


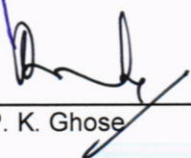
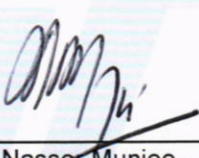
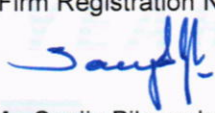


**FORM A**  
(Pursuant to Clause 31(a) of Listing Agreement)

Sr. No.	Particulars	Details												
1.	Name of the Company	Tata Chemicals Limited												
2.	Annual consolidated financial statements for the year ended	31 <sup>st</sup> March, 2015												
3.	Type of Audit observation	<p><b>Emphasis of Matter</b> has been included in the Consolidated Audit Report.</p> <p>We draw attention to Note 30(iv)(C) to the Consolidated financial statements which describes accounting of actuarial gains and losses on employee pension funds of overseas subsidiaries in "Reserves and Surplus" in accordance with the generally accepted accounting principles applicable in the country of incorporation for the reasons stated therein, as against such gains and losses being accounted in the Consolidated Statement of Profit and Loss as per the generally accepted accounting principles in India. Had the Group followed the practice of recognising such gains and losses in the Consolidated Statement of Profit and Loss, the Consolidated Net Profit before tax and Consolidated Net Profit after tax after the minority interest of the Group for the year ended 31<sup>st</sup> March, 2015 would have been higher by ₹ 285.18 crore and ₹ 219.42 crore respectively.</p> <p><b>Our opinion is not qualified in respect of this matter.</b></p> <p><b>Note 30 (iv)(C)</b></p> <p>The actuarial gains and losses on the funds for employee benefits (pension plans) of the overseas subsidiaries have been accounted in "Reserves and Surplus" in the consolidated financial statements in accordance with the generally accepted accounting principles applicable and followed in the respective country of incorporation. The Management is of the view that due to volatility and structure of the overseas pension funds, it is not considered practicable to adopt a common accounting policy and deviation is as permitted by AS 21. Had the practice of recognising the actuarial gains and losses of pension plans of the overseas subsidiaries in the Consolidated Statement of Profit and Loss, the consolidated net profit / (loss) before tax and net profit / (loss) after tax and minority interest would have been higher / (lower) by amounts as per table below .</p> <div style="text-align: right;">(₹ in crore)</div> <table><tr><th>Sr. No.</th><th>Impact on :</th><th>Year Ended 31<sup>st</sup> March, 2015</th><th>Year Ended 31<sup>st</sup> March, 2014</th></tr><tr><td>1</td><td>Consolidated net profit / (loss) before tax</td><td>285.18</td><td>140.95</td></tr><tr><td>2</td><td>Consolidated net profit / (loss) after tax and minority interest</td><td>219.42</td><td>77.36</td></tr></table>	Sr. No.	Impact on :	Year Ended 31 <sup>st</sup> March, 2015	Year Ended 31 <sup>st</sup> March, 2014	1	Consolidated net profit / (loss) before tax	285.18	140.95	2	Consolidated net profit / (loss) after tax and minority interest	219.42	77.36
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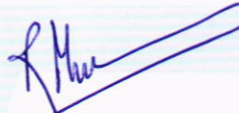
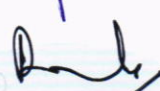
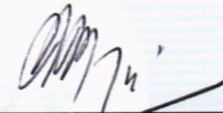
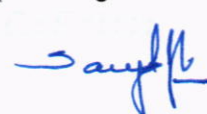
**TATA CHEMICALS LIMITED**



4.	Frequency of observation	Emphasis of Matter: Repetitive since 31 <sup>st</sup> March, 2010.
5.	<p>To be signed by:</p> <ul style="list-style-type: none"><li>• Managing Director</li><li>• Executive Director and Chief Financial Officer</li><li>• Chairman of the Audit Committee</li><li>• Auditor of the Company</li></ul>	<p> Mr. R. Mukundan</p> <p> Mr. P. K. Ghose</p> <p> Mr. Nasser Munjee</p> <p>Refer our audit report dated 27<sup>th</sup> May, 2015 On the consolidated financial statements of the Company For <b>DELOITTE HASKINS &amp; SELLS LLP</b> Chartered Accountants (Firm Registration No. 117366W / W-100018)</p> <p> Mr. Sanjiv Pilgaonkar (Partner) (Membership No. 039826) Mumbai 27<sup>th</sup> May, 2015</p>



**FORM A**  
(Pursuant to Clause 31(a) of Listing Agreement)

Sr. No.	Particulars	Details
1.	Name of the Company	Tata Chemicals Limited – Standalone Financial Statement
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not applicable in view of comments in (3) above.
5.	To be signed by: <ul style="list-style-type: none"> <li>• Managing Director</li> <li>• Executive Director and Chief Financial Officer</li> <li>• Chairman of the Audit Committee</li> <li>• Auditor of the Company</li> </ul>	<div style="text-align: center;">   <hr/> Mr. R. Mukundan </div> <div style="text-align: center;">   <hr/> Mr. P. K. Ghose </div> <div style="text-align: center;">   <hr/> Mr. Nasser Munjee </div> <p>Refer our audit report dated 27<sup>th</sup> May, 2015 On the stand alone financial statements of the Company For <b>DELOITTE HASKINS &amp; SELLS LLP</b> Chartered Accountants (Firm Registration No. 117366W/W-100018)</p> <div style="text-align: center;">   <hr/> Mr. Sanjiv Pilgaonkar (Partner) (Membership No. 39826) Mumbai 27<sup>th</sup> May, 2015 </div>

**TATA CHEMICALS LIMITED**

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CIN : L24239MH1939PLC002893



**TATA** CHEMICALS



# ENRICHING LIFE

76th ANNUAL REPORT 2014-15

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AGM: Tuesday, 11th August, 2015 at  
3:00 p.m.

Venue: Birla Matushri Sabhagar,  
19, Sir Vithaldas Thackersey Marg,  
Mumbai 400 020



LEAP signifies Lead Engage Aspire and Perform, the four steps that will help us in our journey towards excellence and growth. We strive to be leaders by engaging closely with all our stakeholders, and aspiring to achieve excellence through continuous improvement and performance. Embedded in the logo is LIFE: Living, Industry and Farm Essentials, represented by the orange, blue and green characters respectively.

# ENRICHING LIFE

With a strong focus on product innovation and thrust on creating new markets, Tata Chemicals is poised to make a quantum leap towards new growth horizons. A part of the over \$100 billion Tata Group, Tata Chemicals is a global company with operations in four continents and a delivery model that spans the world.

We are the world's second largest soda ash producer and fourth largest sodium bicarbonate producer. Touching 85 percent of India's arable land, we are one of India's largest agri solutions companies. We have a consumer brand portfolio that includes the iconic Tata Salt (and its variants Tata Salt Lite and Tata Salt Plus) which is consumed by over 600 million consumers, and I Shakti, India's first national brand of pulses.

The story of Tata Chemicals is about harnessing the fruits of science to enrich LIFE across the globe. With our vision of 'Serving Society through Science', we make a wide range of products that touch the lives of our customers every day!

We constantly work to introduce innovative products to meet the needs of our consumers. For instance, we launched India's first national brand of packaged iron-fortified iodised salt — Tata Salt Plus. We introduced neem-coated urea, an innovation and an increasingly popular product.

With an eye to new horizons, we have put in place LEAP which will lead us on a transformational journey. LEAP goes beyond business performance and looks at how we engage our people, who are the building blocks of future success. Through LEAP, we aim to harness the passion and excellence of our teams across the globe and raise the trajectory of our performance.

## CONSUMER PRODUCTS

Table salts  
Pulses  
Spices  
Water purifiers



## INDUSTRIAL CHEMICALS

Soda ash  
Sodium bicarbonate  
Allied chemicals



## AGRI SOLUTIONS

Fertilisers  
Nutrients  
Pesticides  
Insecticides  
Herbicides  
Seeds



## NUTRITIONAL SOLUTIONS

Innovative wellness food solutions



## NORTH AMERICA

### **Tata Chemicals North America**

is one of the world's leading producers of high-quality soda ash with manufacturing operations based in Green River, Wyoming, USA.

## EUROPE

**Tata Chemicals Europe** is one of Europe's leading producers of soda ash, salt and sodium bicarbonate with manufacturing operations based in Cheshire, UK.

**British Salt** is the UK's leading manufacturer of pure dried vacuum salt products with customers all over the world. Its operations are based in Middlewich, UK.

## AFRICA

**Tata Chemicals Magadi** is Africa's largest soda ash manufacturer with manufacturing operations based at Lake Magadi, Kenya.

**Indo Maroc Phosphore (IMACID)**, is a Morocco-based joint venture, in which the company holds 33% stake. IMACID also supplies phosphoric acid to Haldia plant.



# WORLDWIDE





# PRESENCE

## INDIA

Headquartered in Mumbai, India, **Tata Chemicals** is a global company with operations in four continents. The company operates in the areas of inorganic chemicals, crop nutrition and agri business and consumer products portfolio called LIFE - Living essentials, Industry essentials and Farm essentials.

**Rallis India** a Tata Chemicals subsidiary, is one of India's leading agrochemicals companies, with a comprehensive portfolio that includes crop protection products, plant growth nutrients, seeds, crop services and contract manufacturing.

**Metahelix Life Sciences** a subsidiary of Rallis India, is an Indian agricultural biotechnology company that focuses on developing traits and technologies for crop protection and improved productivity.

## SINGAPORE

**Tata Chemicals International Pte Ltd**, based in Singapore, is the holding company for all overseas chemicals assets and is involved in the business of trading of goods including soda ash.



With a global soda ash production capacity of **4.3 million tonnes** per annum, we are the world's second largest producer of soda ash



## OUR CUSTOMERS

# INDUSTRIES

Tata Chemicals' customers include the world's leading manufacturers of soaps, detergents and glass, and we touch billions of lives around the world.

We make key industrial raw materials like soda ash, sodium bicarbonate, industrial salt, bromine and other chemicals. Through continuous innovation, we meet and exceed standards for quality and value addition. We have co-created high-end branded products like speckled soda ash for detergents and sodium bicarb applications for flue gas treatment, medicine and animal feeds. Our high quality products are used to make float glass and pharmaceuticals, and are used in the metallurgy and textiles industries.

Leveraging our expertise in chemicals and agri-businesses, we intend to continue to offer innovative products and services that promise to change people's lives for the better.

## OUR BRANDS

### Alkakarb®

Sodium bicarbonate for the animal feed sector

### Briskarb®

Sodium bicarbonate for use in flue gas treatment

### Dessikarb®

Sodium bicarbonate for use in explosion suppression

### Aquex®

Tata Chemicals Europe's brand name for a range of corrosion inhibiting calcium chloride solutions produced mainly for the refrigeration sector

### Crex®

Unique form of sodium sesquicarbonate

### Tata Shudh

Branded cement created to utilise the fly ash from the Mithapur plant

### Sodakarb

A food grade sodium bicarbonate

### Granplus

Speckle grade soda ash dense for application in detergent powders



## OUR CUSTOMERS

## HOUSEHOLDS

The high quality of products at Tata Chemicals continues to touch people's lives in a way such that they can live better, eat better and work better. Across India, we are growing our retail distribution network and accelerating our rural penetration to make our products available in more hinterland areas. By the year 2020, we aspire to touch 1 billion people with our food and nutrition products.

*I-Shakti is the first national brand of pulses and is available in over 90,000 stores across India. The Tata I-Shakti range of spices was recently launched in Punjab*

The underlying focus of our Consumer Products portfolio, including our pioneering brand of iodised salt, Tata Salt, touches over 600 million consumers. Through innovation, we have created two variants of Tata Salt — low sodium salt and iron-fortified salt — as healthier offerings for the Indian consumer.

The I-Shakti brand of pulses aims to provide a wholesome, farm fresh source of daily protein to the Indian *thali*. We are proud to have the Indian Armed Forces as one of our customers for pulses.

In line with Tata Chemicals' focus on health and nutrition, the company developed a range of nutritional products under the Sustentials™ brand. The products manufactured under Sustentials™ include Fossence™ (fructo-oligosaccharides), Gossence™ (galacto-oligosaccharides) and other polyols and oligosaccharides.

The need for safe drinking water is a growing concern across India. The Tata Swach range includes an innovative, low-cost, nanotechnology-based water purifier that provides affordable and safe drinking water to the masses.

## OUR BRANDS

**Tata Salt**  
**Tata Salt Lite**  
**Tata Salt Plus**  
**Tata Salt Flavoritz**  
**Tata I-Shakti pulses, spices**  
**Tata Swach water purifiers**



## OUR CUSTOMERS

# FARMERS

Tata Chemicals is at the forefront of developing solutions and innovative products which are tailor-made to meet the requirements of the Indian farmers.

We are the farmer's best friend. Our overall aim is to increase farm productivity and improve the earning capacity of farmers. All our solutions are geared towards this. We have a complete suite of agri solutions and we cover close to 85 percent of the arable land of India.

Our brand 'Paras' is one of India's leading fertiliser brands. The state-of-the-art plants in Babrala and Haldia produce an innovative urea which is coated with neem, along with the more conventional NPK fertilisers, phosphatic fertilisers and soil-specific customised nutrients.

Our subsidiary Rallis is one of India's leading crop protection companies with a wide range of insecticides, pesticides, herbicides, plant nutrients and seeds. Through Rallis subsidiary, Metahelix, we have a strong presence in hybrid seeds.

## OUR BRANDS

### Fertilisers

Tata Paras, Paras Farmoola

### Fungicides

Contaf, Contaf Plus, Master and Fujione

### Weedicides

Fateh, Tata Metri, Tata Panida

### Insecticides

Tata Mida, Reeve, Asataf, Manik

### Seeds

Dhaanya Seeds, Daksha Seeds

### Retail

Tata Kisan Sansar



*Tata Chemicals touches  
the farming community  
through its well  
spread dealer distribution  
network as well as  
network of over **800**  
Tata Kisan Sansar stores*





# INNOVATION FOR VALUE

Innovation at Tata Chemicals is focused on delivering value to the customer. Though we began life as a chemicals company, we have been able to integrate chemicals with the other sciences. At present we have five centres for innovation and advancement in India.

The innovation thrust aims at developing products and services positioned at the intersection of physics and chemistry (ie nanotechnology) and biology and chemistry (biotechnology). Our areas of focus are FEW (food and fuel, energy and environment, and water and wellness).



## TATA CHEMICALS INNOVATION CENTRE, PUNE

The Innovation Centre was set up in 2004 to seed new businesses using principles of sustainability and green chemistry. Our current biotechnology-based nutritional solutions, food ingredients and exploratory efforts in nano-materials are outcomes of this process.

The Department of Science and Industrial Research (DSIR) approved centre focuses on five technology verticals — food formulations, microbial biotechnology, separation and purification, emerging materials and agri-formulations. The centre aims to evolve into a self-reliant, inter-disciplinary unit that will meet application technology needs for Tata Chemicals and other Tata Group companies.

## TATA CHEMICALS R&D CENTRE, MITHAPUR

The Mithapur R&D centre was recognised by DSIR in 1974 for its path breaking industrial research. Over the years, it has forged innovative solutions to resolve critical plant and production issues, such as pioneering iodised vacuum-dried salt in India, use of effluent solids for cement manufacture, seawater-based cooling towers for Mithapur (which is a water-deficient region), use of seawater for brine preparation for soda ash manufacture, use of undersized limestone and boiler flyash for cement manufacture, bromine dehydration and de-chlorination, manufacture of double fortified salt and sulphate of potash, among others.

## TATA CHEMICALS CENTRE FOR AGRI-SOLUTIONS AND TECHNOLOGY, ALIGARH

The centre, also known as CAT, was set up to provide advice to farmers on practices of farming in general and crop nutrition solutions in particular. The laboratory is approved by DSIR and is involved in research and development on crop nutrition.

## RALLIS INNOVATION CHEMISTRY HUB (RICH), BENGALURU

RICH is the Rallis hub for R&D. Recognised by DSIR, RICH works on developing new molecules, formulations and products which can be commercialised not only in India, but also in international markets.

Apart from new product pipelines, it focuses on developing innovative and safer formulations for eco-friendly water-based products, and scalable, green technology.

## METAHELIX LIFE SCIENCES, BENGALURU

Metahelix is an agricultural biotechnology company focusing on developing traits and technologies for crop protection and improved productivity. Metahelix also provides customised research to select companies using its proprietary technologies in crop transformation and functional genomics.

# OUR PEOPLE



**A**cross Tata Chemicals, there is a transformation in the way we work. Our HR approach has transitioned from the traditional manufacturing set up to establishing an empowering and enriching environment for our people. From paternity leave and flexi timing to work-from-home options, our people are engaging with the organisation in new ways.

Rooted in Tata Chemicals' philosophy of grooming business leaders for the present and the future, our goal is to create an environment that fosters employee well-being,

achievement, innovation, cultural diversity, learning and teamwork. This ensures safety and health while minimising attrition rates. For the safety of our people, we have launched several programmes including the Target Zero Harm safety initiative.

Along with our employees we have co-created a framework that defines the four 'cultural pillars' — Proactive cost focus, Agile execution, Collaborative innovation and Trusting relationships (PACT).

## HUMAN CAPITAL

On an average, our employees get more than 28 hours of training per person per annum. This focus on learning and development has led to the introduction of e-learning platforms, and has been based on training-need identification.

## FLEXI WORK

"The flexi-work policy of TCL is amongst the many employee friendly policies. Often women have to choose between their career and motherhood. Thanks to the policy, I didn't have to make that choice. Flexi-work allowed me to get back to work without compromising on my duties as a mother. The policy is definitely a big step towards supporting employees in balancing work and home life better." — **Pallavi Kotwal**, AGM-Salt



# PROMOTING INCLUSIVE GROWTH

**A**t Tata Chemicals, it has been our constant endeavour to focus on inclusive and collaborative growth. We began our journey a few years back by focusing on affirmative action towards disadvantaged communities. While we continue to progress on this roadmap, we expanded our focus to include diversity as a topic in itself. Towards this objective we have established a diversity council, which is led by the managing director and senior leaders. Our focus is to sensitise our employees through workshops and training programmes and also sensitise our partners across our supply chain. We believe that sustainable holistic growth is where the entire community grows together.

## SHIKSHA MAITREYI

Meaning friendship with education, our Shiksha Maitreyi programme helps many disadvantaged children complete their education. Our key initiative includes scholarships for middle, higher and technical education for about 200 children annually. Additionally, 200 girls who dropped out of schools are helped to get back into formal education annually with the help of SNDT University. Some of these girls have now got employment as teachers while some of them have taken up vocational training to further improve their skills.

## BUILDING SKILLS IN SALES

The consumer products team, under the affirmative action strategy is working on improving the skills required by the sales force. It has initiated a program to train youth in sales, especially youth from the SC/ST. The training has been very successful as it has helped many of these youth improve their employability and actually get employed. The consumer products team has taken on a mission to increase their participation in the third party workforce. The target is to reach about 10 percent participation over a period of 3-5 years.

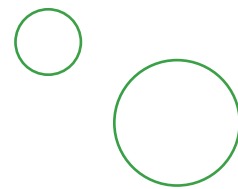
## VENDOR DEVELOPMENT

We believe that it is also important to contribute to the sustainable development of society and enrich the life of people around us. We have mapped our supplier on diversity and are looking at ways to reach out to them and sensitise them as well. One of the ways we promote diversity is by working to develop new suppliers from communities near our operations. For example, at Mithapur, we engage with women self-help group clusters and work to promote them as suppliers for items such as jute bags for gift items and leather tool bags for technicians. We have also connected with members of Dalit Indian Chamber of Commerce and Industry, and are working on ways to include them in our supply chain.

## DEVELOPING ENTREPRENEURS

Udaan is a platform to develop entrepreneurs from communities residing near our plant locations. The programme endeavours to develop entrepreneurship skills in rural youth, especially from low or moderate income families and to guide them to engage themselves in productive enterprises, thereby building a sustainable local economy.





# CARE FOR THE ENVIRONMENT

**O**ur vision is to be a leader in corporate sustainability — focussing on becoming sustainable with regard to the three elements of people, planet and profit.

Sustainability as a practice is at the core of all our activities, including our corporate social responsibility initiatives, and is intricately woven into all our business functions. Care for the Environment is an important element of sustainability. Tata Chemicals works on a number of areas across the enterprise on climate change, nature and resource conservation.

## SUSTAINABLE MANUFACTURING

Principles of sustainable manufacturing are an integral part of the company organisational strategy. Our basic philosophy is effective integration of resource optimisation, use of alternative sources and maximisation of “recycle and reuse” through continuous improvement and innovation. We have initiated various operational excellence programmes that include periodic technical audits and initiatives like Benchmarking and Lean Six Sigma across the enterprise.

Energy efficient operations are a key to short term and long term strategic plans to reduce Green House Gas (GHG) emissions at TCL.

Similarly water management is another target area and we are working on reducing our water footprint across the enterprise. We also try and ensure that all employees and associates understand

their responsibilities towards protection of environment and sustainable business with appropriate training and support, thus proving one of our core competencies — Operational Excellence.

## PROJECT SIMPSON

The Tata Chemicals North America team in Green River, Wyoming is working on Project Simpson, which involves retro-fitting coal-burning boilers with NOx burner and separated-over-fire- air systems to significantly improve their long-term operability and environment. This will reduce NOx emissions on both boilers. Over time this project has the potential to lower emissions even further.

## RENEWABLES

The fertiliser production at Babrala, India and cement production at Mithapur, India fall under the: Perform, Achieve & Trade (PAT) scheme. This is aimed at improving energy efficiency of energy intensive industries in India under the Energy Conservation Act. According to the PAT baseline study, the fertiliser plant at Babrala is one of the most energy efficient urea plants in the country. Both the plants have an efficient co-gen facility for energy production.

All facilities are exploring opportunities to use renewable energy. The Mithapur township uses wind power. Tata Power Renewable Energy Limited has commissioned a 25MW solar power plant at Mithapur. The Haldia plant uses a Hot Air Gas (HAG) generator which uses biomass briquettes as fuel.

