



TATA CHEMICALS LIMITED

CIN: L24239MH1939PLC002893

Registered Office: Bombay House, 24 Homi Mody Street, Fort, Mumbai 400 001

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Website: www.tatachemicals.com

POSTAL BALLOT FORM

Serial No.

The last date for receipt of postal ballot is Tuesday, October 29, 2019 upto 5.00 p.m.

- Name(s) & Registered Address of the sole / first named Shareholder :
- Name(s) of the Joint Holder(s), if any :
- Registered Folio No/DP ID No. & Client ID No* :
*(Applicable to Shareholders holding shares in dematerialised form)
- No. of Equity Share(s) held :
- I/We hereby exercise my/our vote(s) in respect of the Resolution as detailed in the Notice dated September 20, 2019 for the Meeting of Equity Shareholders of Tata Chemicals Limited being convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench **on Wednesday, October 30, 2019 at 3.00 p.m.** at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020, by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Description of the Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Resolution for approving the Scheme of Arrangement between Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016			

Place : _____ Date: _____ Signature of the Shareholder/Authorised Representative

E-VOTING PARTICULARS (Please visit www.evoting.nsdl.com to cast your vote online)

Electronic Voting Event Number (EVEN)	USER ID	PASSWORD
112446		

INSTRUCTIONS

1. GENERAL INFORMATION

- a) The Mumbai Bench of the Hon'ble National Company Law Tribunal ("NCLT") vide its Order dated September 11, 2019 has directed that a Meeting of the Equity Shareholders of the Company be convened and held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020 on Wednesday, October 30, 2019 at 3.00 p.m. for the purpose of considering, and if thought fit, approving the Scheme of Arrangement between Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors.
- b) Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Companies (Management & Administration) Rules, 2014, option is being given to the Shareholder(s) to cast their votes on the resolution for approval of the Scheme at the venue of the meeting or by postal ballot/remote e-voting as per the directions of the NCLT.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of shareholder(s)/ list of beneficial owner(s) as received from NSDL/ CDSL ("Depositories") as on the cut-off date i.e. Friday, September 20, 2019.
- d) The proposed Scheme, if assented to by the requisite majority, by way of Postal Ballot, remote e-voting and voting at the meeting shall be considered as passed on the date of the meeting.

2. PROCESS FOR SHAREHOLDERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Shareholders desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. P.N. Parikh, Parikh & Associates, Company Secretaries at TSR Darashaw Consultants Private Limited, Unit: Tata Chemicals Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 in the enclosed self-addressed postage prepaid envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the shareholder will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder (as per the specimen signature registered with the Company/ Depository). A shareholder may sign the Postal Ballot Form through an attorney, in which case a certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- c) There will be one Postal Ballot Form for every Client ID No. / Folio No. irrespective of the number of joint holders.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the duly completed Postal Ballot Form should be signed by its authorised signatory(ies) and shall be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- e) Voting rights by way of Postal Ballot Form cannot be exercised by a proxy.
- f) Completed Postal Ballot Forms should reach the Scrutinizer no later than the close of business hours i.e at 5:00 p.m IST, Tuesday, October 29, 2019. Incomplete Postal Ballot Forms or Postal Ballot Forms received after this date will be considered invalid.
- g) An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- h) A shareholder seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited, Unit: Tata Chemicals Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 or to the email Id tclballot2019@tsrdarashaw.com.
- i) Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Shareholders opting for voting by Postal Ballot") along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. E-VOTING AT THE VENUE OF THE MEETING:

As an alternate to Postal Ballot and remote e-voting, the shareholders of the Demerged Company will have the option of voting on the resolution for approval of the Scheme by e-voting at the venue of the meeting as per instructions given in the Notice and the notes thereto. In case you cast your votes by both, postal ballot and remote e-voting, then voting done through remote e-voting shall prevail and voting done by postal ballot will be treated as invalid. If you cast your votes by postal ballot and/or remote e-voting, as aforesaid, you will nevertheless be entitled to attend the meeting and participate in the discussions in the meeting but you will not be entitled to vote again by e-voting at the meeting, whether in person or by proxy. If you do so, the votes so cast by you at the venue of the meeting shall be treated as invalid.