

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTY THIRD ANNUAL GENERAL MEETING OF TATA CHEMICALS LIMITED will be held on Wednesday, 22nd August, 2012 at 3.00 p.m. at Birla Matushri Sabhagar, 19 Sir Vithaldas Thackersey Marg, Mumbai 400 020, to transact the following businesses: -

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2012 and the Balance Sheet as at that date, together with Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Ordinary Shares.
3. To appoint a Director in place of Mr. R. Gopalakrishnan, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Nusli N. Wadia, who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Mr. E. A. Kshirsagar, who retires by rotation and is eligible for re-appointment.
6. To appoint auditors and fix their remuneration.
7. **APPOINTMENT OF MR. CYRUS P. MISTRY AS A DIRECTOR**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Cyrus P. Mistry, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th May, 2012 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation."

8. **APPOINTMENT OF DR. VIJAY KELKAR AS A DIRECTOR**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Vijay Kelkar, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th May, 2012 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation."

Notes:

1. The relative Explanatory Statements, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 7 and 8 above, are annexed hereto. The relevant details of the Directors seeking appointment/ re-appointment under Item Nos. 3 to 5, 7 and 8 above, as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
3. Members / Proxies should bring the enclosed attendance slip duly filled in, for attending the Meeting, along with the Annual Report.
4. **Book Closure and Dividend:**

The Register of Members and the Share Transfer Books of the Company will be closed from 10th August, 2012 to 22nd August, 2012, both days inclusive.

Tata Chemicals Limited

5. The dividend, if declared at the Annual General Meeting, will be paid between 23rd August, 2012 and 27th August, 2012 to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 9th August, 2012 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as Members in the Register of Members of the Company on 9th August, 2012 after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Share Transfer Agents on or before the aforesaid date.

6. **Nomination Facility:**

Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agents.

Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participants.

7. **National Electronic Clearing Services (NECS) :**

The Reserve Bank of India has initiated National Electronic Clearing Services (NECS) for credit of dividend directly to the bank account of Members.

Members holding shares in dematerialised form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) to their Depository Participants.

Members holding shares in physical form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) alongwith their Folio Number to the Company's Registrar and Share Transfer Agents, TSR Darashaw Limited.

8. **Members holding shares in physical form are requested to consider converting their holdings to dematerialise form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agents, TSR Darashaw Limited, for assistance in this regard.**

9. **Unclaimed Dividends:**

Transfer to General Revenue Account

Pursuant to Section 205A(5) of the Companies Act, 1956, all unclaimed dividend upto the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members, who have not yet encashed their dividend warrant(s) for the said period, are requested to forward their claims in Form No. II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to:

Office of the Registrar of Companies
Central Government Office Building
'A' Wing, Second floor,
Next to Reserve Bank of India,
CBD, Belapur 400 614

Transfer to the Investor Education and Protection Fund

Consequent upon amendment to Section 205A of the Companies Act, 1956 ("the Act") and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.

Accordingly, the dividend which had remained unpaid / unclaimed from the financial years ended 31st March, 1996 to 31st March, 2004 have been transferred to the Fund in respect of the Company and that of erstwhile Hind Lever Chemicals Limited (since merged with the Company effective 1st June, 2004), for the financial year ended 31st December, 2003 have been transferred to the Fund.

Members are requested to note that pursuant to Section 205(C) of the Act, no claim shall lie against the Company or the aforesaid Fund in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment. Any person / member who has not claimed dividend in respect of the financial year ended 31st March, 2005 or any year thereafter is requested to approach the Company / Registrar and Share Transfer Agents of the Company for claiming the same. It may be noted that the unpaid/unclaimed dividend for the financial year ended 31st March, 2005 declared by the Company on 21st July, 2005 will be transferred to the Investor Education and Protection Fund.

10. E-mail Address:

In order to communicate the important and relevant information and event to the members, including quarterly results in cost efficient manner, the members are encouraged to register their e-mail addresses with the Registrar & Share Transfer Agents (R&T) in case of shares held in physical form and with their respective Depository Participants (DP) in case of demat holdings.

11. A member desirous of getting any information on the accounts or operations of the Company is required to forward his / her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.