## DHARTI KO ARPAN: GIVING BACK TO EARTH

Tata Chemicals' Dharti Ko Arpan programme's main aim is environment

conservation. We work on topics such as species conservation, biodiversity and sensitising employees and communities on ecology and nature conservation. About 25 Eco clubs have been established in the rural schools and children enthusiastically learn about their immediate environment, local indigenous species and resource conservation. Other projects include helping to save whale sharks, conserving bio-diversity, coral reef regeneration and mangrove afforestation.

## SUSTAINABLE SUPPLY CHAIN

TCL has developed supplier sustainability guidelines and has established processes for vendor selection. This includes various principles and guidelines like Tata Code of Conduct, Global Reporting Initiative, United Nations Global Compact, SA-8000, ISO certification, etc.

We have initiated sustainability programmes along with our partners and suppliers. An example of this is the collaboration with a supplier of urea toughening agent. Babrala, India has taken up an initiative to re-use empty plastic drums by sending it back to the supplier.

The company's sustainable transportation interventions include efficient fleet access, full load based transportation, reuse of packaging material, bulker movements — deployment of German designed patented LUPA Bulklers to help reduce carbon footprint. The use of a bulker helps in continuing journey towards pollution prevention, minimisation of waste, eliminating the efforts of packaging, loading and unloading. It has an approximate capacity of 25 tonnes and can replace 3 million plastic bags each year.

# OUR COMMUNITIES AND US



**D**riven by our mission to change people's lives for the better, we engage and support our key communities in several ways. We have established a number of non-profit organisations such as Tata Chemicals Society for Rural Development (TCSR), Uday Foundation, Tata Chemicals Golden Jubilee Foundation, Magadi Soda Foundation and Okhai- Centre for Empowerment to help us improve our reach and support.

In India, our key initiatives include Okhai — that supports rural handicrafts, Dharti Ko Arpan — environment conservation programmes, Unnati — farmers growth programme, drinking water and sanitation, integrated watershed management and vocational skill development. We are partnering with Tata STRIVE (Skill Training Initiative for Vocational Excellence) to further reach out to communities for skill building.

At Tata Chemicals North America, we have joined hands with United Way and raised funds through employee generosity. Helping Hands is a United Way activity where volunteers help senior and disabled persons in the community with projects such as major home repairs that the individuals are unable to afford, and is too costly for them to contract to companies. We also participate in the First Books initiative, where our employees donate time reading to elementary school children. We also support the local food bank.

At Tata Chemicals Europe we help promote employee actions for community support. Our employees have established their own charity, which provides support to good causes in the mid-Cheshire area. Recent recipients of support from the trust include local hospitals, hospices, churches and schools as well as Cub Scout groups, junior sports teams and local retirement homes.

We will continue to empower and nurture our communities to help them achieve self-sufficiency in natural resource management, livelihood support and the building of health and education infrastructure while striving to take care of their concerns and needs.

## TATA CHEMICALS SOCIETY FOR RURAL DEVELOPMENT

Tata Chemicals Society for Rural Development (TCSR) was established in 1980 by TCL to help undertake projects of community development. TCSR today works in all three plant locations in India and is considered as one of the leading NGOs in those regions. TCSR partners with Government departments, other NGOs, Tata Trusts and the community to provide sustainable development solutions and both enable and empower communities.

## MAGADI SODA FOUNDATION

In Kenya, Magadi Soda foundation works in the neighbourhood for community development. Over 1,500 children get access to primary and secondary education every year through various forms of school support and bursaries. About 30,000 members of rural communities get access to health services through the Magadi Hospital, which is supported by Tata Chemicals Magadi. TCM is part of the Maasai Integrated Development Partnership Project (MIDPP), an umbrella body that brings together a number of stakeholders — NGOs, the Government of Kenya and the local community.

## UDAY FOUNDATION

Uday Foundation has set up rural BPOs at Mithapur and Babrala that offer rural youth an opportunity to enhance their skills and also get a chance at employment and improvement. Today Uday has about 160 seats and caters to Tata Sky, Ministry of External Affairs (Passport helpline), Ministry of Corporate Affairs (MCA), the Company's ChemConnect to name a few.

## OKHAI – CENTRE FOR EMPOWERMENT

Okhai - Centre for Empowerment works with rural artisans to help market and brand the products under the Okhai Brand. Support is provided for upgrading skills, design and market linkages. Okhai products are now available online at Okhai.org. Okhai has helped many of these rural women earn livelihoods and support their families by supplementing the income and also helping their children with better education.

# BOARD OF DIRECTORS



**CYRUS P MISTRY**  
CHAIRMAN



**R GOPALAKRISHNAN**  
VICE CHAIRMAN



**NUSLI N WADIA**  
DIRECTOR



**PRASAD R MENON**  
DIRECTOR



**NASSER MUNJEE**  
DIRECTOR



**E A KSHIRSAGAR**  
DIRECTOR



**DR Y S P THORAT**  
DIRECTOR



**VIBHA PAUL RISHI**  
DIRECTOR



**R MUKUNDAN**  
MANAGING DIRECTOR



**P K GHOSE**  
EXECUTIVE DIRECTOR & CFO



# MANAGEMENT TEAM

## CORPORATE

**R. Mukundan** - Managing Director

**P. K. Ghose** - Executive Director & CFO

**R. Nanda** - Chief Human Resources Officer

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

## INDIA OPERATIONS

**Dr. Arup Basu** – President, New Businesses & Innovation Centre

**Zarir Langrana** – Chief Operating Officer, Chemicals (India)

**D. K. Sundar** – Chief Operating Officer, Fertilisers

**Richa Arora** – Chief Operating Officer, Consumer Products

## INTERNATIONAL OPERATIONS

**Martin Keighley** - Managing Director, Tata Chemicals North America

**Dr. Martin Ashcroft** – Managing Director, Tata Chemicals Europe

**Jackson Mbui** – Managing Director, Tata Chemicals Magadi

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## OTHER INFORMATION

### Auditors

Deloitte Haskins & Sells  
LLP Chartered  
Accountants

### Solicitors

AZB & Partners  
Mulla & Mulla & Craigie,  
Blunt & Caroe

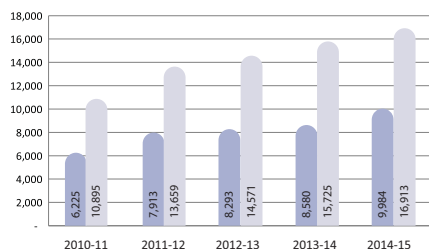
### Registrar & Transfer Agents

TSR Darashaw Limited,  
6-10 Haji Moosa  
Patrawala Industrial, Estate,  
20, Dr. E. Moses  
Road, Mahalaxmi,  
Mumbai 400 011

# FINANCIAL HIGHLIGHTS

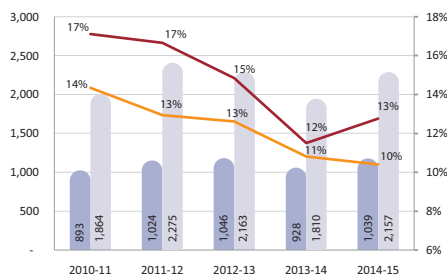
(₹ in crores except per share data, EBITDA %, PAT %, Return on Invested Capital and Net Debt/EBITDA)

## TURNOVER\*



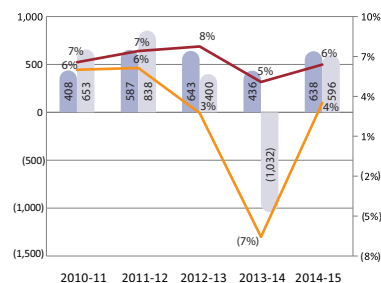
CAGR: Standalone=13%  
Consolidated=12%

## EBITDA AND EBITDA %\*\*



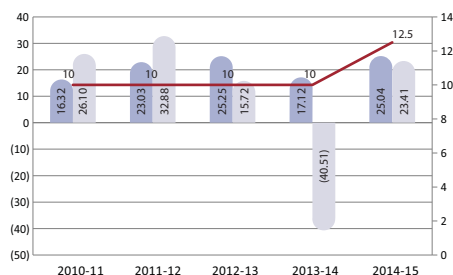
CAGR: Standalone=4% EBITDA % Standalone  
Consolidated=4% EBITDA % Consolidated

## PAT AND PAT %@



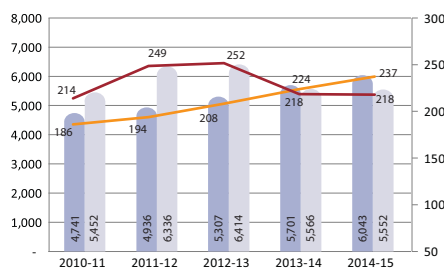
Standalone PAT % Standalone  
Consolidated PAT % Consolidated

## EARNINGS PER SHARE (EPS)@ AND DIVIDEND PER SHARE (DPS)



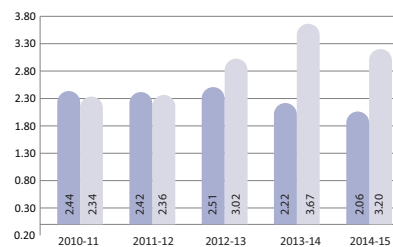
Standalone EPS Dividend per share %  
Consolidated EPS

## NET WORTH AND BOOK VALUE (BV) PER SHARE



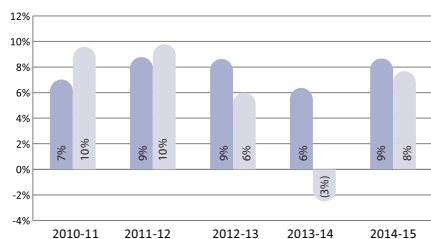
Standalone Book Value Per Share Standalone  
Consolidated Book Value Per Share Consolidated

## NET DEBT# / EBITDA\*\*



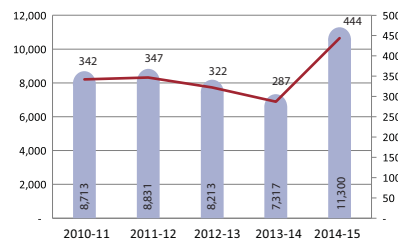
Standalone  
Consolidated

## RETURN ON INVESTED CAPITAL \*\*\*



Standalone  
Consolidated

## MARKET CAPITALISATION AND SHARE PRICE



Market Capitalisation  
Share Price

\* Turnover= Income from Sales Less Excise Duty

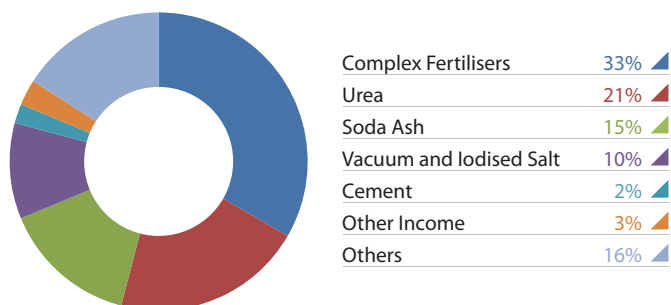
\*\*EBITDA excludes other income, foreign exchange losses on borrowings (net), voluntary retirement scheme cost, impairment losses, actuarial gains/losses for overseas pension liabilities and restructuring costs.

@2012-13 figure includes ₹245 crore exchange gain on redemption of investment.

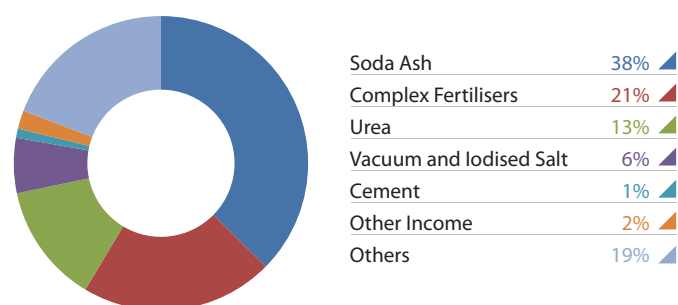
# Net debt = long-term borrowings + short term borrowings + current maturities of long term debts and finance lease obligations - cash and bank balance - current investments

\*\*\*Return on Invested Capital= [(PAT+minority interest+interest-tax on interest)/(shareholders' funds+borrowings+minority interest)]

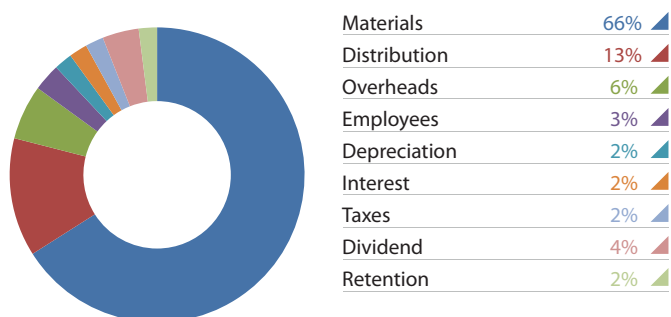
## REVENUE BREAKUP - STANDALONE



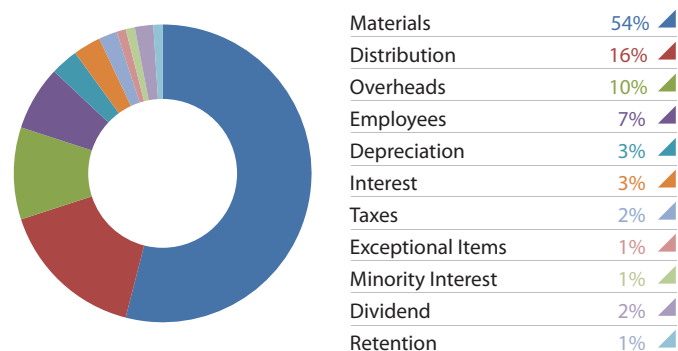
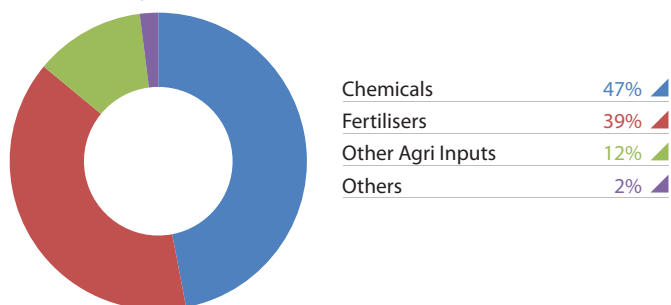
## REVENUE BREAKUP - CONSOLIDATED



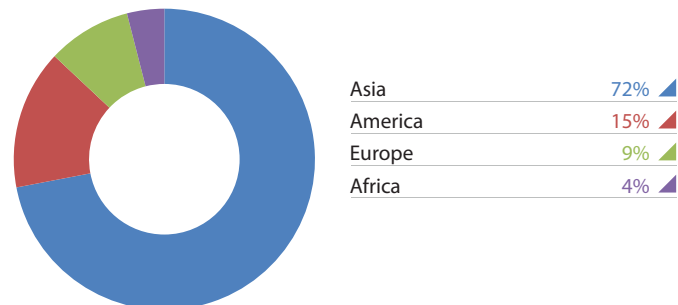
## DISTRIBUTION OF TOTAL INCOME - STANDALONE



## DISTRIBUTION OF TOTAL INCOME - CONSOLIDATED

REVENUE BREAKUP - CONSOLIDATED  
CHEMICALS, FERTILISERS AND OTHER AGRI INPUTS

## GEOGRAPHICAL REVENUE CONSOLIDATED







# AWARDS & APPLAUSE

## Tata Chemicals wins CII SCALE Award

Tata Chemicals recently won the Confederation of Indian Industries' (CII) Supply Chain and Logistics Excellence (SCALE) award for efficient position in the commodity category. CII confers this award to encourage the implementation of best practice supply chain solutions. TCL was shortlisted from 106 applications under different categories. The jury consisted of eminent professionals from the IIMs and different corporations.

## TCL bags Unilever's Best Chemicals Supplier award

Unilever gave Tata Chemicals its Best Supplier in Chemicals award endorsing TCL's achievements in providing customer-centric solutions such as customised products, 24x7 support by ChemConnect, daily reports and emergency responses. TCL's multi-level engagement in developing sustainable supply chain solutions helped the company come out a winner against stiff competition.


## Other points of pride:



Tata Chemicals Mithapur CMS wins the Innovation in Maintenance Award

Gujarat Chief Minister and Governor honour Okhai for Women Empowerment

Tata Salt recognised among Brand Equity's Most Trusted Brands



Tata Salt in Brandstand's '10 Tankers'

Tata Chemicals Babrala plant bags NSCI's 'Suraksha Puraskar' at the National Safety Awards

Tata Chemicals Mithapur - Ranavav quarries - wins in Safety & Environment Week competitions 2014-15

Tata Chemicals recognised as India's Most Admired Knowledge Enterprise (MAKE) Winner 2014

Tata Chemicals ranks 2nd in India's Best Companies for CSR

Tata Chemicals Society for Rural Development wins Mahindra Samriddhi India Agri Awards 2015

Tata Chemicals wins the best CSR project in Alleviation of Poverty at the ICAI CSR Awards 2014



## Results at a glance

(₹ in crore)

	Tata Chemicals Standalone		Tata Chemicals Group	
	2014-15	2013-14	2014-15	2013-14
Total Revenue	10,276.81	8,882.31	17,320.91	16,027.77
Profit/(Loss) before tax	854.09	568.88	1,158.51	(518.89)
Profit/(Loss) after tax	637.97	436.07	807.39	(807.67)
Profit/(Loss) after tax, minority interest and share of loss in associate	637.97	436.07	596.46	(1,032.00)
Dividend	318.44	254.76	318.44	254.76
Reserves	5,788.45	5,446.41	5,296.89	5,310.69
Capital Employed*	5,704.38	5,793.66	16,538.24	16,551.54
Net Worth**	6,043.27	5,701.23	5,551.71	5,565.51
Borrowings	2,715.88	3,034.69	8,378.84	8,393.06
	Ratio		Ratio	
Debt : Equity	0.45	0.53	1.51	1.51
	₹		₹	
Net worth per share as at year end	237.22	223.79	217.92	218.46
Earnings per Share:				
Basic	25.04	17.12	23.41	(40.51)
Diluted	25.04	17.12	23.41	(40.51)
Dividend per Ordinary Share	12.50	10.00	12.50	10.00
Shareholders (Numbers)	1,84,566	1,96,585		

\* Capital Employed: Total Assets minus Current Liabilities plus Short-term Borrowings plus Current Maturities of Long-term Debt and finance lease obligations minus investment in subsidiary companies (other than Rallis India Limited)

\*\* Net Worth: Share Capital plus Reserves

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTY SIXTH ANNUAL GENERAL MEETING OF TATA CHEMICALS LIMITED will be held on Tuesday, 11th August, 2015 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020, to transact the following businesses:-

### ORDINARY BUSINESS

1. To receive, consider and adopt :
  - a. the Audited Financial Statements for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2015 together with the Report of the Auditors thereon.
2. To declare dividend on Ordinary Shares for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Mr. Cyrus P. Mistry (DIN 00010178), who retires by rotation and is eligible for re-appointment.
4. Ratification of appointment of Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Seventy Seventh (77th) AGM to be held in 2016 to examine and audit the accounts of the Company for the financial year 2015-16 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS

5. Ratification of remuneration of Cost Auditors
- To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 9,00,000 plus service tax and out of pocket expenses payable to M/s. N. I. Mehta & Co., Cost Accountants and ₹ 1,20,000 plus service tax and out of pocket expenses payable to M/s. Ramanath Iyer & Co; Cost Accountants, who are appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the year ending 31st March, 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under item nos. 4 and 5 of the notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the AGM. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions or authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

3. **Book Closure and Dividend:**

The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 4th August, 2015 to Tuesday, 11th August, 2015, both days inclusive.

The dividend, if declared at the AGM, will be paid on and from Friday, 14th August, 2015 to those persons or their mandates:

- a) whose names appear as Beneficial Owners as at the end of the business hours on Monday, 3rd August, 2015 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 Monday, 3rd August, 2015 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.

4. **National Electronic Clearing Service (NECS):**

- a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for the remittance of dividend. NECS facility is available at locations identified by the Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agents, TSR Darashaw Limited.
- b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of

dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the members.

5. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of Company will be entitled to vote.

9. **Nomination Facility:**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain the nomination forms from their respective depository participants.



## NOTICE

10. **Unclaimed Dividend:**a) **Transfer to General Revenue Account**

Pursuant to Section 205A(5) of the Companies Act, 1956 ("1956 Act"), all unclaimed dividend upto the financial year ended 31st March, 1995 has been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrant 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.

b) **Transfer to the Investor Education and Protection Fund**

Consequent upon amendment to Section 205A of the Companies Act, 1956 ("1956 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 dates they became first due for payment 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, 2007 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 1956 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, 2008 or any year thereafter is requested to approach the Company / Registrar and Share Transfer Agents of the Company for claiming the same. It may also be noted that the unpaid/unclaimed dividend for the financial year ended 31st March, 2008 declared by the Company on 4th August, 2008 can be claimed by the members by 3rd August, 2015.

Please also note that the unpaid/unclaimed dividend for the financial year ended 31st March, 2009 declared by the Company on 30th July 2009 can be claimed by the members by 29th July, 2016.

c) **Details of unclaimed dividend on the website**

In order to help members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31st March, 2008 and subsequent years on the website of Investor Education and Protection Fund (IEPF) viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the website of the Company viz. [www.tatachemicals.com](http://www.tatachemicals.com).

11. 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 depository participant and holdings should be verified.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.

13. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and

Share Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended to the notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective depository participants.

14. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the AGM, forms an integral part of the notice.
15. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
16. To support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agents/Depositories.
17. Members desiring any information relating to Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
18. **Process and manner for voting through electronic means:**
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 35B of the Listing Agreement, the members are provided facility to exercise their right to vote electronically, through e-voting services provided by the National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. In order to enable its members who do not have the access to e-voting facility to send their

assent or dissent in writing in respect of the resolutions as set out in this notice, the Company is enclosing a Ballot Form. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.

