotive and Hospitality sectors of the Tata Group. Prior to joining Tata Chemicals in 2001, he worked with the Indian Hotels Company Limited and Tata AutoComp Systems Limited. During his tenure in Tata Chemicals, he has headed the Mithapur Plant, Chemicals and Consumer business.</p> <p>He is a distinguished alumnus of IIT, Roorkee, Fellow of Indian Chemical Society and an alumnus of Harvard Business School. He serves on industry forums and impact organisations.</p> |

| Name of the Director | Mr. N. Chandrasekaran (Non-Executive, Non-Independent Director) | Mr. R. Mukundan (Managing Director & CEO) |
|---|---|--|
| | <p>Mr. Chandrasekaran was conferred with the Padma Bhushan, one of the highest civilian awards in India, in the field of trade and industry in 2022. The French Government conferred him with Légion d'Honneur, the highest civilian award in France in 2023 for his outstanding business successes and decisive contribution to strengthening Indo-French economic ties. President Eisenhower Global Award for Leadership by the Business Council for International Understanding (BCIU) was conferred to him in 2022. Mr. Chandrasekaran has been awarded several honorary doctorates by leading Universities in India and internationally, including an honorary Doctor of Letters from Macquarie University, Australia, Doctor Honoris Causa by Nyenrode University, The Netherlands, honorary Doctor of Science by the Aligarh Muslim University, and Doctor of Letters from the Regional Engineering College, Trichy, Tamil Nadu, where he completed a Masters Degree in Computer Applications, before joining TCS in 1987.</p> | |
| Terms and conditions of re-appointment | Director liable to retire by rotation | Re-appointed for a period of 5 years up to November 25, 2028 (Please refer to Item No. 5 of the Notice) |
| Details of remuneration last drawn (FY 2022-23) | Sitting Fees: ₹ 1,80,000 Commission: N.A. [#] | Salary, Perquisites and Allowance: ₹ 3,85,28,254 Commission: ₹ 4,35,00,000 [^] |
| Details of remuneration sought to be paid | Sitting Fees as approved by the Board of Directors | Refer Item No. 5 of the Explanatory Statement |
| Directorships in other Companies (excluding foreign companies) | <ol style="list-style-type: none"> 1. Tata Sons Private Limited 2. Tata Consultancy Services Limited* 3. Tata Steel Limited* 4. Tata Motors Limited* 5. The Indian Hotels Company Limited* 6. The Tata Power Company Limited* 7. Tata Consumer Products Limited* 8. Tata Digital Private Limited 9. Air India Limited 10. TCS Foundation (Section 8 Company) | <ol style="list-style-type: none"> 1. Rallis India Limited* 2. Tata International Limited* 3. Ncourage Social Enterprise Foundation (Section 8 Company) 4. Carbon Disclosure Project India (Section 8 Company) |

| Name of the Director | Mr. N. Chandrasekaran (Non-Executive, Non-Independent Director) | Mr. R. Mukundan (Managing Director & CEO) |
|--|---|--|
| Membership/ Chairpersonship of Committees in other companies (excluding foreign companies) | 1. Tata Sons Private Limited - Nomination and Remuneration Committee (Member) - CSR & ESG Committee (Chairman) - Risk Management Committee (Chairman) 2. Tata Consultancy Services Limited - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Chairman) - Executive Committee (Chairman) 3. Tata Steel Limited - Nomination and Remuneration Committee (Member) - Executive Committee of the Board (Chairman) 4. Tata Motors Limited - Nomination and Remuneration Committee (Member) 5. The Indian Hotels Company Limited - Nomination and Remuneration Committee (Member) 6. Tata Consumer Products Limited - Nomination and Remuneration Committee (Member) 7. The Tata Power Company Limited - Executive Committee of the Board (Chairman) - Nomination and Remuneration Committee (Member) 8. Air India Limited - Corporate Social Responsibility & Sustainable Development Committee (Chairman) - Nomination and Remuneration Committee (Member) | 1. Rallis India Limited - Audit Committee (Member) - Stakeholders Relationship Committee (Member) - Corporate Social Responsibility Committee (Chairman) - Nomination and Remuneration Committee (Member) - Safety, Health, Environment and Sustainability Committee (Member) 2. Tata International Limited - Stakeholders Relationship Committee (Member) - Corporate Social Responsibility Committee (Chairman) - Committee of Directors (Member) |
| Listed entities from which the Director has resigned from directorship in last three (3) years: | None | None |
| No. of Board Meetings attended during FY 2022-23 | Attended all 6 Board Meetings held during the period | Attended all 6 Board Meetings held during the period |
| Inter-se relationship with other Directors and Key Managerial Personnel | None | None |
| No. of shares held: | | |
| (a) Own | 1,00,000 | 500 |
| (b) For other persons on a beneficial basis | Nil | Nil |

^{*}Listed Entities (including entities whose debt is listed on a Stock Exchange)

[#]As a policy, Mr. N. Chandrasekaran, Chairman of the Board has abstained from receiving commission from the Company

[^]Commission relates to FY 2022-23, which will be paid during FY 2023-24

Form ISR – 1

(see SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

A. I / We, request you to Register / Change / Update the following (Tick ✓ relevant box)

Date : / /

| | | |
|--|---------------------------------------|------------------------------------|
| <input type="checkbox"/> PAN | <input type="checkbox"/> Bank details | <input type="checkbox"/> Signature |
| <input type="checkbox"/> Mobile number | <input type="checkbox"/> E-mail ID | <input type="checkbox"/> Address |

B. Security Details:

| | |
|---|--------------|
| Name of the Issuer Company | Folio No(s). |
| Name(s) of the Security holder(s) as per the Certificate(s) | 1. |
| | 2. |
| | 3. |
| Number & Face value of securities | |
| Distinctive number of securities (Optional) Form | To |