By Order of the Board of Directors

**Rajiv Chandan
General Counsel & Company Secretary**

Mumbai, 30th May, 2012

Registered Office:

Bombay House
24, Homi Mody Street, Fort,
Mumbai 400 001

Green Initiative

The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their e-mail address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail addresses for receiving electronic communications.

Tata Chemicals Limited**EXPLANATORY STATEMENT**

As required by Section 173 of the Companies Act, 1956, (hereinafter referred to as "the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 7 and 8 of the accompanying Notice dated 30th May, 2012.

Item No. 7:

Mr. Cyrus P. Mistry was appointed as an Additional Director by the Board of Directors of the Company with effect from 30th May, 2012. In accordance with the provisions of Section 260 of the Act, Mr. Cyrus P. Mistry will hold office as a Director upto the date of the ensuing Annual General Meeting. The Company has received a Notice under Section 257 of the Act from a member proposing his candidature for the office of Director of the Company.

Mr. Cyrus P. Mistry is a graduate of Civil Engineering from Imperial College, UK and has an M.Sc. in Management from London Business School. He has been associated with the Shapoorji Pallonji Group since 1994. Under Mr. Mistry's guidance, Shapoorji Pallonji's construction business has grown from a turnover of USD 20 million to approximately USD 1.5 billion, with presence in over 10 countries. He joined the Board of Tata Sons Limited in 2006 and is presently the Executive Deputy Chairman. He is also Director of Tata Industries Limited, The Tata Power Company Limited, Tata Teleservices Limited, Tata Consultancy Services Limited, Tata Steel Limited and Tata Motors Limited.

Your Directors are of the view that the Company would be immensely benefited by the wide experience of Mr. Cyrus P. Mistry and therefore, recommend for approval the Resolution contained in Item No. 7 of the Notice convening the Annual General Meeting.

None of the Directors except Mr. Cyrus P. Mistry is concerned or interested in Item No. 7 of the Notice.

Item No. 8:

Dr. Vijay Kelkar was appointed as an Additional Director by the Board of Directors of the Company with effect from 30th May, 2012. In accordance with the provisions of Section 260 of the Act, Dr. Vijay Kelkar will hold office as a Director upto the date of the ensuing Annual General Meeting. The Company has received a Notice under Section 257 of the Act from a member proposing his candidature for the office of Director of the Company.

Dr. Vijay Kelkar has done Ph.D. from the University of California at Berkeley. After a brief stint as a teacher in Nepal, Dr. Vijay Kelkar joined the Planning Commission in 1973. From the Planning Commission, Dr. Vijay Kelkar joined the Commerce Ministry in 1977 as an Economic Adviser, and has since then served in various capacities including Secretary to the Economic Advisory Council to the Prime Minister between 1985 and 1988. In 1994, Dr. Vijay Kelkar came back to the Government as Petroleum Secretary. Dr. Vijay Kelkar was made Finance Secretary in 1998. During 1999-2002, Dr. Vijay Kelkar was an Executive Director in the International Monetary Fund (IMF).

Dr. Vijay Kelkar is currently the Chairman of National Stock Exchange of India Limited, Mumbai and had been conferred the Padma Vibhushan by the President of India, the Highest Padma Award, in January 2011 for his distinguished and exceptional service to the Nation.

Presently, he is on the Boards of, inter-alia, Tata Consultancy Services Limited, Britannia Industries Limited, Go Airlines (India) Limited, National Stock Exchange of India Limited, JSW Steel Limited, JM Financial Limited, Lupin Limited, Green Infra Limited and Orbis Capital Limited.

Your Directors are of the view that the Company would be immensely benefited by the wealth of experience and advice of Dr. Vijay Kelkar and therefore, recommend for approval the Resolution contained in Item No. 8 of the Notice convening the Annual General Meeting.

None of the Directors except Dr. Vijay Kelkar is concerned or interested in Item No. 8 of the Notice.

By Order of the Board of Directors

Rajiv Chandan

General Counsel & Company Secretary

Mumbai, 30th May, 2012

Registered Office:

Bombay House
24, Homi Mody Street, Fort,
Mumbai 400 001