- II. The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- III. The members who have cast their vote by remote e-voting or by Ballot Form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- IV. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- V. In case a member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [tclagmballot2015@tsrdarashaw.com](mailto:tclagmballot2015@tsrdarashaw.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. P. N. Parikh of M/s. Parikh & Associates, c/o. M/s. TSR Darashaw Limited at 6-10, Haji Moosa Patrawala Industrial Estate - 20, Dr. E Moses Road, Mahalaxmi, Mumbai 400 011 not later than Friday, 7th August, 2015 (5:00 p.m.). Ballot Form received after this date will be treated as invalid.
- VI. The remote e-voting period commences on Friday, 7th August, 2015 (9:00 a.m.) and ends on Monday, 10th August, 2015 (5:00 p.m.) During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date

## NOTICE

of Tuesday, 4th August, 2015, may cast their vote by remote e-voting. 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. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

VII. The process and manner for remote e-voting are as under:

A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

- (i) Open email and open PDF file viz; "TCL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN as noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Tata Chemicals Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through an e-mail to [tcl.scrutinizer@gmail.com](mailto:tcl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case a member receives physical copy of the notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided in the enclosed Ballot Form: **EVEN** (e-Voting Event Number) **USER ID and PASSWORD/PIN.**
- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990. In order to address any grievances relating to e-voting, you may write to Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) or call at the following telephone no. 022 2499 4738/ 1800-222-990.

IX. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

X. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

XI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the

Company as on the cut-off date, i.e. Tuesday, 4th August, 2015.

- XII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 4th August, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.

- XIII. 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 as well as voting at the AGM either through electronic voting system or ballot /polling paper.
- XIV. Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, (Membership No. FCS-327) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. At the end of the discussion on the resolutions on which voting is to be held, the members who are present at the meeting but have not cast their votes by availing the remote e-voting facility will be allowed voting with the assistance of Scrutinizer by way of either electronic voting system or ballot /polling paper.
- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes

cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.tatachemicals.com](http://www.tatachemicals.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
- XVIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. Tuesday, 11th August, 2015.

**By Order of the Board of Directors**

**Rajiv Chandan**  
General Counsel & Company Secretary

Mumbai, 27th May, 2015

**Registered Office:**

Bombay House  
24, Homi Mody Street, Fort  
Mumbai 400 001  
CIN:- L24239MH1939PLC002893  
Email:-[investors@tatachemicals.com](mailto:investors@tatachemicals.com)  
Website:- [www.tatachemicals.com](http://www.tatachemicals.com)



## NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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. 4 and 5 of the accompanying notice.

**Item No. 4**

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 21st August, 2014 to hold office from the conclusion of Seventy Fifth AGM till the conclusion of Seventy Eighth AGM to be held in 2017.

As per the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 4 of the notice.

The Board commends the Ordinary Resolution at item no. 4 for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 4 of the accompanying notice.

**Item No. 5**

The Company is required to have the audit of its cost records conducted by a cost accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules").

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 as per the following details:

Sr. No.	Name of the Cost Auditor	Audit Fees
1.	M/s. N.I. Mehta & Co; Cost Accountants	₹ 9,00,000
2.	M/s. Ramanath Iyer & Co; Cost Accountants	₹ 1,20,000

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The Board commends the Ordinary Resolution set out at item no. 5 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 5 of the accompanying notice.

**By Order of the Board of Directors**

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

Mumbai, 27th May, 2015

**Registered Office:**

Bombay House  
24, Homi Mody Street, Fort  
Mumbai 400 001  
CIN:- L24239MH1939PLC002893  
Email:-investors@tatachemicals.com  
Website:- www.tatachemicals.com

**Details of Director seeking appointment/reappointment at the Annual General Meeting pursuant to Clause 49 of the Listing Agreement:**

<b>Name of Director</b>	<b>Mr. Cyrus P. Mistry</b>
<b>Date of Birth</b>	4th July, 1968
<b>Date of Appointment</b>	30th May, 2012
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• Graduate degree in Civil Engineering from Imperial College, UK</li> <li>• M.Sc. in Management from London Business School</li> </ul>
<b>Expertise in specific functional areas</b>	Wide business experience in variety of industries
<b>Directorships in other Public Limited Companies held (excluding foreign companies and Section 8 companies)</b>	<ul style="list-style-type: none"> <li>• Tata Sons Limited</li> <li>• Tata Industries Limited</li> <li>• The Tata Power Company Limited</li> <li>• Tata Consultancy Services Limited</li> <li>• Tata Teleservices Limited</li> <li>• Tata Steel Limited</li> <li>• Tata Motors Limited</li> <li>• Tata Global Beverages Limited</li> <li>• The Indian Hotels Company Limited</li> </ul>
<b>Membership of Committees/Chairmanship in other Public Limited Companies (includes only Audit and Stakeholders Relationship Committee)</b>	NIL
<b>No. of shares held in the Company</b>	16,000

**NOTICE****To,**

TSR Darashaw Limited

**Unit: Tata Chemicals Limited**

6-10 Haji Moosa Patrawala Industrial Estate

20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011

**Updation of Member Information****I / We request you to record the following information against my / our Folio No.:****General Information:**

Folio No.:	
Name of the first named Member:	
PAN: *	
CIN / Registration No.: * (applicable to Corporate Members)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

\*Self-attested copy of the document(s) enclosed

**Bank Details:**

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

\* A blank cancelled cheque is enclosed to enable verification of bank details

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / Registrar and Share Transfer Agents responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / We hold the securities under the above mentioned Folio No. / beneficiary account.

Place:

Date:

\_\_\_\_\_  
Signature of Sole / First holder

# BOARD'S REPORT

## TO THE MEMBERS OF TATA CHEMICALS LIMITED

The Directors hereby present their seventy sixth Annual Report together with the audited financial statements for the year ended 31st March, 2015:

### FINANCIAL RESULTS

Particulars	(₹ in crore)			
	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
<b>Total Revenue</b>	<b>10,276.81</b>	8,882.31	<b>17,320.91</b>	16,027.77
Profit before Depreciation and Exceptional items	<b>1,046.80</b>	945.47	<b>1,821.36</b>	1,372.56
Less : Depreciation	<b>192.71</b>	158.82	<b>463.14</b>	471.24
Less : Exceptional items	-	217.77	<b>199.71</b>	1,420.21
<b>Profit / (Loss) before tax</b>	<b>854.09</b>	568.88	<b>1,158.51</b>	(518.89)
Tax	<b>216.12</b>	132.81	<b>351.12</b>	288.78
<b>Profit / (Loss) after tax</b>	<b>637.97</b>	436.07	<b>807.39</b>	(807.67)
Minority Interest	-	-	<b>205.53</b>	221.00
Share of Loss in Associate	-	-	<b>5.40</b>	3.33
<b>Profit / (Loss) attributable to shareholders</b>	<b>637.97</b>	436.07	<b>596.46</b>	(1,032.00)
Add:				
Balance in Statement of Profit and Loss	<b>2,691.98</b>	2,463.52	<b>1,695.63</b>	3,086.70
Other Adjustments	<b>(20.65)</b>	131.74	<b>(21.84)</b>	-
<b>Amount available for Appropriation</b>	<b>3,309.30</b>	3,031.33	<b>2,270.25</b>	2,054.70
<b>Appropriations -</b>				
(a) Proposed dividend	<b>318.44</b>	254.76	<b>318.44</b>	254.76
(b) Tax on proposed dividend	<b>63.58</b>	40.98	<b>73.43</b>	44.96
(c) General Reserve	-	43.61	<b>14.54</b>	58.24
(d) Transfer to other Reserves	-	-	-	1.11
(e) Balance carried forward	<b>2,927.28</b>	2,691.98	<b>1,863.84</b>	1,695.63

### DIVIDEND

For the year under review, the Directors have recommended a dividend of 100.0% (₹ 10.00 per share) and a special dividend of 25.0% (₹ 2.50 per share) on the occasion of the Platinum Jubilee year of the Company, on its Ordinary Shares. This would result in a payout aggregating ₹ 382.02 crore including dividend tax (net). The dividend payment is subject to approval of the members at the ensuing Annual General Meeting.

### PERFORMANCE REVIEW

#### Standalone:

The net revenue from operations of the Company increased from ₹ 8,679.39 crore to ₹ 10,082.06 crore, registering a growth of 16.2% over the previous year. The earnings before interest, depreciation, tax and

amortisation (EBITDA) was at ₹ 1,038.83 crore as against ₹ 927.87 crore, up 12.0% over the previous year. Profit before tax was ₹ 854.09 crore whereas the Profit after tax was at ₹ 637.97 crore, up 50.1% and 46.3% respectively, over the previous year.

#### Consolidated:

The consolidated net revenue from operations increased from ₹ 15,885.35 crore to ₹ 17,202.94 crore, an increase of 8.3% over the previous year. EBITDA was at ₹ 2,157.42 crore as against ₹ 1,809.60 crore up 19.2% over the previous year. Profit before tax was ₹ 1,158.51 crore as against the loss of ₹ 518.89 crore in the previous year. Profit after tax before minority interest and share of loss in associate was at ₹ 807.39 crore as against the loss of ₹ 807.67 crore in the previous year. Profit attributable to the Group after deducting the minority interest and share of loss in associate was at



## BOARD'S REPORT

₹ 596.46 crore as against the loss of ₹ 1,032.00 crore in the previous year.

Tata Chemicals Limited's ('TCL' or 'the Company') operation is organised under four segments, i.e., (1) Inorganic Chemicals comprising soda ash, salt, sodium bicarbonate, marine chemicals, caustic soda and cement, (2) Fertilisers comprising fertilisers and other traded products, (3) Other Agri-inputs including Rallis India Limited's operations and (4) Others - comprising pulses, water purifier, nutritional solutions, etc. Performance review of these businesses are as under:

### 1. INORGANIC CHEMICALS SEGMENT

During the year, the Inorganic Chemicals business posted a revenue on standalone basis of ₹ 3,266.77 crore as against ₹ 3,010.67 crore, registering a growth of 8.5%.

#### 1.1 INDIA OPERATIONS

The Company's industrial chemicals operation is primarily built around soda ash, sodium bicarbonate, cement and allied traded products. On a macro-economic front, Financial Year (FY) 2014-15 has been stable with favourable global and domestic industrial sentiments. With no significant capacity additions in the domestic industry, imports remained substantial through most of the year. The Company reaffirmed its focus on higher value-added and branded products by launching the GranPlus brand of speckle grade soda ash. In line with the existing competencies of customer-connect, quality products and distribution reach, the Company continues to be actively engaged in trading activities in the inorganic chemicals space. The trading portfolio, consisting of new and allied chemicals, will help the Company to explore new growth areas while catering to a larger portion of the customer's spend.

##### Soda Ash

During the year under review, the domestic soda ash market witnessed a growth of 10%. The higher than average growth was observed due to improving macro-economic factors and on the back of sluggish growth in the previous year. Manufacturing performance at Mithapur remained robust for the year with production of 7,98,400 tonnes of soda ash. **The total sales volume for the year stood at 6,83,266 tonnes against 6,89,744 tonnes in the previous year.** As a continuation of the Company's strategy in soda ash towards supporting and servicing customer specific requirements, sourcing of material from subsidiary

companies and third parties continued during the year. Although import prices increased in the first half of the year, price levels remained stable over the latter part. A total of 7,38,000 tonnes were imported by India during the year, mainly from Kenya, China, USA, Bulgaria and Romania.

The Company continues to embrace sustainability as a critical pillar of its business strategy with increased bulk material transportation, customer partnership initiatives around innovation and technology and increased waste recyclability at the manufacturing location. Initiatives around manufacturing site and employee engagement are showing positive results as demonstrated by improved employee engagement and reduced attrition at the site.

##### Sodium Bicarbonate

Sodium bicarbonate market grew by an impressive 13% in FY 2014-15; apart from the strong fundamentals of the product, cyclical growth pattern is also attributable post 2.1% growth in the previous year. Imports at 39,348 tonnes accounted for more than 20% of the market demand. Despite this, the Company has been able to maintain its leadership position in the market on the back of higher production and supplementary imports. Sodium bicarbonate production for the year stood at 93,950 tonnes against 90,331 tonnes in the previous year. **The overall sales volume for sodium bicarbonate was 88,066 tonnes for the year.** Imports showed a surge in the first half of the year with monthly volumes as high as 6,000 tonnes before settling down to 2,500 tonnes levels. Prices also softened towards the end of the period. China accounted for 87% of the imports with the balance coming from European producers.

During the year, the Company continued to invest in branded offerings of sodium bicarbonate; branded volumes now account for 31% of the portfolio. This is in line with the Company's strategy to offer value added branded variants as the domestic market matures and grows over a period of time leveraging its global product portfolio for greater consumer connect.

##### Cement

The domestic cement market remained volatile for the period of FY 2014-15 even as it recovered from the slump due to the strong infrastructure push. The cement market in Gujarat increased by 5.1% to 20.1

million tonnes during the year. Production of 4,44,834 tonnes Ordinary Portland Cement (OPC) and 66,689 tonnes masonry cement was achieved during the year. The sales volumes of OPC and masonry cement were at 4,31,738 tonnes and 65,405 tonnes respectively during the year. Development of niche grades of cement and allied downstream offerings are being explored to reduce price sensitivity.

### **Salt**

Overall, branded salt sales was to 9,56,306 tonnes in FY 2014-15. Sale of Tata Salt grew by 5.2% in volume from 7,54,955 tonnes in FY 2013-14 to 7,94,014 tonnes in FY 2014-15. Tata Salt continues to be the largest distributed brand with a reach of 1.24 million retail outlets across India.

Sale of Tata Salt Lite grew by 11.8% in volume from 12,111 tonnes in FY 2013-14 to 13,542 tonnes in FY 2014-15.

Sale of I-Shakti salt in FY 2014-15 was 1,35,382 tonnes. I-Shakti salt continues to address the iodisation movement, complementing Tata Salt.

The Company's market share of its salt portfolio has increased to 68.2% in the National Branded Salt segment, up from 67.9% in FY 2013-14.

The outlook continues to be positive with share gain from unbranded salt and regional branded players. The Company is working towards new product introductions through different salt variants and formats.

## **1.2 OVERSEAS OPERATIONS**

### **1.2.1 Tata Chemicals North America Inc.,**

Tata Chemicals North America Inc.'s (TCNA) soda ash production volumes during the year were 23,15,800 tonnes as against the previous year volume of 23,60,700 tonnes.

Sales volumes for the year were 23,62,710 tonnes as against 23,89,880 tonnes in the previous year.

TCNA's gross revenues for the year were US\$ 494.50 million (₹ 3,024.38 crore) as against US\$ 484.58 million (₹ 2,930.39 crore) in the previous year. The revenue increase is due to favourable sales mix and pricing, partially offset by lower sales volumes.

TCNA posted a healthy EBITDA for the year under review of US\$ 120.80 million (₹ 738.82 crore) as against US\$ 113.70 million (₹ 687.58 crore) during the previous year. EBITDA was higher due to favourable sales price. Profit before tax and profit after tax for the year were at US\$ 62.59 million (₹ 382.80 crore) and US\$ 26.36 million (₹ 161.21 crore) respectively as against US\$ 75.41 million (₹ 456.02 crore) and US\$ 37.09 million (₹ 224.29 crore) respectively during the previous year. PBT and PAT were down due to one-time impairment charge of US\$ 19.91 million (₹ 121.77 crore) on the investment in the Natronx joint venture.

### **1.2.2 Tata Chemicals Europe**

#### **Soda Ash and Sodium Bicarbonate**

As informed in the previous year's report, Tata Chemicals Europe (TCE) has undertaken major restructuring initiatives. These changes included the termination of existing arrangements for the purchase of steam and electricity from the Winnington power station, the acquisition of the Winnington power station, right sizing of manpower and closure of the soda ash and calcium chloride manufacturing plants at Winnington. The business restructuring activities continued during FY 2014-15. Decommissioning of redundant assets at the Winnington site was completed. Major modifications to the Winnington sodium bicarbonate plant have improved both product quality and production capacity. The continuity of soda ash supplies to key customers in the UK has been maintained following the establishment and operation of a major import facility.

Soda ash and sodium bicarbonate business delivered a sales turnover of GBP 114.30 million (₹ 1,126.40 crore) as against the GBP 142.55 million (₹ 1,371.87 crore) in the previous year.

#### **Salt**

Industrial salt business saw a challenging environment throughout the year. Under-saturated brine for much of the year resulted in poor manufacturing efficiencies which were partially mitigated by lower gas prices. However, salt continued to retain its strong market share throughout the period.

Salt business achieved a sales turnover of GBP 37.15 million (₹ 366.10 crore) for the year as against the previous year's figure of GBP 42.37 million (₹ 407.76 crore).

## BOARD'S REPORT

**Energy**

During the year, TCE made substantial progress towards delivering the improvement plan for its Combined Heat & Power (CHP) plant which was acquired in September 2013. Significant capital expenditure has been incurred on a new 14 MW steam turbine, which is due for commissioning in September 2015.

The Energy business unit recorded sales for the year of GBP 40.44 million (₹ 398.53 crore) as against GBP 38.89 million (₹ 374.27 crore) in the previous period.

TCE's overall sales turnover was GBP 164.84 million (₹ 1,624.45 crore) against the previous year's figure of GBP 191.36 million (₹ 1,841.61 crore). EBITDA for the year was at GBP 13.40 million (₹ 132.05 crore) against GBP 12.10 million (₹ 116.45 crore) in the previous year.

Loss before tax was GBP 2.32 million (₹ 22.86 crore) against the previous year loss of GBP 36.08 million (₹ 347.23 crore).

**1.2.3 Tata Chemicals Magadi Limited**

Tata Chemicals Magadi Limited's (TCML) performance improved significantly after successful restructuring of operations carried out by mothballing the Premium Ash plant (PAM), right sizing of manpower and controlling fixed cost. TCML achieved a Standard Ash (SAM) production of 3,04,698 tonnes as against 2,67,567 tonnes during the previous year. PAM production was at 66,833 tonnes as against 2,07,223 tonnes during the previous year.

SAM sales volumes for the year were at 3,01,686 tonnes as against 2,97,348 tonnes during the previous year. PAM sales volumes were at 75,417 tonnes as against 189,029 tonnes during the previous year.

TCML achieved the total sales of US\$ 87.67 million (₹ 536.19 crore) during the year as against the US\$ 105.18 million (₹ 636.05 crore) during the previous year. Sales revenue from SAM was US\$ 66.40 million (₹ 406.10 crore) while PAM sales were US\$ 17.11 million (₹ 104.64 crore), Salt and Crushed Refined Soda (CRS) sales revenue was US\$ 4.17 million (₹ 25.50 crore) during the year.

TCML achieved an EBITDA of US\$ 7.53 million (₹ 46.05 crore) compared to a loss of US\$ 5.86 million (₹ 35.43 crore) during the previous year. EBITDA improvement is achieved due to improved production and sales volumes of SAM, better prices and savings in cost of delivery.

Loss before tax was US\$ 17.51 million (₹ 107.09 crore), partly due to one-time exceptional costs relating to the mothballing of the PAM plant of US\$ 8.92 million (₹ 54.55 crore) against the previous year loss of US\$ 77.66 million (₹ 469.63 crore).

**1.2.4 Tata Chemicals International Pte. Limited**

Tata Chemicals International Pte. Limited (TCIP), Singapore holds the Company's investments in the UK, Kenya and USA in addition to carrying on the business of trading of goods.

TCIP trading sales during the year were US\$ 30.16 million (₹ 184.46 crore) compared to US\$ 31.35 million (₹ 189.58 crore) in the previous year.

**2. FERTILISER SEGMENT**

During the year, the fertiliser business posted a revenue of ₹ 6,227.26 crore against ₹ 5,187.34 crore in the previous year, registering a growth of 20.0%.

**CROP NUTRITION AND AGRI BUSINESS**

Crop Nutrition and Agri business comprises nitrogenous fertilisers i.e. urea manufactured at the Babrala plant and phosphatic fertilisers such as Di-ammonium Phosphate (DAP), NPK and Single Super Phosphate (SSP) manufactured at the Haldia plant. In addition to these, the Company imports and sells Muriate of Potash (MOP), DAP and other crop nutrition products like specialty fertilisers and organic materials. It also operates a customised fertiliser plant at Babrala. Despite an excellent manufacturing performance, the Fertiliser business continues to be under pressure due to margin compression and delay in subsidy recoveries. The subsidy outstanding as on 31st March, 2015 is at ₹ 1,971.64 crore.

**Urea**

During the year, the Babrala plant achieved a total urea production of 12,50,531 tonnes, higher by 1,13,027 tonnes compared to the previous year. The specific energy consumption level of plant improved during the year to 5.135 GCal / tonnes as against 5.203 GCal/tonnes. Higher gas cost, drop in import parity price (IPP) for urea and higher working capital charges have adversely impacted the business performance during the year.

**Complex Fertilisers (DAP / NPK / SSP)**

During the year, Haldia plant achieved a combined production of 8,68,157 tonnes of DAP, NPKs and SSP

as against the previous year's production of 7,27,114 tonnes. The sales of DAP, NPKs and SSP were 7,89,292 tonnes as against 7,18,182 tonnes in the previous year. Increased working capital charge and higher input costs have impacted the results adversely.

#### **Imported Products (DAP / MOP)**

The demand of phosphatic fertilisers was good in FY 2014-15 with production of NPKs rising steadily and with a drop in DAP domestic production. The Company sold imported DAP of 3,30,488 tonnes as against 1,89,194 tonnes in the previous year. MOP sale was at 1,23,306 tonnes against the previous year sale of 1,43,715 tonnes. Higher volumes and improved margins had positive bearings on the profitability whereas higher hedging costs and increased working capital charge impacted profitability adversely.

#### **Specialty Crop Nutrients and Agri Inputs**

Despite farmers facing increased prices of basic fertilisers, the Company managed to hold its place in this segment, driving growth in the new geographies of West and South.

#### **Customised Fertilisers**

The Company had commissioned the maiden customised fertiliser plant in the country in FY 2011-12. These are advanced fertilisers, customised for specific crop and region. The Company manufactures 4 grades of fertilisers applicable to paddy, wheat, potato and sugarcane.

The sales of customised fertilisers during the year were 28,492 tonnes as against 16,874 tonnes in the previous year. The Company continues to believe in the potential of this novel concept and will continue to invest suitable resources in a phased manner to drive acceptance amongst customers.