C. I/We are submitting documents as per Table below (Tick ✓ as relevant, refer to the instructions):

| No. | ✓ | Document/Information/Details | Instruction/Remark |
|-----|--------------------------|---|--|
| 1 | <input type="checkbox"/> | PAN of (all) the (joint) holder(s) Whether it is Valid (linked to Aadhaar): <input type="checkbox"/> Yes <input type="checkbox"/> No | PAN shall be valid only if it is linked to Aadhaar by March 31, 2023* For Exemptions / Clarifications on PAN, please refer to Objection Memo in Page 6 & 7 |
| 2 | <input type="checkbox"/> | Demat Account Number (Optional) | Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant. |
| 3 | | Proof of Address of the first Holder | Any one of the documents, only if there is change in the address: <input type="checkbox"/> Unique Identification Number (UID) (Aadhaar) Valid Passport / Registered Lease or Sale Agreement of Residence / Driving License <input type="checkbox"/> Flat Maintenance bill accompanied with additional self-attested copy of Identity Proof of the holder/claimant. <input type="checkbox"/> Utility bills like Telephone Bill (only landline), Electricity bill or Gas bill - Not more than 3 months old. <input type="checkbox"/> Identity card / document with address, issued by any of the following: Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions duly attested by the employer with date and organisation stamp. <input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken. <input type="checkbox"/> Proof of address in the name of the spouse accompanied with self- attested copy of Identity Proof of the spouse. <input type="checkbox"/> Client Master List (CML) of the Demat Account of the holder / claimant, provided by the Depository Participant. |
| 4 | <input type="checkbox"/> | Bank details (to be updated for first holder in case of joint holding) | Account Number: _____ # Bank Name: _____ Branch Name: _____ IFS Code: _____ Provide the following: <input type="checkbox"/> Original cancelled cheque bearing the name of the security holder; OR <input type="checkbox"/> Bank passbook/statement attested by the Bank; |

| | | | |
|---|--------------------------|---------------|---|
| 5 | <input type="checkbox"/> | Email address | # |
| 6 | <input type="checkbox"/> | Mobile | # |

* or any date as may be specified by the CBDT (DP: Depository Participant)

In case it is not provided, the details available in the CML will be updated in the folio

Authorization: I/ We authorise you (RTA) to update the above PAN and KYC details in following additional folio(s) held in my / our name (use Separate Annexure if extra space is required):

| S. No. | Name of the Issuer Company | Folio No. | Quantity of securities | Face value of securities | Distinctive number of securities (Optional) |
|--------|----------------------------|-----------|------------------------|--------------------------|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

in which I / We are the holder(s) (strike off what is not applicable).

Declaration: All the above facts stated are true and correct.

| | Holder 1 | Holder 2 | Holder 3 |
|--------------|----------|----------|----------|
| Signature | ✓ | | |
| Name | ✓ | | |
| Full address | ✓ | | |
| PIN | | | |

Mode of submission of documents to the RTA

Please use any one of the following mode:

1. **Through 'In Person Verification' (IPV):** The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy (ies) with IPV stamping with date and initials.
2. **Through Post:** Hard copies of the documents which are self-attested.
3. **Through electronic mode with e-sign:** The holder(s)/ claimant(s) may furnish the documents to RTAs electronically including by way of email or through service portal of the RTA provided the documents furnished shall have e-sign* of the holder(s)/ claimant(s).

*E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-Sign user. The holder/claimant may approach any of the empanelled e-Sign Service Providers, details of which are available on the website of [Controller of Certifying Authorities \(CCA\), Ministry of Communications and Information Technology \(https://cca.gov.in/\)](https://cca.gov.in/) for the purpose of obtaining an e-sign.

Note

- Holders of physical securities in listed company are mandatorily required to furnish PAN, KYC details (Contact Details, Bank Account Details, Signature) and Nomination (for all the eligible folios) to enable RTA to process any service request or complaints received from the security holder(s)/ Claimants.
- Upon receipt or up-dation of bank details, the RTA shall, suo-moto, generate request to the company's bankers to pay electronically all the moneys of / payments to the holder that were previous unclaimed / unsuccessful.
- RTA shall update the folio with PAN, KYC details and Nominee, within timelines as mentioned in the circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/670 dated November 26, 2021. However, cancellation of nomination, shall take effect from the date on which this intimation is received by the company / RTA.
- RTA shall not insist on Affidavits or Attestation / Notarization or indemnity for registering / up-dating / changing PAN, KYC details and Nomination.
- Specimen Signature
 - Option A**
 - i. Security holder shall provide the following documents:
 - (a) Original cancelled cheque with name of the security holder printed on it; or
 - (b) Self-attested copy of Bank Passbook / Bank Statement;
 and
 - ii. Banker's attestation of the signature of the same bank account as mentioned in (i) above as per Form ISR - 2.
 - OR
 - Option B**
 - The investor may get his or her signature changed or updated by visiting the Office of the RTA in person. In such a case, the investor shall sign before the authorized personnel of the RTA, along with PAN card and any one additional document mentioned at Serial Nos. 1-4 of Annexure – E of SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, in original for verification by the RTA, and submit self-attested copies of the same.
- Nomination**
 - Providing Nomination: Please submit the duly filled up Nomination Form (SH-13) or 'Declaration to Opt out of Nomination' as per Form ISR-3, in SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023
 - Variation in Existing Nomination: Please use Form SH-14
 - Cancellation of Existing Nomination and opting out: use Form SH-14 & Form ISR – 3

** Nomination (Form SH-13 or SH-14) / 'Declaration to Opt-Out of nomination' (Form ISR – 3), has to be furnished by the holder(s) separately for each listed company.