#### **Tata Kisan Sansar**

Tata Kisan Sansar, a dedicated network for distribution of agri inputs, provides a trustworthy store serving as a "One Stop agri inputs and services shop" to farmers. Apart from dealing in primary nutrients (Urea, DAP, MOP, NPK, etc.) and specialty fertilisers (Zinc sulphate, boron, micronutrients, calcium nitrate, organics, water soluble fertilisers, PGR, etc.), seeds (field and vegetable crops) and the entire range of pesticides, they also act as active agents in knowledge transfer and adoption of best management practices.

### **3. OTHER AGRI INPUTS**

**3.1** During the year, the Other Agri-inputs business posted a revenue on standalone basis of ₹ 369.83 crore against ₹ 340.63 crore in the previous year, registering a growth of 8.5%. The Company has expanded the network in new geographies in western and southern parts of India with increased focus on own brands.

#### **3.2 Rallis India Limited (Rallis)**

Rallis achieved a new landmark in revenues, crossing the ₹ 1,900 crore milestone on a consolidated basis. Profit before tax on a consolidated basis is ₹ 221.59 crore during the year, as compared to ₹ 214.40 crore in the previous year. Rallis earned a net profit of ₹ 157.22 crore, as against a net profit of ₹ 151.87 crore in the previous year, on a consolidated basis.

Despite challenging market conditions, the branded Domestic Formulation Business registered a growth during the year. The International Business Division contributed 28% of the overall revenues of Rallis. A number of registrations were obtained during the year and the International Business Division commercialised two products in different geographies. Rallis' effort to augment its Contract Manufacturing Business is receiving encouraging response, and several evaluations are under progress.

The share of Non-Pesticide Portfolio (NPP) sales was 33% of total revenue. The Seeds business, largely driven by the subsidiary company Metahelix Life Sciences Limited, performed well during the year. Sales grew by 37.9% to ₹ 309.99 crore during 2014-15, while profits grew by 79.3% to ₹ 16.54 crore. This business recorded impressive gains in market share, particularly in hybrid paddy and maize seeds. Rallis offers several products across all the sub-categories of Plant Growth Nutrient (PGN) and launched a new microbial bio product during the year, which helps in enhancing the soil fertility by fixing atmospheric nitrogen, thus decomposing organic wastes and thereby stimulating plant growth.

Rallis' Agri Services portfolio comprises the organic manure product GeoGreen, Samrudh Krishi (SK) initiative, More Pulses (MoPu) initiative and agri implements. During the financial year, sales of GeoGreen organic manure increased significantly, albeit on a small base. Both SK and MoPu initiatives continue to add significant value to farmers. The agri



## BOARD'S REPORT

implements presence currently consists of sprayers. During the year, Rallis has introduced state-of-the-art battery and power sprayers for test marketing in a few key markets.

#### 4. OTHERS

During the year, the 'Others' comprising pulses, spices, water purifier, nutritional solutions, etc. achieved a revenue of ₹ 283.42 crore as against ₹ 172.45 crore in the previous year, registering a growth of 64.4%.

##### Pulses

In FY 2014-15, Tata I-Shakti unpolished dal and besan business grew by 82% to reach a turnover of ₹ 239.54 crore. During the year, the product availability grew from 45,000 outlets to over 90,000 outlets in the key focus markets. The Company stepped up its focus on brand building activities and consumer awareness campaigns for promoting Tata I-Shakti unpolished dals, including the 'Dal on Call' service in 3 cities - Mumbai, Delhi and Bangalore.

In the long run, the largely unbranded pulses industry, presents a large opportunity to migrate consumers to better quality branded pulses. To ensure this consistent quality, at the sourcing end, as part of its 'Grow More Pulses' initiative with Rallis, the Company engages with 1,50,000 farmers across 4 states. The farmers associated with the initiative benefit from the Company's advisory training programmes and continue to enjoy yield increases of 20-50% through the crop cycle.

##### Spices

The Company entered the spices market with the Tata I-Shakti brand this year. Though almost 75% of the spice market in India is still unbranded, the branded segment is growing at a faster rate of 26% p.a. in terms of value. This shift from unbranded to branded segment is being driven by increasing need for convenience and hygiene. Within the branded spices market, blends are expected to outgrow pures in terms of value over the next 5 years due to increasing consumer adoption of blends.

Tata I-Shakti spices were test launched in Punjab this year, with a product portfolio of 7 blends and 3 pures. Post the test launch, the product was rolled out in Haryana and Himachal Pradesh as well, and it will be extended to other parts of the country in FY 2015-16.

##### Water Purifier

In FY 2014-15, Tata Swach non-electric storage water purifiers achieved sales of 4,02,435 units of purifiers and bulbs in aggregate with market share of 9% (Source: Market Pulse syndicated Audit March, 2015). The product expanded its reach to be available in 98 cities through 3,200 outlets.

The Tata Swach Silver nanotech storage water purifier range has touched over 1.5 million families and 7 million lives since inception with over 9.5 billion litres of water being purified over the past 5 years.

Tata Swach won the 'Economic Times-Best Promising Brands' award on the basis of parameters of brand value, brand recall and consumer satisfaction.

##### Nutritional Solutions

The objective of TCL's internal start-up, Nutritional Solutions is to offer ingredients and formulations that can be consumed as part of a daily diet to improve digestive, immune and cardiovascular health. Its first product, Fructo-oligosaccharide (FOS), is a short chain, soluble dietary fibre that is grouped with a set of products, collectively known as prebiotics. The manufacturing process for FOS, using cane sugar as the raw material and based on principles of green chemistry was developed at the Company's Innovation Centre and is under production at its green-field manufacturing plant at Sriperumbudur, near Chennai. 150 tonnes of liquid FOS was sold during the year and three product variants have been developed to cater to different customer segments. The Indian customer base spans the formal and the informal economies. The regulatory approval process for exporting FOS is in its final stages. Production will be scaled up in a phased manner from 300 MTPA to 10,000 MTPA.

#### 5. JOINT VENTURES AND ASSOCIATES

##### 5.1 Indo Maroc Phosphore S.A. (IMACID)

IMACID is a joint-venture company established in Morocco and is engaged in the manufacture of phosphoric acid. The Company has a 33.33% shareholding in IMACID, together with two other equal partners, Chambal Fertilisers and Chemicals Limited, India, and Office Cherifien Des Phosphates (OCP), Morocco. The Company secures phosphoric acid through supply from IMACID for manufacture of granulated DAP and NPK fertilisers at its Haldia facility.

For FY 2014-15, production of phosphoric acid was 3,85,666 tonnes as against 3,53,636 tonnes in the previous year.

## 5.2 JOil (Singapore) Pte. Limited (JOil)

JOil, a Jatropa plant science company, is based in Singapore in which the Company holds a 33.78% stake. JOil has been set up by Temasek Life Sciences Laboratory Limited, Temasek Life Science Ventures Pte. Limited and other investors in Singapore.

JOil continued its work in plant science research on Jatropa and also on inter-specific Hybrids with better yields which are under initial trial. JOil is also planning to setup demonstration plant in West Africa.

## 5.3 EPM Mining Ventures Inc.

The Company, through its subsidiaries, owns a 25.33% stake in EPM Mining Ventures Inc. (EPM), a company listed on the Toronto Stock Exchange, Canada.

EPM, together with its subsidiaries, operates an exploration stage entity focused on the construction and operation of a major sulphate of potash project on Sevier Lake Playa in southwestern Utah, USA. EPM is engaged in exploration, drilling, engineering, and permitting activities on its Sevier Playa Project. EPM is presently engaged in the project's feasibility study phase.

EPM has signed a Term Sheet with EMR Capital Resource Fund 1 LP (EMR) for funding of C\$ 25 million in 2 tranches and a future investment commitment of not less than C\$ 60 million, or one-third of the project equity for the project subject to achieving certain milestones.

## 5.4 Natronx Technologies LLC (Natronx)

Natronx is an equal stake (33.33%) joint venture between Tata Chemicals (Soda Ash) Partners, USA, Tronox Corporation, USA and Church & Dwight Co. Inc., USA, to build a 4,50,000 tonnes per year ground trona operation, which will produce a very small particle size, high assay sodium based sorbent that will be primarily used by coal fired electrical utilities to reduce acid gases in their air emissions. Since the original formation of the business there have been a number of challenges to the regulations required to drive demand, leading to delays in market acceptance for the technology. These delays have thus adversely impacted Natronx's sales demand and previous forecast of business performance.

## REVIEW OF IMPAIRMENT RISKS

Under the Indian Accounting Standards, a company is required to undertake impairment review of its assets and investments based on certain triggers relating to the business or operating environment.

Based on the impairment review, the Group has recognised impairment charge of goodwill of ₹ 8.52 crore and other assets (including capital work-in-progress and commitments in respect thereof) aggregating to ₹ 188.43 crore primarily relating to the overseas Chemical and Bio Fuel business. The above impairment charges do not affect any of the financial covenants of Tata Chemicals Group.

## FINANCE

During the year under review, the Company did not raise any new long term finances.

The brought forward outstanding balance of the loan against subsidy receivables of ₹ 326.10 crore, availed during February 2014 pursuant to the Special Banking Arrangement (SBA) scheme notified by the Department of Fertilisers, Government of India, was liquidated during the month of April 2014 in accordance with the SBA scheme. The SBA scheme was re-notified during the first quarter of the current financial year and accordingly, a loan of ₹ 195.85 crore was availed by the Company in June 2014 and the same was liquidated in the month of August 2014. Apart from this facility, none of the existing long term facilities were due for repayment during the year.

The pace of subsidy disbursements for fertilisers had slowed-down during the second half of the financial year, thereby, resulting in high levels of working capital. The outstanding balance of subsidy receivables as on 31st March 2015 is ₹ 1,971.64 crore as against an amount of ₹ 1,800.23 crore outstanding as on 31st March 2014.

The increased level of working capital has been funded through working capital facilities including buyers' credit. The outstanding balances of buyers' credit and working capital demand loan as on 31st March, 2015 were ₹ 915.54 crore (US\$ 146.49 million) and ₹ 50 crore respectively.

Despite the pressure on working capital due to the increasing fertiliser subsidy receivable, the Company was able to contain interest costs as a result of competitive sourcing of working capital borrowings and better cash management. The overall interest cost during the year was ₹ 186.78 crore marginally higher by ₹ 1.46 crore compared to the previous financial year.

During the year, Rallis, a subsidiary of the Company and IMACID, a joint venture, paid dividends of ₹ 23.36 crore and ₹ 43.97 crore respectively to the Company. Further,

## BOARD'S REPORT

Tata Chemicals North America Inc., a step-down subsidiary of the Company, has paid a dividend of US\$ 20 million (₹ 122.32 crore); which has been mainly utilised towards operational requirements at Tata Chemicals International Pte. Ltd, Singapore and repayment of intra group debt by the Company. Another step-down subsidiary of the Company, Tata Chemicals South Africa Pty. Limited has paid a dividend of US\$ 0.302 million (₹ 1.85 crore).

During the year, the Company's overseas subsidiary Homefield Pvt UK Ltd had raised (refinanced) a term loan of US\$ 45 million and repaid the existing debt of US\$ 44 million on due date. Further, the Company's overseas subsidiary Tata Chemicals Magadi Limited, in order to support the restructuring initiatives, had raised (refinanced) a term loan of US\$ 59 million and pre-paid the existing debt of US\$ 40 million. In both the above cases, the all-in interest rate of the new loan is cheaper than the loan being replaced. The Company's subsidiary Tata Chemicals Europe Holdings Limited which raised term facilities (bridge facilities) aggregating to GBP 140 million during the previous financial year, extended the bridge facilities by one year. In March 2015, the Company's overseas subsidiary, Tata Chemicals International Pte Ltd reduced interest costs by re-pricing its existing US\$ 200 million loan, with existing lenders. The re-pricing takes effect during FY 2015-16.

As on 31st March 2015, the Company had the following credit ratings: A Corporate Family Rating of Ba1/Stable from Moody's Investors Service and a Foreign Currency Long-Term Issuer Default Rating (IDR) of BB+ with Stable outlook from Fitch Ratings. The Company's INR denominated Non-Convertible Debentures of ₹ 250 crore are rated at AA+ and BWR AA+ (Stable) by CARE Ratings and Brickwork Ratings, respectively. The Company's long term bank facilities (i.e. fund based working capital facilities) of ₹ 765 crore and short term bank facilities of ₹ 3,580 crore are rated at AA+ and A1+, respectively, by CARE Ratings. Further, the Company's short term debt programme of ₹ 100 crore is rated at A1+ by CRISIL Ratings.

#### RELATED PARTY TRANSACTIONS

All related party transactions entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Agreement. There were no materially significant related party transactions made by the Company during the year that would have required members approval under Clause 49 of the Listing Agreement.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board has been adopted by the Company and uploaded

on the Company's website at the link: [http://tatachemicals.com/investors/policies/pdf/tcl\\_rpt\\_policy.pdf](http://tatachemicals.com/investors/policies/pdf/tcl_rpt_policy.pdf). There are no transactions to be reported in Form AOC- 2.

The details of the transactions with related parties are provided in the accompanying financial statements.

#### RISK MANAGEMENT POLICY

Risk management policy of the Company promotes a proactive approach in reporting, evaluating and resolving risks associated with the business. Mechanisms for identification and prioritisation of risks include risk survey, business risk environment scanning, inputs from the Materiality Assessment Report and focused discussions in Risk Management workshops.

Identified risks are used as one of the key inputs for the development of strategy and business plan.

The respective risk owner selects a series of actions to align risks with the Company's risk appetite and risk tolerance levels to reduce the potential impact of the risk should it occur and/or to reduce the expected frequency of its occurrence. Mitigation plans are finalised, owners are identified and progress of mitigation actions are monitored and reviewed.

The risk assessment update is provided to the Risk Management Committee (RMC) on periodical basis. RMC is appointed by the Board and comprises Directors and executives from the Company and is chaired by an Independent Director. RMC assists the Board of Directors in overseeing the Company's risk management processes and controls.

#### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR, Safety and Sustainability Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company as approved by the Board.

The Company's CSR initiative called BEACON, the guiding light, focuses on the following sectors and issues:

- Blossom : Promotion and development of traditional handicrafts
- Enhance : Poverty alleviation, livelihood enhancement and infrastructure support
- Aspire : Education and vocational skill development
- Conserve : Environment sustainability by investing in bio-diversity, natural resource management and mitigation of climate change impacts
- Nurture : Health care, nutrition, sanitation and safe drinking water

In addition, the Company will promote inclusion and women's empowerment along with responding to any disasters, depending upon where they occur and its ability to respond meaningfully.

The CSR Policy is available on the Company's website at the link: [http://tatachemicals.com/Sustainability/downloadscsr\\_policy.pdf](http://tatachemicals.com/Sustainability/downloadscsr_policy.pdf).

The Annual Report on CSR activities is annexed as **Annexure 1** to this Report.

#### VIGIL MECHANISM/ WHISTLEBLOWER POLICY

The Company has adopted a Whistleblower Policy, to provide a formal mechanism to the Directors, employees and its stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

#### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans during the year. The details of investments made during the year are given hereunder -

Sr. No.	Name of company	Nature of Transaction	(₹ in crore)
1.	The Indian Hotels Company Limited	Investment in compulsorily convertible debentures	9.00
2.	Bio Energy Venture - 1 (Mauritius) Pvt. Ltd.	Investment in preference shares	13.36
3.	Bio Energy Venture - 1 (Mauritius) Pvt. Ltd.	Share application money for investments in preference shares	9.38

The details of guarantees provided during the year are given hereunder -

Sr. No.	Nature of Transaction	(₹ in crore)
1.	Corporate Guarantee issued on behalf of Tata Chemicals Magadi Limited	440.94
2.	Corporate Guarantee issued on behalf of Tata Chemicals Europe Limited	28.41

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 ('the Act') are given in the notes to the financial statements.

The details of the policy are given in the corporate governance report and also posted on the website of the Company viz., [www.tatachemicals.com](http://www.tatachemicals.com).

#### PREVENTION OF SEXUAL HARASSMENT (POSH)

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) and the Rules framed thereunder.

Two complaints of sexual harassment were received during the year and both these complaints were investigated and resolved as per the provisions of the POSH Act. There were no complaints pending for more than 90 days during the year. 34 awareness sessions were conducted covering permanent, contractual and third party employees. One session for capability building of 7 members of the Committee constituted under the POSH Act was conducted and an online awareness training covering more than 80% leadership team and POSH members was also conducted.

## BOARD'S REPORT

### CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company and its subsidiaries, prepared in accordance with Accounting Standard 21 issued by the Institute of Chartered Accountants of India, form part of the Annual Report and are reflected in the consolidated financial statements of the Company. A statement containing the salient features of the financial statements of the subsidiary companies is attached to the financial statements in Form AOC-1.

Pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

The annual accounts of the subsidiaries and related detailed information will be kept at the registered office of the Company, as also at the registered offices of the respective subsidiary companies and will be available to investors seeking information at any time.

### SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on 31st March, 2015, the Company had 41 (direct and indirect) subsidiaries (4 in India and 37 overseas), 5 joint venture companies and 1 associate company.

During the year, the following changes have taken place in the subsidiary / joint venture (JV) companies:

- TCNA UK Limited was incorporated as a subsidiary on 22nd August, 2014
- GCSAP Canada Inc. dissolved as a subsidiary with effect from 28th May, 2014
- Brunner Mond B. V. ceased to exist as a subsidiary with effect from 11th December, 2013
- Kemax B.V. ceased to exist with effect from 11th December, 2013 (JV)

The Company has adopted a policy for determining material subsidiaries in terms of Clause 49 of the Listing Agreement. The policy is uploaded on the Company's website at the link: [http://tatachemicals.com/investors/policies/pdf/material\\_subsidary.pdf](http://tatachemicals.com/investors/policies/pdf/material_subsidary.pdf).

A report on the performance and financial position of each of the subsidiaries, joint ventures and associate as per the Act is provided in Form AOC-1 attached to the financial statements.

### DETAILS OF SIGNIFICANT MATERIAL ORDERS

No significant and material orders were passed by the regulators or the courts or tribunals impacting the going concern status and Company's operations in future.

### INTERNAL FINANCIAL CONTROLS

Internal financial control systems of the Company are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable accounting standards and relevant statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company has a well defined delegation of authority limits for approving revenue as well as expenditures. Processes for formulating and reviewing annual and long term business plans have been laid down. The Company uses an established ERP system to record day to day transactions for accounting and financial reporting.

The Audit Committee deliberated with the members of the management, considered the systems as laid down and met the statutory auditors to ascertain, *inter alia*, their views on the internal financial control systems. The Audit Committee satisfied itself on the adequacy and effectiveness of the internal financial control system as laid down and kept the Board of Directors informed.

Details of internal control system are given in the Management Discussion and Analysis Report, which forms part of the Report.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL ('KMP')

#### Directors

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Cyrus P. Mistry, Director of the Company, retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.

At the Annual General Meeting of the Company held on 21st August, 2014, the members of the Company had approved the appointment of Mr. Nusli N. Wadia, Mr. Nasser Munjee, Mr. E. A. Kshirsagar, Dr. Vijay Kelkar and Dr. Y. S. P. Thorat as Independent Directors of the Company for a term of five years or until their completing 75 years of age, whichever is earlier.

Ms. Vibha Paul Rishi was appointed as an Additional Director of the Company with effect from 1st September, 2014. During the year, the members approved her appointment as a Director as also an Independent Director for a period of 5 years from 1st September, 2014 to 31st August, 2019.

Due to other commitments, Dr. Vijay Kelkar resigned from the Company with effect from 1st April, 2015. The Board placed on record its sincere appreciation for his valuable guidance and contribution during his tenure as the Director of the Company.



All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Clause 49 of the Listing Agreement entered into with the Stock Exchanges. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules framed there under and are independent of the management.

### Key Managerial Personnel

During the year under review, the Company has designated Mr. R. Mukundan, Managing Director, Mr. P. K. Ghose, Executive Director & CFO and Mr. Rajiv Chandan, General Counsel & Company Secretary, as KMP as per the definition under Section 2(51) and Section 203 of the Act.

### Governance Guidelines

The Company has adopted governance guidelines on Board effectiveness. The governance guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Directors' term, retirement age and committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director remuneration, subsidiary oversight, Code of Conduct, Board Effectiveness Review and mandates of Board committees.

### Procedure for Nomination and Appointment of Directors

The Nomination and Remuneration Committee (NRC) is entrusted with the responsibility for developing competency requirements for the Board based on the industry and the strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

NRC makes recommendations to the Board in relation to the appointment of new directors. NRC conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. NRC is also responsible for reviewing the profiles of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

### Criteria for Determining Qualifications, Positive Attributes and Independence of a Director

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Clause 49 of the Listing Agreement is annexed as **Annexure 2** to this Report.

### Annual Evaluation of Board Performance and Performance of its Committees and of Individual Directors

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreements, the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of Board processes, participation in the long-term strategic planning, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc.

The Board and the NRC reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the Individual Director to the Board and committee meetings, preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman were evaluated, taking into account the views of executive directors and non-executive directors. This was followed by a Board meeting that discussed on the performance of the Board, its Committees and Individual Directors.

### REMUNERATION POLICY

The Company has adopted a remuneration policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and Clause 49 of the Listing Agreement. The remuneration policy is annexed as **Annexure 3** to this Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external consultant(s) and the reviews performed by management and the relevant Board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15.

## BOARD'S REPORT

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement, the Management Discussion and Analysis and the Corporate Governance Report, as required under Clause 49 of the Listing Agreement, is presented in a separate section forming part of the Annual Report.

#### INFORMATION TECHNOLOGY

The Company's Information Technology (IT) infrastructure is continuously reviewed and renewed in line with the development in technology and its requirements. The Company has also implemented common ERP programme across all its wholly owned operating subsidiaries.

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as

required to be disclosed pursuant to the provisions of Section 134 of the Act read with Rule 8 of the Companies (Accounts Rules), 2014, are provided and annexed as **Annexure 4** to this Report.

#### PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure 5** to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report. Further, the report and the financial statements are being sent to the members excluding the aforesaid statement. In terms of Section 136 of the Companies Act, 2013, the said statement is open for inspection at the registered office of your Company. Any member interested in obtaining such particulars may write to the General Counsel & Company Secretary at the registered office of the Company. Further, the details are also available on the Company's website [www.tatachemicals.com](http://www.tatachemicals.com).

#### AUDITORS

##### I. Auditors and their report:

In the last AGM held on 21st August, 2014, M/s. Deloitte Haskins & Sells, Chartered Accountants, LLP (DHS LLP) were appointed statutory auditors of the Company for a period of three years. Ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

The Auditors' report of the statutory auditors does not contain qualifications, adverse or disclaimer remarks. The emphasis of matter in the Auditors' Report on the consolidated financial statements is self-explanatory and therefore do not call for any further comments.

##### II. Cost Auditors and Cost Audit report:

As per the Cost Audit Orders, Cost Audit is applicable to the Company's products i.e. Fertilisers, Mineral products including Cement and Inorganic chemicals.

In view of the same and in terms of the provisions of Section 148 and all other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. N. I. Mehta & Co; and M/s Ramanath Iyer and Co; Cost Accountants, have been appointed

as cost auditors to conduct the audit of cost records of the Company for the financial year 2015-16. The remuneration proposed to be paid to them requires ratification of the members of the Company. In view of this, your ratification for payment of remuneration to cost auditors is being sought at the ensuing AGM.

### III. Secretarial audit

In terms of Section 204 of the Act and Rules made there under, M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed secretarial auditors of the Company. The report of the secretarial auditors is annexed as **Annexure 6** to this Report. The report is self-explanatory and does not call for any further comments.

## DISCLOSURES

### i. Details of Board meetings

During the year, 10 (ten) Board meetings were held. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

### ii. Composition of Audit Committee:

The Board has constituted the Audit Committee comprising Mr. Nasser Munjee as the Chairman and Mr. R. Gopalakrishnan, Mr. E.A. Kshirsagar and Dr. Y. S. P. Thorat as the Members. Further details of the Committee are given in the Corporate Governance Report.

### iii. Composition of CSR, Safety and Sustainability Committee

The Board has constituted the CSR, Safety and Sustainability Committee comprising Mr. Prasad R. Menon as the Chairman and Mr. Nasser Munjee, Dr. Y. S. P. Thorat and Mr. R. Mukundan as the Members.

### iv. Fixed Deposits

The Company has not accepted the deposits from the public falling in the ambit of Section 73 of the Act and The Companies (Acceptance of Deposits) Rules, 2014.

### EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Act and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in Form MGT 9 is annexed as **Annexure 7** to this Report.

### ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for their continued support and co-operation by financial institutions, banks, government authorities and other stakeholders. Your Directors also acknowledge the support extended by the Company's unions and all the employees for their dedicated service.

**On behalf of the Board of Directors**

**CYRUS P. MISTRY**  
Chairman

Mumbai, 27th May, 2015

## Annual Report on CSR Activities

[Pursuant to Section 135 of the Act &amp; Rules made thereunder]

## A. CSR Report:

1.	A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.	<p>Tata Chemicals Limited (the 'Company') is committed to upholding the highest standards of CSR. We strive to improve the quality of life of the communities we serve, through long term stakeholder value creation. We believe in positively impacting the environment and supporting the communities we operate in, focusing on sustainability of our programmes and empowerment of our communities.</p> <p>The Company has framed a CSR Policy in compliance with the provisions of the Act, which is available on the Company's website and the web link is given below:</p> <p><a href="http://www.tatachemicals.com/Sustainability/downloads/csr_policy.pdf">http://www.tatachemicals.com/Sustainability/downloads/csr_policy.pdf</a></p>
2.	The Composition of the Committee.	<ol style="list-style-type: none"> <li>Mr. Prasad R. Menon (Chairman)</li> <li>Mr. Nasser Munjee</li> <li>Dr. Y. S. P. Thorat</li> <li>Mr. R. Mukundan</li> </ol>
3.	Average net profit of the Company for last three financial years	₹ 583.01 crore (as per Section 198 of the Companies Act, 2013)
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	₹ 11.66 crore
5.	Details of CSR spent for the financial year: <ol style="list-style-type: none"> <li>Total amount spent for the financial year</li> <li>Amount unspent, if any</li> <li>Manner in which the amount spent during the financial year is detailed below</li> </ol>	<p>₹ 10.20 crore</p> <p>₹ 1.46 crore</p> <p>The manner in which the amount is spent is detailed in Part B to this Annexure.</p>
6.	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.	<p>Funds have been allocated to on-going projects that are being implemented over 2-3 years. Expenditure is being done based on implementation status of the projects.</p> <p>Out of unspent amount of ₹ 1.46 crore, around ₹ 1.00 crore actual expenditure has been realised in the month of April 2015 and has not been accounted in FY 2014-15 expenditure.</p>
7.	A responsibility statement of the Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.	The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

## B. CSR expenditure for FY 2014-15

Sl. No	CSR project / Activity Identified	Sector in which the Project is covered	Projects or programs	Amount Outlay (budget) project or programme wise (₹ In Lakh)	Amount spent on projects 1. Direct expenditure on project 2. Overheads (₹ In Lakh)	Cumulative Expenditure upto reporting period (as on 31.03.2015) (₹ In Lakh)	Amount spent Direct by Organisation / Implementing Agency
			Local Area/ District and State				
1.	Okhai and cluster development programme	Promotion and development of traditional handicrafts	Mithapur: Devbhoomi Dwarka, Gujarat Babrala: Sambal, Uttar Pradesh Haldia: Midnapur, W Bengal	65.27	70.66	70.66	Amount spent through the following channels: <b>Direct, Internal and External Implementation Agencies.</b>
2.	Poverty alleviation programmes	Poverty alleviation, livelihood enhancement and infrastructure support	Mithapur: Devbhoomi Dwarka, Gujarat Babrala: Sambal, Uttar Pradesh Haldia: Midnapur, W Bengal Mumbai : Maharashtra NCR: Delhi	142.69	115.23	115.23	
3.	Infrastructure support programme			101.42	82.36	82.36	
4.	Education and vocational skill development programmes	Education and vocational skill development	Mithapur: Devbhoomi Dwarka, Gujarat 6 districts, Gujarat Babrala: Sambal, Uttar Pradesh Haldia: Midnapur, W Bengal Bhopal: Madhya Pradesh, Mumbai: Maharashtra, Patna: Bihar, Ahmedabad: Gujarat, Bangalore: Karnataka	284.23	185.15	185.15	<b>Direct:</b> • Tata Chemicals
5.	Natural Resource Management and Dharti Ko arpan	Environmental sustainability	Mithapur: Devbhoomi Dwarka, Gujarat Babrala: Sambal, Uttar Pradesh Haldia: Midnapur, W Bengal Mumbai : Maharashtra NCR: Delhi	284.61	207.46	207.46	<b>Implementation Agencies Internal:</b> • Tata Chemicals Society for Rural Development (TCSR) • OKHAI- Centre for Empowerment • UDAY Foundation • Tata Chemicals Golden Jubilee Trust (TCGJT) • Employee volunteers
6.	Health care, drinking water and sanitation projects	Health care, nutrition, sanitation and safe drinking water	Mithapur: Devbhoomi Dwarka, Gujarat Babrala: Sambal, Uttar Pradesh Haldia: Midnapur, W Bengal Mumbai : Maharashtra NCR: Delhi	225.52	209.19	209.19	<b>Implementation Agencies External:</b> • Government agencies • Local Panchayats • NGOs Community based organisation • Skill development agencies • Environment Conservation Groups • Other Resource agencies
7.	Affirmative action for the socially backward communities and Self- help group promotion	Inclusive growth and empowerment	Mithapur: Devbhoomi Dwarka, Gujarat Babrala: Sambal, Uttar Pradesh Haldia: Midnapur, W Bengal	135.48	76.31	76.31	
8.	Technology incubation and pilots (UD Project)	Innovation technology	Babrala, Sambal, Uttar Pradesh	25.00	-	-	
9.	Need Based (Disaster and other relief)/ donations	Jammu and Kashmir flood Relief	Jammu and Kashmir	10.00	15.32	15.32	
10.	Administration and miscellaneous expenses			50.00	57.83	57.83	
<b>TOTAL</b>				<b>1,324.22</b>	<b>1,019.51</b>	<b>1,019.51</b>	

**R. Mukundan**  
Managing Director

**Prasad R. Menon**  
Chairman-CSR, Safety and Sustainability Committee

Mumbai, 27th May, 2015



## Criteria for Determining Qualifications, Positive Attributes and Independence of Directors

### 1. Definition of Independence

- A director will be considered as an "independent director" if the person meets with the criteria for 'independent director' as laid down in the Companies Act, 1913 and Clause 49 (as may be applicable).

- The definition of Independence as provided in the Act and Clause 49 is as follows:

"An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director,—

- who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- who is or was not a promoter of the company or its holding, subsidiary or associate company;
  - who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- who has or had no pecuniary relationship with the company, its holding subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- who, neither himself nor any of his relatives-
  - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in

which he is proposed to be appointed;

- is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of -
  - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- holds together with his relatives two per cent. or more of the total voting power of the company; or
- is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
- is a material supplier, service provider or customer or a lessor or lessee of the company;
- who is not less than 21 years of age."

- Current and ex-employees of a Tata company<sup>1</sup> may be considered as independent only if he/ she has or had no pecuniary relationship with any Tata company (due to employment/ receipt of monthly pension by way of Special Retirement Benefits/ holding consultant or advisor positions) during the two immediately preceding financial years or during the current financial year.

### 2. Qualifications of Directors

- Boards will ensure that a transparent board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender.

<sup>1</sup> "Tata Company" shall mean every company in which Tata Sons Limited or Tata Industries Limited or any company promoted by Tata Sons Limited or Tata Industries Limited is promoter or a company in which such companies whether singly or collectively hold directly or indirectly 26% or more of the paid-up equity share capital OR in which the shareholding of such companies represents the largest Indian holding apart from holdings of financial institutions/ mutual funds OR a company which is permitted by Tata Sons Limited to use the Tata brand name.

- It is expected that boards have an appropriate blend of functional and industry expertise.
- While recommending appointment of a director, it is expected that the Nomination and Remuneration Committee ("NRC") consider the manner in which the function and domain expertise of the individual contributes to the overall skill-domain mix of the Board.
- Independent Directors ("ID") ideally should be thought/ practice leaders in their respective functions/ domains.

### 3. Positive attributes of Directors

Directors are expected to comply with duties as provided in the Act. For reference, the duties of the Directors as provided by the Act are as follows:

- 1) "Act in accordance with the articles of the company.
- 2) Act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- 3) Exercise duties with due and reasonable care, skill and diligence and exercise independent judgment.
- 4) Not be involved in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- 5) Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.
- 6) Not assign his office."

Additionally, the Directors on the Board of a Tata Company are also expected to demonstrate high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgment.

IDs are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to section 149(8) of the Act. The Code specifies the guidelines of professional conduct, role and function and duties of Independent Directors. The guidelines of professional conduct specified in the Code are as follows:

"An independent director shall:

- 1) uphold ethical standards of integrity and probity;
- 2) act objectively and constructively while exercising his duties;
- 3) exercise his responsibilities in a bona fide manner in the interest of the company;
- 4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- 5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- 6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- 7) refrain from any action that would lead to loss of his independence;
- 8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- 9) assist the company in implementing the best corporate governance practices."

**On behalf of the Board of Directors**

**CYRUS P. MISTRY**  
Chairman

Mumbai, 27th May, 2015

### Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

The philosophy for remuneration of directors, Key Managerial Personnel ("KMP") and all other employees of Tata Chemicals Limited ("Company") is based on the commitment of fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and Clause 49(IV)(B)(1) of the Equity Listing Agreement ("Listing Agreement"). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act, which are as under:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals"

Key principles governing this remuneration policy are as follows:

➤ **Remuneration for independent directors and non-independent non-executive directors**

- Independent directors ("ID") and non-independent non-executive directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits.
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain

and motivate directors aligned to the requirements of the company (taking into consideration the challenges faced by the Company and its future growth imperatives).

- Overall remuneration should be reflective of size of the company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration.
- Overall remuneration practices should be consistent with recognised best practices.
- Quantum of sitting fees may be subject to review on a periodic basis, as required.
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
- In addition to the sitting fees and commission, the company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board/ Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organised by the Company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

<sup>1</sup> Excludes employees covered by any long term settlements or specific term contracts. The remuneration for these employees would be driven by the respective long term settlements or contracts.

➤ **Remuneration for managing director ("MD")/ executive directors ("ED")/ KMP/ rest of the employees'**

The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be-

- Market competitive (market for every role is defined as companies from which the company attracts talent or companies to which the company loses talent)
- Driven by the role played by the individual
- Reflective of size of the company, complexity of the sector/ industry/ company's operations and the company's capacity to pay
- Consistent with recognised best practices and
- Aligned to any regulatory requirements.

In terms of remuneration mix or composition,

- The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- In addition to the basic/ fixed salary, the company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimisation, where possible. The company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalisation through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
- The Company provides retirement benefits as applicable.

- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the company provides MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.
- The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the company.

➤ **Remuneration payable to Director for services rendered in other capacity**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:

- a) The services rendered are of a professional nature; and
- b) The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.

➤ **Policy implementation**

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

**On behalf of the Board of Directors**

**CYRUS P. MISTRY**  
Chairman

Mumbai, 27th May, 2015

## Conservation of Energy and Technology Absorption

### (A) CONSERVATION OF ENERGY

#### (i) Steps taken or Impact on Conservation of Energy:

- Optimisation of tailing waste usage in clinkerisation process to reduce specific heat consumption in cement plant.
- Up gradation of kiln gas analysers to maintain optimum oxygen levels in cement plant.
- Installation of thermascope (burning zone camera) to improve clinker quality and optimise fuel consumption.
- Relining of soda ash vertical shaft for better energy utilisation
- Upgradation of 20 MVA transformer and 66 KV yard equipment
- Upgradation of relay and electro static precipitator transformer
- Installation of the flash vessel to generate low pressure steam from the heat recovery steam generation blow down
- Installation of casale high efficiency trays in the urea reactor
- New compressor to reduce the power consumption from 55 KW to 28 KW
- Coal consumption reduced from 20 Kg/ tonne to 17 kg /tonne
- Variable frequency drive was installed for phos acid transfer
- Energy saver devices were installed in Complex Phosphatic Fertiliser (CPF) warehouse and SSP bagging lighting circuits
- LED hand lamps used in place of conventional incandescent hand lamps

#### (ii) Steps taken by the Company for utilising alternate sources of energy:

- Solar lighting
- Installation of solar photovoltaic cells of 50 KW power rating

#### (iii) Capital Investment on Energy Conservation Equipment:

(₹ in crore)		
Sr. No.	Description	Investment
1.	Relining of soda ash vertical shaft kiln	1.15
2.	Upgradation of relay and ESP transformer	0.86
3.	Upgradation of 20 MVA transformer and 66 KV yard equipment	0.65
4	Energy conservation equipment	7.61
<b>Total</b>		<b>10.27</b>

### (B) TECHNOLOGY ABSORPTION

#### (i) Efforts made towards Technology Absorption:

- Production of Kainite type mixed salt from sea bitterns.
- Commissioning of 3 TPD Sulphate of Potash (SOP) test bed pilot plant in progress.
- Commissioning of magnesium oxide test bed pilot plant in progress.
- Existing Supervisory Control and Data Acquisition (SCADA) further optimised to hook up with field Programmable Logic Controller (PLC) for centralised monitoring of process parameters and generating reports.
- Existing resin columns and resin (both cationic and anionic) are replaced with columns of different design and different grade of resins to improve the performance of resin treatment section and to improve product quality.



(ii) **Benefits derived like product improvement, cost reduction, product development or import substitution:**

- Data generation for process scale up and commercial plant feasibility evaluation for the production of SOP from sea bittens.
- R&D efforts to attain objectives of cost reduction, energy conservation, waste minimisation / recycling and reuse, developing processes for value added products and reduction in carbon footprints for environmental improvement.
- Centralised monitoring of the processes in SCADA, generation of reports from the system and root cause analysis of the process problems.
- Arresting the drop in purity of the product during the resin treatment, elimination in reprocessing of material because of effective ionic impurity removal.

(iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

(a)	The details of technology imported	Dry bromine technology-De Dietrich	Salt harvester by M/s Viemka Greece
(b)	The year of import	2013	2014
(c)	Whether the technology been fully absorbed	Yes	Yes
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA	NA

(iv) **Expenditure incurred on Research and Development:**

	₹ in crore	
	2014-15	2013-14
Capital expenditure	51.07	0.80
Revenue expenditure	21.55	17.42
	<u>72.62</u>	<u>18.22</u>
Total R&D expenditure as a percentage of net sales	0.72%	0.21%

(C) **FOREIGN EXCHANGE EARNINGS AND OUTGO**

The foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows:

	₹ in crore	
	2014-15	2013-14
1. Foreign exchange earned	104.00	71.71
2. Outgo of foreign exchange	4,168.82	2,992.24

**On behalf of the Board of Directors**

**CYRUS P. MISTRY**  
Chairman

Mumbai, 27th May, 2015

### Disclosure of Managerial Remuneration

- A. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 2014-15 as well as the percentage increase in remuneration of each Director, Chief Financial Officer (CFO) and Company Secretary is as under:**

Name of Director	Ratio to median remuneration	% change in remuneration over previous year
<b>Non-Executive Directors</b>		
Mr. Cyrus P. Mistry	0.58:1	16.67
Mr. R. Gopalakrishnan	12.75:1	21.43
Mr. Nusli N. Wadia	7.83:1	57.98
Mr. Prasad R. Menon	6.12:1	No change
Mr. Nasser Munjee	11.66:1	20.69
Mr. E. A. Kshirsagar	8.87:1	50.00
Dr. Y. S. P. Thorat	9.37:1	136.22
Dr. Vijay L. Kelkar (Resigned w.e.f. 1st April, 2015)	2.75:1	(12)
Ms. Vibha Paul Rishi (Appointed w.e.f. 1st September, 2014)	2.75:1	N.A.
<b>Executive Directors</b>		
Mr. R. Mukundan, Managing Director	82.72:1	14.61
Mr. P. K. Ghose, Executive Director and CFO	65.17:1	19.74

*Note : Remuneration includes sitting fees and commission. Commission relates to the financial year ended 31st March, 2015, which will be paid during FY 2015-16.*

The percentage increase in remuneration of Mr. Rajiv Chandan, General Counsel & Company Secretary is 13.33%.

- B. Percentage increase in the median remuneration of employees in the FY 2014-15:** 10%
- C. Number of permanent employees on the rolls of the Company as on 31st March, 2015:** 3,067
- D. Explanation on the relationship between average increase in remuneration and Company performance:**

The alignment between the performance of the Company and employee remuneration is built into the design of the compensation and reward policies. The Company's compensation philosophy is based on the principle of Pay for Performance while maintaining internal equity and external parity. In the design of the Company's Performance Management System (PMS), the business goals set in the beginning of the year are cascaded from the Company's strategic objectives and further deployed to the individuals as Key Result Areas for the year. Post the completion of the annual appraisal process, the final performance grade is used as an input to compute the annual compensation revision as well as performance pay applicable to the individual. The salary increases are a function of market competitiveness in the relevant sector, as well as the Company's overall business strategy and affordability. The Performance Pay Scheme for Officers and above has different weightages appropriately assigned to the Company, SBU / Function and individual performance factors across varying levels reflecting the role and responsibilities.

- E. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2014-15 (₹ crore)	7.96
Revenue (₹ crore)	10,082
Remuneration of KMPs (as % of revenue)	0.079
Profit before Tax (PBT) (₹ crore)	854
Remuneration of KMP (as % of PBT)	0.932

- F. Details of share price and market capitalisation:**

**The details of variation in the market capitalisation and price earnings ratio as at the closing date of the current and previous financial years are as follows:**

	As on 31st March, 2015	As on 31st March, 2014	% Change
Market Capitalisation (₹ crore)	11,300	7,317	54.4
Price Earnings Ratio	17.71	16.68	6.17

**Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies:**

The last public issue was in 1990 by way of Partly Convertible Debentures (PCD) which were converted into ordinary shares of ₹ 10 each at a premium of ₹ 40, aggregating ₹ 50 per ordinary shares, in FY 1993-94. The Company had issued bonus shares to its members in the ratio 3:5 in the FY 1995-96. Accordingly, the share price per ordinary shares is adjusted post bonus issue. The closing market price of the ordinary shares of the Company as on 31st March, 2015 on the National Stock Exchange of India Limited was ₹ 443.55 per share of face value of ₹ 10/- each, representing an increase of 1,319% over the period.

**G. Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration:**

	% change in remuneration
Average increase in salary of employees (other than managerial personnel)	10.89
Average increase in remuneration of managerial personnel	16.81

**H. Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

	Mr. R. Mukundan Managing Director	Mr. P. K. Ghose Executive Director & CFO	Mr. Rajiv Chandan General Counsel & Company Secretary
Remuneration in FY 2014-15 (₹ crore)	3.97	3.13	0.86
Revenue (₹ crore)	10,082		
Remuneration of each KMP as % of Total Revenue	0.039	0.031	0.008
Profit Before Tax (₹ crore)	854		
Remuneration of each KMP as a % of PBT	0.464	0.367	0.100

**I. Key parameters for the variable component of remuneration availed by the Directors:**

**Remuneration paid to Non-Executive Directors:**

The variable component of Non-Executive Directors' remuneration consists of commission. The distribution of commission among the Non-Executive Directors is recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board. The NRC will recommend to the Board the quantum of commission for each Director based on the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee meetings, role and responsibility as Chairman/member of the Board/Committee, individual contributions at the meetings and contributions made by Directors other than in meetings.

**Commission to the Managing Director and Executive Director & CFO:**

The NRC evaluates the performance of the Managing Director and Executive Director & CFO by setting their Key Performance Objectives at the beginning of each financial year. The NRC recommends to the Board the compensation of the Managing Director and Executive Director & CFO based on their performance during the year vis-à-vis the Key Performance Objectives. The NRC ensures that the overall compensation package is in accordance with applicable laws, in line with the Company's objectives, shareholders' interests, industry standards and have an adequate balance between fixed and variable component.

**J. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.**

No employee of the Company receives remuneration in excess of the highest paid director of the Company.

**K. Affirmation:**

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

**On behalf of the Board of Directors**

**CYRUS P. MISTRY**  
Chairman

Mumbai, 27th May, 2015

**FORM No. MR-3****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**TATA CHEMICALS LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tata Chemicals Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit and the representations made by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (e) The other regulations of the Securities and Exchange Board of India as may be applicable to the Company.
- (vi) Other laws applicable to the Company as per the representations made by the Management.

We have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with BSE Limited and The National Stock Exchange of India Limited.
- (ii) Secretarial Standards with respect to Board and General meetings of The Institute of Company Secretaries of India were not in force as on the date of this report.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above. However, the Company has an unspent amount during the year in the amount to be spent towards Corporate Social Responsibility.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the Management, were taken unanimously.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the

Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations guidelines etc.

We further report that during the audit period there were no major events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For Parikh & Associates**

Company Secretaries

Place : Mumbai

Jigyasa N. Ved

Date : 27th May, 2015

Partner

FCS No: 6488 CP No: 6018

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

#### 'Annexure A'

To,

The Members,

**TATA CHEMICALS LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh & Associates**

Company Secretaries

Place : Mumbai

Jigyasa N. Ved

Date : 27th May, 2015

Partner

FCS No: 6488 CP No: 6018



## Extract of Annual Return

## Form No. MGT-9

as on the financial year ended on 31st March, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

<b>I. REGISTRATION AND OTHER DETAILS</b>		
i)	CIN	L24239MH1939PLC002893
ii)	Registration Date	23rd January,1939
iii)	Name of the Company	TATA CHEMICALS LIMITED
iv)	Category / Sub-Category of the Company	Public Company/ Limited by shares
v)	Address of the Registered Office and contact details	Bombay House 24, Homi Mody Street, Fort Mumbai – 400 001 Telephone: + 91 22 6665 8282 Fax: +91 22 6665 8144 website: www.tatachemicals.com
vi)	Whether listed company (Yes/ No)	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agents (RTA), if any	TSR Darashaw Limited Unit: Tata Chemicals Limited 6 – 10 Haji Moosa Patrawala Industrial Estate 20 Dr. E Moses Road Near Famous Studio Mahalaxmi Mumbai – 400 011 Telephone: +91 22 6656 8484 Fax: +91 22 6656 8494 email: csg-unit@tsrdarashaw.com website: www.tsrdarashaw.com
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>		
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-		Annexure A
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>		
<b>IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>		
i)	Category-wise Shareholding	Annexure C
ii)	Shareholding of Promoters	
iii)	Change in Promoters' Shareholding (please specify, if there is no change)	
iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	
v)	Shareholding of Directors and Key Managerial Personnel	
<b>V. INDEBTEDNESS</b>		
Indebtedness of the Company including interest outstanding/accrued but not due for payment		Annexure D
<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>		
A.	Remuneration to Managing Director, Whole-time Directors and/or Manager	Annexure E
B.	Remuneration to other directors	
C.	Remuneration to Key Managerial Personnel other than MD/ Manager/ Whole Time Director	
<b>VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES</b>		
		Annexure F

## Annexure A

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Urea	20121	22%
2.	Diammonium Phosphate (DAP)	20123	15%
3.	Soda Ash	20122	15%
4.	Nitrogen Phosphate Potash (NPK)	20129	14%
5.	Vacuum and Iodised Salt	08932	11%

## Annexure B

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Rallis India Limited 156/ 157, 15th Floor, Nariman Bhavan 227, Nariman Point, Mumbai - 400 021	L36992MH1948PLC014083	Subsidiary	50.06%	2(87)(ii)
2.	Bio Energy Venture -1 ( Mauritius) Pvt. Ltd., IFS Court TwentyEight, Cybercity, Ebene, Mauritius	Not applicable	Subsidiary	100%	2(87)(ii)
3.	Homefield Pvt. UK Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
4.	Tata Chemicals Africa Holdings Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
5.	Tata Chemicals South Africa (Pty) Limited 140 Johnstone Road, Maydon Wharf Durban 4001	Not applicable	Subsidiary	100%	2(87)(ii)
6.	Tata Chemicals Magadi Limited Mond House Winnington, Northwich, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
7.	Magadi Railway Company Limited PO Box 1, Magadi, Lake Magadi, Kenya	Not applicable	Subsidiary	100%	2(87)(ii)
8.	Homefield 2 UK Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
9.	Tata Chemicals (Europe ) Holdings Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
10.	Cheshire Salt Holdings Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
11.	Cheshire Salt Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
12.	British Salt Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
13.	Brinefield Storage Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
14.	Cheshire Cavity Storage 2 Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)

**BOARD'S REPORT**

<b>Sl. No.</b>	<b>Name and Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of Shares Held</b>	<b>Applicable Section</b>
15.	Cheshire Compressor Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
16.	Irish Feeds Limited Sinclair Wharf, Stormont Road, Belfast, BT3 9AA	Not applicable	Subsidiary	100%	2(87)(ii)
17.	New Cheshire Salt Works Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
18.	Brunner Mond Group Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
19.	Tata Chemicals Europe Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
20.	Winnington CHP Limited Mond House, Winnington, Northwich Cheshire, UK, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
21.	Brunner Mond Generation Company Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
22.	Brunner Mond Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
23.	Northwich Resource Management Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
24.	Gusiate Holdings (UK) Limited Mond House, Winnington, CW8 4DT	Not applicable	Subsidiary	100%	2(87)(ii)
25.	Valley Holdings Inc. 100 Enterprise Drive, 7th Floor, Suite 701, Rockaway, New Jersey 07866, USA	Not applicable	Subsidiary	100%	2(87)(ii)
26.	Tata Chemicals North America Inc. 100 Enterprise Drive, 7th Floor, Suite 701, Rockaway, New Jersey 07866, USA	Not applicable	Subsidiary	100%	2(87)(ii)
27.	TCNA (UK) Limited 21, Holborn, Viaduct London EC1A 2DY	Not applicable	Subsidiary	100%	2(87)(ii)
28.	General Chemical International Inc. 100 Enterprise Drive, 7th Floor, Suite 701, Rockaway, New Jersey 07866, USA	Not applicable	Subsidiary	100%	2(87)(ii)
29.	General Chemical (Great Britain) Limited 21 Holborn Viaduct, London, EC1A 2DY, England	Not applicable	Subsidiary	100%	2(87)(ii)
30.	NHO Canada Holdings Inc. 100 Enterprise Drive, 7th Floor, Suite 701, Rockaway, New Jersey 07866, USA	Not applicable	Subsidiary	100%	2(87)(ii)
31.	General Chemical Canada Holding Inc. Blake, Cassels & Graydon, Box 25, Commerce Court West, 199 Bay Street, Toronto ON M5L 1A9, Canada	Not applicable	Subsidiary	100%	2(87)(ii)
32.	TCSAP Holdings* 100 Enterprise Drive, 7th Floor, Suite 701, Rockaway, New Jersey 07866, USA	Not applicable	Subsidiary	75%	2(87)(ii)
33.	TCSAP LLC 100 Enterprise Drive, 7th Floor, Suite 701, Rockaway, New Jersey 07866, USA	Not applicable	Subsidiary	75%	2(87)(ii)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
34.	Tata Chemicals (Soda Ash) partners (TCSAP)* 100 Enterprise Drive, 7th Floor, Suite 701, Rockaway, New Jersey 07866, USA	Not applicable	Subsidiary	75%	2(87)(ii)
35.	Tata Chemicals International Pte. Ltd 143 CECIL STREET, #25-01 GB BUILDING, SINGAPORE (069542)	Not applicable	Subsidiary	100%	2(87)(ii)
36.	Grown Energy Zambeze Holdings Pvt. Ltd IFS Court TwentyEight, Cybercity, Ebene, Mauritius	Not applicable	Subsidiary	100%	2(87)(ii)
37.	Grown Energy (Pty) Limited 87 Michelle Avenue, Randhart, Alberton, 1450	Not applicable	Subsidiary	100%	2(87)(ii)
38.	Grown Energy Zambeze Limitada Beira, Praca do Municipio, 5º andar, Cidade da Beira	Not applicable	Subsidiary	95%	2(87)(ii)
39.	Rallis Chemistry Exports Ltd.** 156/ 157, 15th Floor, Nariman Bhavan 227, Nariman Point, Mumbai - 400 021	U74990MH2009PLC193869	Subsidiary	100%	2(87)(ii)
40.	Metahelix Life Sciences Ltd. (Metahelix)@ Plot No: 3, K.A.I.A.D, 4th Phase Bommasandra, Bangalore 560 099	U73100KA2000PLC028246	Subsidiary	80.51%	2(87)(ii)
41.	Zero Waste Agro Organics Ltd (ZWAOL)# 701, North Kasaba, Solapur 413 002	U01400PN2011PLC141307	Subsidiary	73.59%	2(87)(ii)
42.	Indo Maroc Phosphore S.A. Immeuble OCP -1, Rue Alabtal Erraha , Casablanca, Maroc	Not applicable	Joint Venture	33.33%	2(6)
43.	Alcad^ 100 Enterprise Drive, 7th Floor, Suite 701, Rockaway, New Jersey 07866, USA	Not applicable	Joint Venture	50%	2(6)
44.	JOil (S) Pte. Ltd. 1 Research Link, Singapore 117604	Not applicable	Joint Venture	33.78%	2(6)
45.	The Block Salt Company Limited& Harvey Softeners Limited, Hipley Street, Old Woking, Surrey, GU22 9LQ	Not applicable	Joint Venture	50%	2(6)
46.	Natronx Technologies LLC\$ Princeton South Corporate Park, 500 Charles Ewing Boulevard, Ewing, New Jersey 08628, USA	Not applicable	Joint Venture	33.3%	2(6)
47.	EPM Mining Ventures Inc 200-204 Lambert Street, Whitehorse, YT Y1A, 3T2	Not applicable	Associate	25.33%	2(6)

\* a general partnership formed under the laws of the State of Delaware (USA).

\*\* Rallis India Limited (Rallis), a subsidiary of the Company, is holding 100%

@ Rallis, a subsidiary of the Company is holding 80.51%

# Rallis, a subsidiary of the Company is holding 73.59%

^ TCSAP, subsidiary, is holding 50%

& New Cheshire Salt Works Limited, subsidiary of the Company is holding 50%

\$ TCSAP, subsidiary of the Company is holding 33.3%

## BOARD'S REPORT

Annexure C

## IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

## (i) Category-wise Shareholding

Category code (I)	Category of Shareholder (II)	Number of shares held at the beginning of the year				Number of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>(A)</b>	<b>Promoters (including Promoter Group)</b>									
<b>(1)</b>	<b>Indian</b>									
(a)	Individuals / Hindu Undivided Family	-	-	-	-	-	-	-	-	-
(b)	Central Government	-	-	-	-	-	-	-	-	-
(c)	State Governments(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corporate	7,87,51,492	200	7,87,51,692	30.91	7,85,51,492	200	7,85,51,692	30.83	(0.08)
(e)	Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	- Trust	3,74,165	-	3,74,165	0.15	3,74,165	-	3,74,165	0.15	-
	<b>Sub-Total (A) (1)</b>	<b>7,91,25,657</b>	<b>200</b>	<b>7,91,25,857</b>	<b>31.06</b>	<b>7,89,25,657</b>	<b>200</b>	<b>7,89,25,857</b>	<b>30.98</b>	<b>(0.08)</b>
<b>(2)</b>	<b>Foreign</b>									
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
(e)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>7,91,25,657</b>	<b>200</b>	<b>7,91,25,857</b>	<b>31.06</b>	<b>7,89,25,657</b>	<b>200</b>	<b>7,89,25,857</b>	<b>30.98</b>	<b>(0.08)</b>
<b>(B)</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual Funds	1,13,52,127	3,214	1,13,55,341	4.46	2,84,99,468	3,194	2,85,02,662	11.19	6.73
(b)	Banks / Financial Institutions	7,52,402	83,462	8,35,864	0.33	4,40,059	83,355	5,23,414	0.20	(0.13)
(c)	Central Government	2,000	-	2,000	-	4,32,492	-	4,32,492	0.17	0.17
(d)	State Governments(s)	-	71,598	71,598	0.03	-	71,598	71,598	0.03	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	4,46,37,087	402	4,46,37,489	17.52	3,73,55,283	402	3,73,55,685	14.66	(2.86)
(g)	Foreign Institutional Investors	5,56,67,697	2,600	5,56,70,297	21.85	4,78,10,403	2,600	4,78,13,003	18.77	(3.08)
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	- Foreign Nationals - DR	556	-	556	-	556	-	556	-	-
	- Foreign Companies / OCBs	3,84,572	-	3,84,572	0.15	6,290	-	6,290	-	(0.15)
	- Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
	- Foreign Portfolio Investors	-	-	-	-	53,04,532	-	53,04,532	2.08	2.08
	<b>Sub-Total (B) (1)</b>	<b>11,27,96,441</b>	<b>1,61,276</b>	<b>11,29,57,717</b>	<b>44.34</b>	<b>11,98,49,083</b>	<b>1,61,149</b>	<b>12,00,10,232</b>	<b>47.10</b>	<b>2.76</b>
<b>(2)</b>	<b>Non-Institutions</b>									
(a)	Bodies Corporate									
i	Indian	80,73,093	7,84,29	81,51,522	3.20	37,37,291	75,600	38,12,891	1.50	(1.70)
ii	Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals -									
i	Individual shareholders holding nominal share capital upto ₹ 1 lakh	4,00,81,832	79,87,655	4,80,69,487	18.87	3,81,29,038	76,34,283	4,57,63,321	17.97	(0.90)
ii	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	52,94,401	2,86,613	55,81,014	2.19	49,47,270	2,86,613	52,33,883	2.05	(0.14)
(c)	Any Other (specify)									
	- Trust	8,70,322	209	8,70,531	0.34	10,09,885	209	10,10,094	0.40	0.06
	- Qualified Foreign Investor	150	-	150	-	-	-	-	-	-
	- Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B) (2)</b>	<b>5,43,19,798</b>	<b>83,52,906</b>	<b>6,26,72,704</b>	<b>24.60</b>	<b>4,78,23,484</b>	<b>79,96,705</b>	<b>5,58,20,189</b>	<b>21.92</b>	<b>(2.68)</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>16,71,16,239</b>	<b>85,14,182</b>	<b>17,56,30,421</b>	<b>68.94</b>	<b>16,76,72,567</b>	<b>81,57,854</b>	<b>17,58,30,421</b>	<b>69.02</b>	<b>0.08</b>
	<b>TOTAL (A)+(B)</b>	<b>24,62,41,896</b>	<b>85,14,382</b>	<b>25,47,56,278</b>	<b>100.00</b>	<b>24,65,98,224</b>	<b>81,58,054</b>	<b>25,47,56,278</b>	<b>100.00</b>	<b>-</b>
<b>(C)</b>	<b>Shares held by Custodians for GDRs and ADRs</b>									
1	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
2	Public	-	-	-	-	-	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>24,62,41,896</b>	<b>85,14,382</b>	<b>25,47,56,278</b>	<b>100.00</b>	<b>24,65,98,224</b>	<b>81,58,054</b>	<b>25,47,56,278</b>	<b>100.00</b>	<b>-</b>



**(ii) Shareholding of Promoters (including Promoter Group)**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01-Apr-2014)			Shareholding at the end of the year (as on 31-Mar-2015)			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Tata Sons Limited (Promoter)	4,93,06,423	19.35	-	4,93,06,423	19.35	-	-
2	Tata Investment Corporation Limited*	1,57,53,501	6.18	-	1,55,53,501	6.11	-	(0.08)
3	Tata Global Beverage Limited*	1,11,85,522	4.39	1.46	1,11,85,522	4.39	1.46	-
4	Ewart Investment Limited*	13,69,290	0.54	-	13,69,290	0.54	-	-
5	Simto Investment Company Limited*	6,18,000	0.24	-	6,18,000	0.24	-	-
6	Sir Dorabji Tata Trust*	2,59,425	0.10	-	2,59,425	0.10	-	-
7	Voltas Limited*	2,00,440	0.08	-	2,00,440	0.08	-	-
8	Tata Coffee Limited*	1,60,000	0.06	-	1,60,000	0.06	-	-
9	Tata Industries Limited*	77,647	0.03	-	77,647	0.03	-	-
10	Tata Motors Limited*	70,249	0.03	-	70,249	0.03	-	-
11	Sir Ratan Tata Trust*	68,041	0.03	-	68,041	0.03	-	-
12	J R D Tata Trust*	46,699	0.02	-	46,699	0.02	-	-
13	Sheba Properties Limited*	10,060	-	-	10,060	-	-	-
14	Titan Industries Limited*	560	-	-	560	-	-	-
<b>TOTAL</b>		<b>7,91,25,857</b>	<b>31.06</b>	<b>1.46</b>	<b>7,89,25,857</b>	<b>30.98</b>	<b>1.46</b>	<b>(0.08)</b>

\* Part of Promoter Group

**(iii) Change in Promoters' (including Promoter Group) SHAREHOLDING (please specify, if there is no change)**

Sl No.	Name of the Shareholder	Shareholding at the beginning of the year (as on 01-Apr-2014)		Date	Reason	Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Tata Sons Limited (Promoter)	4,93,06,423	19.35	01-Apr-2014	No change	-	-	4,93,06,423	19.35
				31-Mar-2015	At the end of the year	-	-	4,93,06,423	19.35
2.	Tata Investment Corporation Limited*	1,57,53,501	6.18	12-Dec-2014	Increase	1,25,000	0.04	1,58,78,501	6.22
				12-Dec-2014	Decrease	(2,00,000)	(0.07)	1,56,78,501	6.15
				31-Mar-2015	Decrease	(1,25,000)	(0.04)	1,55,53,501	6.11
				31-Mar-2015	At the end of the year	-	-	1,55,53,501	6.11
3.	Tata Global Beverages Limited*	1,11,85,522	4.39	01-Apr-2014	No change	-	-	1,11,85,522	4.39
				31-Mar-2015	At the end of the year	-	-	1,11,85,522	4.39
4.	Ewart Investments Limited*	13,69,290	0.54	01-Apr-2014	No change	-	-	13,69,290	0.54
				31-Mar-2015	At the end of the year	-	-	13,69,290	0.54
5.	Simto Investment Company Limited*	6,18,000	0.24	01-Apr-2014	No change	-	-	6,18,000	0.24
				31-Mar-2015	At the end of the year	-	-	6,18,000	0.24
6.	Sir Dorabji Tata Trust*	2,59,425	0.10	01-Apr-2014	No change	-	-	2,59,425	0.10
				31-Mar-2015	At the end of the year	-	-	2,59,425	0.10
7.	Voltas Limited*	2,00,440	0.08	01-Apr-2014	No change	-	-	2,00,440	0.08
				31-Mar-2015	At the end of the year	-	-	2,00,440	0.08

**BOARD'S REPORT**

SI No.	Name of the Shareholder	Shareholding at the beginning of the year (as on 01-Apr-2014)		Date	Reason	Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
8.	Tata Coffee Limited*	1,60,000	0.06	01-Apr-2014	No Change	-	-	1,60,000	0.06
				31-Mar-2015	At the end of the year	-	-	1,60,000	0.06
9.	Tata Industries Limited*	77,647	0.03	01-Apr-2014	No Change	-	-	77,647	0.03
				31-Mar-2015	At the end of the year	-	-	77,647	0.03
10.	Tata Motors Limited*	70,249	0.03	01-Apr-2014	No Change	-	-	70,249	0.03
				31-Mar-2015	At the end of the year	-	-	70,249	0.03
11.	Sir Ratan Tata Trust*	68,041	0.03	01-Apr-2014	No Change	-	-	68,041	0.03
				31-Mar-2015	At the end of the year	-	-	68,041	0.03
12.	J R D Tata Trust*	46,699	0.02	01-Apr-2014	No Change	-	-	46,699	0.02
				31-Mar-2015	At the end of the year	-	-	46,699	0.02
13.	Sheba Properties Limited*	10,060	-	01-Apr-2014	No Change	-	-	10,060	-
				31-Mar-2015	At the end of the year	-	-	10,060	-
14.	Titan Industries*	560	-	01-Apr-2014	No Change	-	-	560	-
				31-Mar-2015	At the end of the year	-	-	560	-

\* Part of Promoter Group

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

SI No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01-Apr-2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Life Insurance Corporation of India				
	At the beginning of the year	1,61,51,552	6.34	1,61,51,552	6.34
	Bought during the year	289	-	1,61,51,841	6.34
	Sold during the year	(88,54,879)	(3.48)	72,96,962	2.86
	At the end of the year	72,96,962	2.86	72,96,962	2.86
2.	Government Pension Fund Global				
	At the beginning of the year	1,15,49,553	4.53	1,15,49,553	4.53
	Bought during the year	95,67,700	3.76	2,11,17,253	8.29
	Sold during the year	(1,17,19,291)	(4.60)	93,97,962	3.69
	At the end of the year	93,97,962	3.69	93,97,962	3.69
3.	ICICI Prudential Life Insurance Company Ltd				
	At the beginning of the year	1,14,42,087	4.49	1,14,42,087	4.49
	Bought during the year	14,42,444	0.57	1,28,84,531	5.06
	Sold during the year	(2,00,090)	(0.08)	1,26,84,441	4.98
	At the end of the year	1,26,84,441	4.98	1,26,84,441	4.98
4.	Franklin Templeton Investment Funds				
	At the beginning of the year	1,03,24,196	4.05	1,03,24,196	4.05
	Bought during the year	1,16,919	0.05	1,04,41,115	4.10
	Sold during the year	(33,419)	(0.01)	1,04,07,696	4.09
	At the end of the year	1,04,07,696	4.09	1,04,07,696	4.09

Sl. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01-Apr-2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
5.	Templeton India Equity Income Fund				
	At the beginning of the year	52,52,987	2.06	52,52,987	2.06
	Bought during the year	-	-	52,52,987	2.06
	Sold during the year	(2,75,000)	(0.11)	49,77,987	1.95
	At the end of the year	49,77,987	1.95	49,77,987	1.95
6.	HDFC Standard Life Insurance Company Limited				
	At the beginning of the year	46,68,640	1.83	46,68,640	1.83
	Bought during the year	4,88,140	0.19	51,56,780	2.02
	Sold during the year	(1,47,747)	(0.06)	50,09,033	1.96
	At the end of the year	50,09,033	1.96	50,09,033	1.96
7.	General Insurance Corporation of India				
	At the beginning of the year	44,00,005	1.73	44,00,005	1.73
	Bought during the year	-	-	44,00,005	1.73
	Sold during the year	(3,00,000)	(0.12)	41,00,005	1.61
	At the end of the year	41,00,005	1.61	41,00,005	1.61
8.	The New India Assurance Company Limited				
	At the beginning of the year	42,50,834	1.67	42,50,834	1.67
	Bought during the year	-	-	42,50,834	1.67
	Sold during the year	(2,92,500)	(0.11)	39,58,334	1.56
	At the end of the year	39,58,334	1.56	39,58,334	1.56
9.	Hindustan Unilever Limited				
	At the beginning of the year	38,33,619	1.50	38,33,619	1.50
	Bought during the year	-	-	38,33,619	1.50
	Sold during the year	(38,33,619)	(1.50)	-	-
	At the end of the year	-	-	-	-
10.	Unit Trust of India				
	At the beginning of the year	32,26,927	1.27	32,26,927	1.27
	Bought during the year	28,07,736	1.10	60,34,663	2.37
	Sold during the year	(10,70,114)	(0.42)	49,64,549	1.95
	At the end of the year	49,64,549	1.95	49,64,549	1.95

Note:

1. The above information is based on the weekly beneficiary position received from the Depositories.
2. The date wise increase / decrease in Shareholding of the top ten Shareholders is available on the website of the Company [www.tatachemicals.com](http://www.tatachemicals.com).

## BOARD'S REPORT

## (v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of Directors/ KMP	Shareholding at the beginning of the year as on 01-Apr-2014		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	<b>Mr. Cyrus P. Mistry</b>				
	At the beginning of the year	16,000	0.01	16,000	0.01
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	16,000	0.01	16,000	0.01
2.	<b>Mr. R. Gopalakrishnan</b>				
	At the beginning of the year	15,000	0.01	15,000	0.01
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	15,000	0.01	15,000	0.01
3.	<b>Mr. R. Mukundan (Managing Director)</b>				
	At the beginning of the year	500	-	500	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	500	-	500	-

Note:

1. Mr. Nusli N. Wadia, Mr. Prasad R. Menon, Mr. Nasser Munjee, Mr. Eknath A. Kshirsagar, Dr. Y. S. P. Thorat, Dr. Vijay Kelkar, Ms. Vibha Paul Rishi and Mr. P. K. Ghose did not hold any shares of the Company during the FY 2014-15.
2. Mr. Rajiv Chandan, General Counsel & Company Secretary, who is the Key Managerial Personnel, did not hold any shares of the Company during the FY 2014-15.

## Annexure D

## V. INDEBTEDNESS

## Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in crore)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	385.19	2,649.50	-	<b>3,034.69</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	51.36	-	<b>51.36</b>
<b>Total (i+ii+iii)</b>	<b>385.19</b>	<b>2,700.86</b>	-	<b>3,086.05</b>
<b>Change in Indebtedness during the financial year*</b>				
• Addition	420.23	1,469.50	-	<b>1,889.73</b>
• Reduction	594.52	1,586.62	-	<b>2,181.14</b>
<b>Net Change</b>	<b>(174.29)</b>	<b>(117.12)</b>	-	<b>(291.41)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	210.87	2,505.01	-	<b>2,715.88</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.03	78.73	-	<b>78.76</b>
<b>Total (i+ii+iii)</b>	<b>210.90</b>	<b>2,583.74</b>	-	<b>2,794.64</b>

\* includes interest accrued but not due

## Annexure E

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹)

Sl. No.	Particulars of Remuneration	Mr. R. Mukundan Managing Director	Mr. P. K. Ghose Executive Director & CFO	Total Amount
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,87,28,065	92,89,929	2,80,17,994
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	1,20,212	13,19,372	14,39,584
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	- as % of profit			
	- others, specify....(Performance based)	2,00,00,000*	2,00,00,000*	4,00,00,000*
5.	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>3,88,48,277</b>	<b>3,06,09,301</b>	<b>6,94,57,578</b>
Ceiling as per the Act (@ 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013- in crore)				<b>87.27</b>

\* Commission relates to the financial year ended 31st March 2015, which will be paid during FY 2015-16.

## B. Remuneration to other directors:

## 1. Independent Directors

(₹)

Sl. No.	Particulars	Fee for attending Board/Committee Meetings	Commission*** (for the FY 2014-15 payable in FY 2015-16)	Others, please specify	Total Amount
<b>I</b>	<b>Independent Directors</b>				
1.	Mr. Nusli N Wadia	2,60,000	35,00,000	-	37,60,000
2.	Mr. Nasser Munjee	4,00,000	52,00,000	-	56,00,000
3.	Mr. E. A. Kshirsagar	3,60,000	39,00,000	-	42,60,000
4.	Dr. Y. S. P. Thorat	4,00,000	41,00,000	-	45,00,000
5.	Dr. Vijay Kelkar*	1,20,000	12,00,000	-	13,20,000
6.	Ms. Vibha Paul Rishi**	1,20,000	12,00,000	-	13,20,000
	<b>Total (I)</b>	<b>16,60,000</b>	<b>1,91,00,000</b>	<b>-</b>	<b>2,07,60,000</b>
<b>II</b>	<b>Other Non Executive Directors</b>				
1.	Mr. Cyrus P Mistry	2,80,000	****	-	2,80,000
2.	Mr. R. Gopalakrishnan	4,20,000	57,00,000	-	61,20,000
3.	Mr. Prasad R Menon	2,40,000	27,00,000	-	29,40,000
	<b>Total (II)</b>	<b>9,40,000</b>	<b>84,00,000</b>	<b>-</b>	<b>93,40,000</b>
	<b>Total (B)= (I+II)</b>	<b>26,00,000</b>	<b>2,75,00,000</b>	<b>-</b>	<b>3,01,00,000</b>
	<b>Total Managerial Remuneration</b>				
Ceiling as per the Act (@ 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013-in crore)					<b>8.73</b>

\* Resigned as a Director with effect from 1st April, 2015

\*\* Appointed as a Director with effect from 1st September, 2014

\*\*\* Details of Commission relating to the FY 2013-14 which was paid in the FY 2014-15 are given under the heading, "Non-executive Directors" in the report on Corporate Governance.

\*\*\*\* Mr. Cyrus P. Mistry, being Executive Chairman of Tata Sons Limited, has not accepted any commission.



## BOARD'S REPORT

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD**

Sr. No	Particulars of Remuneration	Key Managerial Person
		Rajiv Chandan (General Counsel & Company Secretary)
1	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	80,31,926
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	2,48,000
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL
2	Stock Options	NIL
3	Sweat Equity	NIL
4	Commission	N.A.
	- as % of profit	-
	- others, specify....	-
5.	Others, please specify	-
	<b>Total</b>	<b>82,79,926</b>

**Annexure F****VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

On behalf of the Board of Directors

CYRUS P. MISTRY  
Chairman

Mumbai, 27th May, 2015

# MANAGEMENT DISCUSSION AND ANALYSIS

## 1. BUSINESS ENVIRONMENT

### 1.1 Global

All major advanced economies are expected to show improved growth in 2015 and 2016. However, the global economy is still struggling to gain momentum. As per the International Monetary Fund, the global economy grew by 3.4% in 2014 and is expected to grow only marginally higher at 3.5% in 2015 and to touch 3.8% in 2016.

Growth in major emerging and developing economies (except India) is projected to be lower, primarily reflecting weaker prospects for some large emerging market economies and oil-exporting countries. Emerging market and developing economies still accounted for 70% of world growth in 2014.

The decline in global crude oil prices will boost growth only to a certain extent. The fall in oil prices will mainly benefit oil importing developing economies and provide some of them, a window to push structural reforms.

The United States is on an improving growth trajectory, with lower inflation and declining unemployment, which is expected to more than offset reduced net exports caused by dollar appreciation. Moreover, accommodative monetary policy and lower oil prices will boost domestic consumption demand. Growth is projected to be 3.1% in 2015 and 2016.

In the Euro area, a massive monetary expansion is being undertaken to reverse the deteriorating economic conditions and deflationary pressures. With lower oil prices, lower interest rates and Euro depreciation, the outlook for growth is moderate, along with subdued inflation. Growth is expected to increase from 0.9% in 2014 to 1.5% in 2015. However, political tensions in Greece and uncertainty around its continuation in the Eurozone remain a concern.

China's growth in the Financial Year (FY) 2015-16 will be affected by slower growth of exports and shift in the focus of domestic growth from an investment to a consumption oriented economy. As a result China, which grew at 7.4% in 2014 (its slowest rate in 24 years), has set its GDP growth for 2015 at about 7%. China's slower growth will have repercussions on growth prospects of emerging Asian countries. China's flooding of Asian markets, including that of India with metals (steel), chemicals and electronic items is an area of concern.

### 1.2 Domestic

The Indian economy is slowly recovering, its high fiscal and current account seem to be under control. The GDP growth rate for FY 2014-15 (based on the new series) is 7.3%. GDP growth increased to 7.5% in Q4 FY 2014-15, compared to 6.6% in Q3 FY 2014-15. The Reserve Bank of India (RBI) expects GDP to grow by 7.6% in FY 2015-16.

FY 2014-15 saw a decline in both wholesale and retail inflation with an average Wholesale Price Index (WPI) of 2.06% in FY 2014-15 (FY 2013-14: 5.98%) and an average Consumer Price Index (CPI) at 6.43% in FY 2014-15 (FY 2013-14: 9.5%) in April-March 2015. Food price inflation has also reduced. The sharp reduction in international oil prices also eased the pressure on inflation as well as fiscal deficit.

The Central Government projects that India will reach the fiscal deficit target of 4.1% in FY 2014-15 and 3.9% in FY 2015-16 based on the success of the coal and telecom spectrum auctions. This has prompted RBI to begin an accommodative monetary policy cycle and reduce the key lending rate, the Repo Rate by 50 basis points to 7.5% in two installments.

The Current Account Deficit (CAD) in the third quarter of FY 2014-15 came down to 1.6% of GDP, compared to 2.0% in the second quarter of FY 2014-15. This reduction in the CAD was mainly due to a pick-up in net exports of services and lower net outflows under primary income (profit, dividend and interest). However, the CAD for the entire year should be under control as lower oil prices would help reduce the import bill.

#### Union Budget FY 2015-16 – A Clear Direction for Investment and Growth

The Union Budget FY 2015-16 has focused on increasing expenditure towards capital formation, which would have a multiplier effect on the economy. It has recognised the need to revive growth in infrastructure sectors and manufacturing in line with the 'Make in India' initiative. Total spending in infrastructure will go up by ₹ 70,000 crore and total capital expenditure is budgeted at ₹ 2,41,430 crore (a 25% increase from the last year) in FY 2015-16. The increase in public investment would also further encourage private sector investment.

Rural demand has been sluggish for the past few months, as realisation for the agri-industry has been depressed due to a deficient monsoon last year, which has slowed the rural economy and impacted

## MANAGEMENT DISCUSSION AND ANALYSIS

the demand cycle. The sharp contraction in consumer goods production in the last year reflects weak consumption demand. However, the progress of rainfall in June 2015 has been above normal. This has raised hopes for the ensuing Kharif season. Some of the steps which have been taken recently like the Make in India initiative, auctioning process for mining, improved tax and regulatory environment, reforms in labour laws and apprentice bill, increased FDI limits in defence, insurance and railway infrastructure have improved business confidence to a certain extent, but the number of stalled investments continues to be high, affecting confidence.

Recognising that agricultural incomes are under stress, the Finance Minister proposed creation of a unified national agriculture market and has taken measures to increase agricultural productivity through higher investment in rural infrastructure, ensuring effective and hassle-free agricultural credit, particularly to small and marginal farmers, all of which would enable increased farmer incomes. Also, the priority given to complete 1 lakh km of roads would increase connectivity of rural areas with urban centres. The budget has also made an initial allotment of ₹ 34,699 crore to MGNREGA, thus ensuring that rural people get employment, which will help fuel demand to that extent.

The Government has encouraged farmer producer organisations to mobilise farmers and build their capacity to collectively leverage their production and marketing strength. As of 7th May, 2015, 0.67 million farmers have been mobilised and another 0.22 million are being mobilised under this scheme.

The Budget has allocated ₹ 5,300 crore for micro irrigation watershed programmes and the Pradhan Mantri Gram Sinchai Yojana (PMGSY), which aims to ensure irrigation for every field and improve water usage efficiency to provide “more crops per drop”. This will lead to a higher demand for fertilisers and pesticides, as irrigation has a very high correlation with fertiliser usage. These measures could revive rural demand in the long-term although there may be some aberrations in the short-term.

## 2. COMPANY OVERVIEW AND SUSTAINABLE PROFITABLE GROWTH STRATEGY

Established in 1939 in Mithapur, Gujarat, Tata Chemicals Limited (‘the Company’ or ‘TCL’) has grown from strength to strength, rising to become a

global leader in soda ash production and serving its customers in five different continents. The Company has, over the last 75 years, evolved from a commodities enterprise that dealt mainly in inorganic chemicals to providing solutions to end-customers. TCL, today, has also established itself as a major player in fertilisers serving 20 million farmers and branded food products reaching out to 600 million consumers.

TCL has interests in businesses that focus on LIFE — Living, Industry and Farm Essentials – providing it with a wide and diverse customer base. TCL is the world’s second-largest producer of soda ash. With manufacturing facilities in India, UK, US and Kenya, TCL is the world’s most geographically diversified soda ash company, with an efficient supply chain that services customers across the globe. TCL is a leader in the agri-business sector with a strong presence in crop nutrients (urea and phosphatic fertilisers), crop protection products and seeds through its subsidiaries Rallis India Limited (Rallis) and Metahelix Life Sciences Limited (Metahelix). The Company is a pioneer and market leader in the branded iodised salt in India and overall, the salt portfolio commands a market share of 68.2% in the national branded salt segment. While continuing its leadership position in the packaged salt market, Tata Salt achieved a strong Brand Equity Index (BEI) of 7.6 (Source: Nielsen Brand Track, 2014). The Company has also expanded its presence in branded foods business through pulses, spices and water purifiers.

TCL undertook significant steps in its transformation over the last year. Its growth strategy, depending upon TCL’s competitive advantage and the attractiveness of the market, is on its path of execution suitably referred to as LEAP – Lead, Engage, Aspire and Perform. The individual business strategies are discussed below.

In the global chemicals business, efforts to address the challenges of high costs energy in the UK and Kenya are on track to achieve their objectives. With more stability and improved performance, the business is now focussing on selective de-bottlenecking, value growth and operational excellence to realise some of the synergies its global presence brings.

In the Agri business, the launch of new NPK products, solutions based market approach and further strengthening of the distribution network was undertaken to grow in non-bulk fertiliser segment. The crop protection and seeds businesses of Rallis and

Metahelix enhanced their technology led initiatives to differentiate and achieved greater farmer connect.

The Consumer Products portfolio continued its growth in salt, pulses and water purifiers segments. Tata Salt maintained its strong and positive association with the consumers. Other products including pulses and spices, which were introduced in select markets, witnessed successful growth and launch, respectively.

Sustaining the culture of a start-up enterprise enabled our Nutritional Solutions unit to achieve significant milestones in the previous year. The Innovation Centre, which conceived the Nutritional Solutions, supported all the business units to realise technology enabled differentiation.

### 3. BUSINESS UNITS

#### 3.1 Inorganic Chemicals

Global Chemical Business Sales (US \$ '000)

2014-15	1,086,614
2010-11	989,989

##### a) Industry structure and developments

The Company is an integrated manufacturer of basic and value-added chemicals, key among them being soda ash and sodium bicarbonate.

With a global capacity of approximately 4.3 million tonnes across its manufacturing facilities in India, UK, Kenya and USA, the Company has a competitive advantage of being the world's most geographically diversified soda ash company with a 6.5% global capacity share (~70% of this capacity is natural soda ash based). The Company's natural soda ash operations are located at the Green River Basin, Wyoming in the USA, where the world's largest deposits of trona occur, and at Lake Magadi in Kenya. Natural soda ash helps the Company to have manufacturing processes with low energy and environmental footprint. Synthetic soda ash and sodium bicarbonate are manufactured at Mithapur, India and Northwich, UK. This process uses brine (salt water) and limestone as key raw materials.

With manufacturing facilities located across the four continents, the Company can efficiently serve customers across the globe.

##### Soda Ash

The global soda ash demand grew at 2.8% to 55.6 million tonnes in 2014 from 54.1 million tonnes in 2013. Emerging economies have been the primary

growth driver for soda ash over the past decade. Overall, world demand is forecast to grow at 4% p.a. through 2018, with the construction of new flat glass production facilities in developing regions fuelling this demand growth.

Indian demand grew by 10% in FY 2014-15, largely driven by improving economic sentiment and a base of subdued growth in the previous year. While new detergent manufacturing facilities and flat glass lines contributed to fresh demand, container glass production capacity de-idling has also been driving volumes. North American demand for soda ash in 2014 remained flat compared to 2013, a significant improvement on the 2-5% decline in recent years. Tata Chemicals North America (TCNA) maintained its share in the local market. The demand growth in key markets of Tata Chemicals Magadi Limited (TCML) also indicated a positive trend with significant growth being noticed in the local and East African market along with the key export markets. The UK market size remained reasonably flat during the year where Tata Chemicals Europe (TCE) had a 70% market share in UK in FY 2014-15, supplied by its operation at Northwich, via a dedicated import facility in the Northern England.

Global soda ash production capacity increased approximately 2% to 67 million tonnes with most of the capacity addition occurring in China. Overcapacity in the market continues to be region specific with China and Europe having more capacity than demand while producers in US, Turkey and India are operating at higher rates. World operating rates remained around 82-83% for the year. As per industry report(s), global supply is forecast to grow at 4.7% p.a. through 2018, with China and Turkey leading this capacity addition.

In the absence of any significant capacity addition in the Indian market, significant imports continued. A total of 0.74 million tonnes of imports were recorded for the year, mostly from Kenya, China, USA, Bulgaria and Romania. Synthetic soda ash manufacturers, particularly in developed regions, continue to be vulnerable to high energy and labour costs and increasingly stringent regulatory environment.

Globally, prices remained regionally biased as commodity prices witnessed major correction. While Chinese prices started on a high, prices reduced due to low input costs. Indian subcontinent prices remained within a relatively tight band for most of

## MANAGEMENT DISCUSSION AND ANALYSIS

the year with a marginally increasing trend. North American pricing showed an increasing trend through the year and Turkish export prices went through a mid-year correction on the basis of subdued exports. European price levels remained flat through the year and increased during contract renewal. While regional price variations and supply-demand gaps will persist, it is expected that the global prices will reflect movement in their input costs.

### Sodium Bicarbonate

Sodium bicarbonate is commonly used as an ingredient in leather tanning, dyes and textiles, food additives, animal feed, pharmaceuticals and air pollution control. The Company is the world's fourth largest producer of sodium bicarbonate with about 6% capacity share (FY 2014-15) and is the market leader in India and UK.

A demand growth of almost 13% in the Indian market reinforced our view that sodium bicarbonate will continue to demonstrate healthy growth across all consuming sectors, particularly in food related applications. In India, the Company maintained a market share of over 50% in the domestic market despite record high imports of almost 40,000 tonnes. In UK, the market continues to grow at about 5% per year with opportunities particularly in export markets of Asia. TCE's market share grew towards the end of the year following its business restructuring in 2014.

### b) Business Performance

The India operations witnessed a broad-based growth in top line driven by higher production and trading volumes. Growth in bottom-line numbers was driven by healthy realisations, tight cost control and innovative service models. Production levels of most key products remained healthy in FY 2014-15. With a tight control over variable costs and energy, improved production control systems and structured implementation of Continuous Improvement Programs (CIP) helped to improve operational performance. The Company's commitment towards safe and sustainable operations was recognised when Mithapur was awarded with the British Safety Council 5-Star Award. On the environmental front, more than 80% of the non-product output was recycled at Mithapur. An efficient supply chain helped in delivering more than 2 million tonnes by multiple modes. The Company will continue to focus on alternative modes of product delivery.

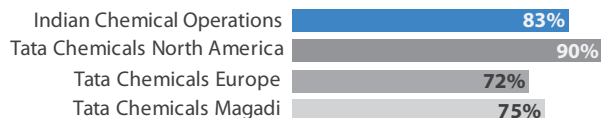
### Branded bicarb as a % of total bicarb volume (India)



In FY 2014-15, the Mithapur plant registered steady production of soda ash and the highest ever production volume of sodium bicarbonate as it continues to focus on value added and branded grades.

In addition to soda ash and sodium bicarbonate, the Company also manufactures cement. The cement plant was setup in 1993 to convert solid wastes (generated as by-products of soda ash and fly ash from the captive power plant) to value-added products. Poor market sentiment, especially in the second half of the year, extended discounts from major cement players and the Company's relatively small market presence led to a difficult year for the cement business. The Company will focus on nearby markets to maximise realisations. Development of niche grades of cement and allied downstream offerings are being explored to reduce price sensitivity.

### Customer Satisfaction Index for the Global Chemical Operations



TCNA net revenues grew through favourable sales mix and pricing realisations, partially offset by lower sales volumes. An increase in key cost heads including labour and freight were partly offset by cost reductions in energy costs and royalty payments.

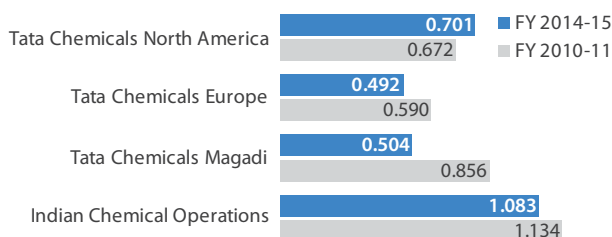
TCML registered an improved performance driven by good production and sales volumes coupled with improved price realisations. TCML also undertook key strategic initiatives related to de-bottlenecking of Standard Ash (SAM) plant, improving product quality, supply chain and ensuring a deeper engagement with the local government. TCML continued its focus on improving its cash flow position through several measures including aggressive working capital management. TCML incurred planned expenses on Voluntary Early Retirement (VER) programme due to mothballing of the Premium Ash (PAM) plant as part of the restructuring operations.

Tata Chemicals Europe (TCE) registered an improved performance in FY 2014-15. The operations at Lostock



plant were characterised by high overall equipment effectiveness and excellent process efficiencies in the second half of the year. TCE commissioned the modified sodium bicarbonate capacity at the Winnington site with increasing focus on products for high value segments. The industrial salt business saw a challenging environment. However, salt maintained its strong market share and financial performance based on effective commercial and contractual mitigation measures. The Winnington Combined Heat and Power (CHP) plant continued its post-acquisition improvement plans with a target commissioning of a new 14 MW steam turbine in September 2015. The final stages of decommissioning were completed at the former Winnington soda ash plant during the year.

#### Specific Emission (tonnes CO<sub>2e</sub> / tonne of product)



#### c) Outlook for business

Given the favourable macro-economic trends in emerging economies, higher infrastructure investment and increasing disposable income, the Company continues to believe in the long term fundamentals of the soda ash and sodium bicarbonate industry. In the backdrop of this positive business outlook, the Company has embarked on the LEAP strategy.

The annual demand growth of soda ash in India is expected to be around 5% over the next 5 years. This projected increase in domestic demand is expected to more than offset any potential increase in domestic capacity through green-field capacity addition or brown-field de-bottlenecking. Imports are expected to grow with continuation of fair trade policies in place. Demand growth from glass can be expected as major players may have plans for new lines in the short to medium term. New capacity in detergent manufacturing is also expected. With moderate inventory levels, growth is expected to be within the range of 4-5%. Apart from new production facilities, growth is also expected from increased specific consumption in product formulations in the medium term.

Sodium bicarbonate continues to offer immense potential as the domestic industry matures. Growth rates of 8-10% p.a. are anticipated for the next 5 years with increasing value-addition and branding. Apart from the traditional sectors of food and animal feed, development of applications in flue gas treatment and uranium leaching may lead to high demand.

Outlook for TCNA remains positive with its soda ash production continuing to remain sold out driven by healthy demand growth. Price outlook for both, domestic and export markets, continues to remain positive. Opportunities continue to present themselves in the overseas markets. Work has now begun in earnest on a project to drive production and operational excellence improvements across the four key areas of the business: Mining, Making, Moving and Marketing.

Soda ash demand growth for TCML is expected to remain stable in FY 2015-16. However, price realisations are expected to vary as a few key markets remain oversupplied and the threat of Chinese exports in the Far East. The de-bottlenecking of SAM plant and other improvements will increase the production volumes over the next 5 years. Market development and introduction of new product variants will increase salt volumes.

TCE expects to continue to strengthen its performance with growth forecast in soda ash, sodium bicarbonate and salt during FY 2015-16. Specifically, the commissioning of the new 14 MW steam turbine is expected to provide significant boost to soda ash energy efficiencies.

#### Solid Waste Recycled for the Indian Chemical Operations



#### Fresh Water Usage in Production for the Indian Chemical Operations (Kilo Litres/tonne)



#### d) Risks and Opportunities

As part of the LEAP strategy, the India operation is focused on capitalising some key opportunities. The Company is working to strengthen its product portfolio with value added and branded product variants and wider basket of traded products to meet evolving customer needs.

## MANAGEMENT DISCUSSION AND ANALYSIS

Significant demand growth and large untapped trona deposits at TCNA create the opportunity for low cost expansion of soda ash production.

At TCML, the focus is largely centred on the growth of key products and cash flow improvement. In addition to SAM de-bottlenecking, development of the dried salt and Crushed Refined Soda (CRS) product could create significant growth opportunities. Better utilisation of existing assets, continued focus on process improvement initiatives and optimal working capital management should ensure healthy cash flow position in the future.

Opportunities at TCE span across both operational and commercial areas. Several projects driving towards increasing energy effectiveness for the Winnington CHP plant and soda ash business over the coming years are in the pipeline. Growth opportunities for sodium bicarbonate in the Asian market are being pursued. During FY 2015-16, along with the steam turbine project, a number of long term sourcing renegotiations are expected to be completed.

In India, the risk of adverse impact on soda ash price realisation is being addressed through focus on operational excellence and cost control at Mithapur. Process intensification at salt works to increase captive salt production and long-term strategic sourcing arrangements for limestone are crucial to raw material securitisation. Finally, on-going initiatives to enhance Mithapur site attractiveness and provide career growth opportunities to its workforce are critical to addressing increased competition for skilled manpower.

Adverse market developments in China, unfavourable regulatory and legal developments, failure to meet production targets, and increased congestion and freight costs on the North American rail network are key risks for TCNA. Rigorous project management and continued engagement with all stakeholders are critical to manage these risks effectively.

Inadequate trona quality and siltation at lake deposits, high fuel costs and poor rail infrastructure and services are the key risks for TCML operations. Concerted efforts including technical collaboration with third parties, greater engagement with local government and focused cost control measures are underway.

TCE operations face key risks related to volatility of exchange rates and energy costs, and increasingly

stringent environmental European Union norms. Contractual arrangements to address volatility and engagement with relevant stakeholders are underway to manage the above risks.

### Salt

The detailed analysis of salt and related products are covered in this report separately under - Others.

## 3.2 Fertiliser Business and Other Agri Inputs

Revenue\* (Standalone) (₹ crore)

2014-15	6,597
2010-11	4,243

\* including other agri inputs

### a) Industry structure, developments and performance

The country witnessed a rain deficit season due to delayed monsoon in 2014 following El Nino conditions. The year suffered a mild meteorological drought (-12% rainfall). This had an adverse impact on food grain production. As per the Economic Survey 2014-15, the latest estimates point towards an agricultural production of 257.1 million tonnes in FY 2014-15 against 263 million tonnes in the previous year with agriculture GDP growth estimated at 1.1% in FY 2014-15 compared to 3.7% in the previous year and a target of 4%.

### Urea

As per the Ministry of Fertilizer, Government of India, the domestic production for urea in FY 2014-15 at 22.6 million tonnes was marginally lower than FY 2013-14 (22.7 million tonnes) and urea imports into India were 8.7 million tonnes, higher by 23% compared to the previous year. With no change in the maximum retail price of urea, the year witnessed a marginal increase in the sales of urea by 1.4%.

In FY 2014-15, the domestic production over 'cut off' levels saw some reduction in the last two quarters, as international prices were not supportive. The New Urea Policy- 2015 for existing gas based urea manufacturing units notified in May 2015, supports the above cut-off level production.

### Complex Fertilisers (DAP, NPK, SSP)

The demand of phosphatic fertilisers was good in FY 2014-15 with production of NPKs steadily rising, offset by a drop in Di-ammonium Phosphate (DAP) domestic production. The sales of DAP and NP/NPKs increased by 9.5% and 14.5% respectively during

the year. The imports of DAP into India increased by 17% to 3.8 million tonnes. The international prices of phosphoric acid and ammonia were high in FY 2014-15. The exchange rate continues to remain high during the FY 2014-15, creating uncertainty for the segment. The Government continues to monitor the MRP for these products along with the subsidy.

#### Subsidy payments

FY 2014-15 ended with a large amount of unpaid subsidy on account of the subsidy burden carried forward from previous year. This has resulted in additional working capital during the year for the Company as the subsidy outstanding increased from ₹ 1,800 crore in FY 2013-14 to ₹ 1,972 crore in FY 2014-15.

#### Bulk Fertiliser Trading

The traded business comprises bulk fertilisers. The Company imports Muriate of Potash (MOP) and DAP. Prices of DAP in FY 2014-15 ranged from USD 505-440/ tonnes CFR India (US FOB USD 510 to 435/ tonnes). The current outlook on DAP prices is stable even though they remain firm in the eastern India. Bulk fertiliser imports carry the risk of global price volatility, exchange rate volatility and high lead times. DAP imports as per Ministry of Fertiliser grew by 18% from 3.26 million tonnes in FY 2013-14 to 3.85 million tonnes in FY 2014-15. The imported DAP sales volume of TCL grew significantly by 75% from 0.19 million tonnes in FY 2013-14 to 0.33 million tonnes in FY 2014-15 to sustain the market as the Company shifted from DAP to Complexes at Haldia from the second quarter.

#### Branded Agri Inputs

The Company, along with its subsidiary Rallis, offers a diverse product portfolio in non-regulated branded agri inputs space including specialty nutrients, pesticides, seeds and farm services. The increase in food demand can be met only by improving productivity. The deficiency level of secondary and micro nutrients in Indian soils has reached a critical level. Organic carbon content of Indian soils is low and has started to affect the nutrient use efficiencies. Higher yields can be achieved only by better nutrient management practices including the use of high nutrient use efficient fertilisers such as water soluble fertilisers, PGRs, secondary and micro nutrients and soil amelioration methods using organic manures. Seed replacement rates and the use of hybrid seeds are showing an increasing trend. The reducing availability

of agricultural labour is causing an increase in usage of herbicides. Under the LEAP strategy, the business will continue to focus on the non-regulated branded agri sector in FY 2015-16.

#### Brand Equity Index for Paras

2014-15	5.2
2013-14	3.6

#### Customised Fertilisers

Customised fertilisers are crop and region specific fertilisers carrying macro and micro nutrients providing holistic solutions to improve soil health. In the context of a depleting NPK balance in farm soil and increasing deficiencies of secondary and micro nutrients, there is an immediate need for such products. The Government of India is placing increased emphasis on balanced soil nutrition. The Company has four grades registered/ approved for major crops, i.e. paddy, wheat, potato and sugarcane for Western Uttar Pradesh. Even though the product has received a favourable feedback from farmers for convenience of use, increased yield as well as improved quality of the produce, sales have been low due to the significant increase in prices of de-controlled fertilisers and an initial hesitation in adopting a new fertiliser application practice. The Company is continuing its plan to popularise the product by targeting selected clusters and developing focused awareness building activities. The Company's efforts in working with institutions and farmers are yielding very good results in the sugarcane sector. Further efforts, promoting the product through the sugar mills will develop the brand further.

#### Tata Kisan Sansar and Rallis Kisan Kutumb

Tata Kisan Sansar (TKS) a dedicated franchisee retail network model for distribution of agri inputs provides a trustworthy, "One-stop agri inputs and services" offering to farmers. These stores also act as active agents in knowledge transfer and adoption of best management practices. TKS provides the Company with a direct connection with farmers to understand their needs and tailor products and services accordingly. They offer farm advisory services such as subsidised soil testing, Hello Krishi, a mobile based agri information service and Smart Krishi, a service offered to farmers for certain critical farm operations with the use of latest technology and well researched farm practices. TKS has a unique farmer relationship management programme under TATA Kisan Parivar Membership (TKPM) programme. Currently, there are more than 800 Tata Kisan Sansars in operation.

## MANAGEMENT DISCUSSION AND ANALYSIS

Specific Emission (tonnes CO<sub>2e</sub> / tonne Product)**b) Outlook**

The unusual rains in March 2015 resulted in widespread damage to Rabi crops and the monsoon performance becomes all the more important for Kharif 2015. As with FY 2014-15, El Nino conditions are expected to prevail in FY 2015-16. However, the progress of rainfall in June 2015, which has been above normal, raised hopes for the ensuing Kharif season.

The opening inventory position for DAP and complex fertilisers are in line with previous years. However, the demand-supply position in respect to these fertilisers in FY 2015-16 appears to be balanced.

The government budget allocation for fertiliser subsidy in FY 2015-16 did not increase to adjust for the unpaid portion of FY 2014-15 and it will continue to adversely affect the working capital position in FY 2015-16.

**c) Risks and Opportunities**

Growing consumption provides substantial opportunities for the branded agri business and specialty products for higher quality agri produce. The increasing need for automation is also an opportunity being examined.

In addition to the risk posed by a possible lower than average monsoon, the huge outstanding of subsidies could add further to the uncertainties and the risks for this business.

While little overall threat is expected in the category, short term challenges could be posed by availability of lower price bulk agri inputs at extended credits from state run organisations.

**Rallis India Limited - Crop Protection and Seeds**

The global crop protection market grew at 4.1% and is currently estimated at US\$ 56 billion. Strong growth was recorded in Latin America, European and Asian markets which together now account for US\$ 44.7 billion.

In India, the FY 2014-15 witnessed many swings in weather pattern throughout the year, leading to tough market conditions for agri input business. Despite challenging market conditions, the company's branded

Domestic Formulation Business registered a growth during the year. Keeping to the proposition of offering relevant solutions to the Indian farming community, the company introduced four new products in the domestic market. Rallis is well positioned to grow in this segment on the strength of its distribution reach, new product introduction and branding skills and the ability to build enduring relationships with channel partners and farmers.

Rallis' international agro chemicals business recorded a good growth during the year and achieved the milestone of crossing ₹ 500 crore in exports for the first time. With strengths in technology and technical competence, the company is also focusing on building a business platform on contract manufacturing for leading global corporations. During the year, discussion and activities with some leading companies progressed well. There are several projects in different stages of execution. One new product was commercialised during the year for contract manufacture.

Rallis along with its subsidiary Metahelix is building a good presence in the seeds segment. Overall, the seed sales have been growing over the past few years and this momentum will be supported with the good pipeline of hybrids under development across various crops. Rallis, over the last few years, introduced a number of Plant Growth Nutrients (PGNs) which have been received well by the farming community. During the year, Rallis also launched AMPLUS that falls into the category of bio fertilisers. This category has great potential and is a focus area for the Rallis. The GeoGreen brand of organic manure introduced by Rallis in FY 2012-13 has had an encouraging response from the farmers leading to repeat buying. GeoGreen volumes have been steadily going up and will continue to be a focus segment to drive volume and market share.

**Domestic Demand for Agro-Chemicals (₹ crore)****Domestic Demand for Seeds (₹ crore)****3.3 Others**

Others primarily consist of our consumer product portfolio and nutritional solutions other than Salt and

related product which forms part of the Company's Inorganic Chemicals business.

### 3.3.1 Consumer products portfolio

#### Revenue from Consumer Products portfolio (₹ crore)

2014-15	1,518
2010-11	782

#### a) Industry structure, developments and performance

##### Salt Portfolio

The estimated current annual consumption of edible salt in India is approximately 5.9 million tonnes. The demand for edible salt is expected to grow at a rate of approximately 1.5%. The private sector contributes over 90.3% of the salt production, while the public and cooperative sectors contribute about 1.5% and 8.2% respectively.

#### Tata Salt Market Share - National Branded

2014-15	58.3%
2013-14	57.0%

#### Tata Salt Market Share - Overall

2014-15	22.6%
2013-14	21.6%

The salt portfolio further consolidated its leadership position in the market. Tata Salt continues to be the leader in the national branded salt segment and I-Shakti ranks amongst the top brands in terms of market share. Overall, the salt portfolio commands a market share of 68.2% in the national branded salt segment with Tata Salt at 58.3%. This has been achieved through sustained efforts on availability and branding which is evident in the distribution reach and brand scores. Tata Salt continues to be the largest distributed brand with a reach of 1.24 million retail outlets across India. While continuing its leadership position in the packaged salt market, Tata Salt achieved a strong Brand Equity Index (BEI) of 7.6 (Source: Nielsen Brand Track, 2014). Tata Salt Lite continues to be the leading brand in the low sodium salt segment, growing in volumes year on year.

#### Number of Consumer Products in Portfolio

2014-15	14
2013-14	9

### Pulses

The industry is largely unbranded and offers a good opportunity to provide consumers with higher quality branded pulses. At the sourcing-end, as part of its 'Grow More Pulses' initiative with Rallis, TCL engages with 1,50,000 farmers across 4 states. Those farmers associated with the initiative benefit from the Company's advisory training programmes and yield increases of 20-50% through the crop cycle.

Tata I-Shakti unpolished dals and besan sales have grown from strength to strength and expanded the outlet base. The brand is now available at over 90,000 outlets in India. Our unique 'Dal on Call' service in the cities of Mumbai, Delhi and Bangalore delivers the product directly to over 9,000 unique customers, of which 56% are repeat customers.

#### Pulses - Number of Outlets

2014-15	91,000
2013-14	45,000

### Spices

Though almost 75% of the market remains unbranded, the branded segment is growing at a rate of 26% p.a. in terms of value. This shift from unbranded to branded segment is being driven by increasing demand for convenience and trust. Within the branded spices market, blended products are expected to outgrow Pures in terms of value over the next 5 years due to increasing consumer adoption of blended products. During the year, TCL test launched spices in five cities of Punjab with a product portfolio of seven blended and three pure spice variants.

The launch achieved early action standard of a market share of 5% within six months of the launch. Its superior product quality and the innovative 5-in-1 packaging became the USPs for the product. Each blend is developed with regional consumer preferences in mind, using Chef Sanjeev Kapoor's skill and expertise. Post launch in Punjab the product was also launched in Haryana and Himachal Pradesh and a roll out into other states is planned in FY 2015-16.

### Water Purifier

Based on secondary sources such as Market Pulse, Frost & Sullivan and ASSOCHAM projections, the water purifier category size in India is estimated to be at ~ ₹ 3,400 crore. The growth for next five years is



## MANAGEMENT DISCUSSION AND ANALYSIS

expected at 8% CAGR. Out of this, the value of Non electric gravity storage purifiers is estimated to be at ~ ₹ 800 crore and the online electric (RO/UV/UF) purifiers value is estimated to be at ₹ 2,600 crore.

This year saw the launch of a new variant Tata Swach Silver Boost with higher storage capacity. The distribution network was realigned to efficiently deliver both online and offline variants to the target customers.

Tata Swach is now present in 98 cities across India and new partnerships have been formed with external technology experts to develop new products.

#### Tata Swach Milestones

No. of Households reached	1.5 million
Market share	9%*
No. of Outlets reached	6,500

\*Source: Internal data; Market Pulse Retail Audit 2015 for market share

In March 2015, Tata Swach won the 'Economic Times-Best Promising Brands' award, based on the parameters of brand value, brand recall and consumer satisfaction.

#### b) Outlook

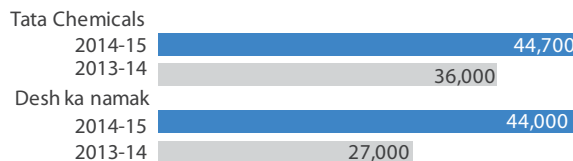
The Company aims to almost double the consumer base of the consumer products portfolio over the next 5 years by focussing on increasing its retail reach, building more focussed consumer engagement, digitising its supply chain to make it more efficient and responsive, and optimising its internal processes and capabilities.

While the salt portfolio will continue to be the bedrock in terms of revenue generation, the fast growing foods portfolio is expected to contribute significantly to overall business by the end of FY 2019-20. In terms of reach, the Company will target expanding its retail footprint to 2.5 million outlets from its current 1.43 million outlets. This will be done through greater use of smaller pack formats, along with new go-to-market models. In addition to growing the current retail network, the Company is also focussing on Modern Trade and non-traditional channels such as e-Commerce, ensuring availability at all consumer touch points.

The Company is building powerful umbrella brands in the form of Tata Salt, Tata I-Shakti foods and Tata Swach. In addition to marketing and distribution,

supply chain is constantly being strengthened to ensure greater responsiveness and efficiencies.

#### Facebook Likes



#### c) Risks and Opportunities

Developing additional markets, catering to alternate distribution channels including Modern Trade and e-Commerce, leveraging the raw material supply chain, exploring new sourcing hubs for salt to maintain cost competitiveness and extension of existing brands to new categories are opportunities identified by the Company. These are being tapped through creation of special teams focussed on Modern Trade, tie-ups with Rallis for sourcing, addition of new sourcing hubs for the iodised refined solar salt brand and creation of powerful umbrella brands in the salt, foods and water purifier categories.

Facing the threat from other industry brands and private labels, the Company is focussed on introducing more value added products to create significant product differentiation, along with media and consumer activations to drive brand differentiation. Inflationary pressures across the value chain can be mitigated through production process and supply chain optimisation.

The agri-products portfolio carries with it the inherent risk of market volatility in sourcing. Harvest time buying of key crops protects the Company from fluctuations in the market and helps to make it competitive.

Risks inherent in using third party business partners are addressed through implementation of stringent quality controls together with legal agreements to safeguard against any intellectual property leakages and a move towards exclusive partnerships.

#### 3.3.2 Nutritional Solutions

The objective of TCL's internal start-up unit, Nutritional Solutions, is to operate in the high potential optimal nutrition sector by providing ingredients and formulations consumed as part of a daily diet to improve nutrition. Initially, the Company is focusing on ingredients and formulations aimed at improving gastro intestinal (gut) health. The first set of products comprise dietary fibres, polyols, phytonutrients

and other complementary ingredients such as hydrocolloids, formulated to nutritionally fortify basic diet products. The customers will be both large food manufacturers and smaller food producers.

Trial production of the first product, fructo-oligosaccharide (FOS), began in the first quarter at our manufacturing plant near Chennai. As the sector and the associated platform technologies are both novel for TCL, the focus last year was to build customer awareness, co-create formulations with customers, establish an application development and technical support delivery capability, sharpen product claims through external academic evaluations and stabilise plant operations, all steps needed to learn and build a strong foundation for this internal start-up. Over time, the Company aims for a portfolio of wellness food ingredients and formulations, manufactured using green chemistry principles, aimed at improving digestive, immune and cardiovascular health. The technology innovation engine to support this growth agenda will be anchored at TCL's Innovation Centre at Pune which will build the scientific, technological and regulatory domain expertise and capabilities needed.

#### 4. ANALYSIS OF FINANCIAL PERFORMANCE

##### 4.1 Financial Analysis of Tata Chemicals Limited (Standalone entity in India) for year ended 31st March, 2015

###### 4.1.1. Net Sales/Income from Operations:

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Sale of products	10,237	8,817	1,420	16
Other Operating Income	98	99	(1)	(1)
Less: Excise Duty	253	237	16	7
<b>Net Sales/Income from Operations</b>	<b>10,082</b>	<b>8,679</b>	<b>1,403</b>	<b>16</b>

Net sales increased by 16% during FY 2014-15 over FY 2013-2014 due to higher sales volume of nitrogen phosphate potash (NPK), urea, traded diammonium phosphate (DAP) and pulses and higher realisation of soda ash, salt and urea. Subsidy income has also increased in the current year.

###### 4.1.2. Other Income:

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Other Income	195	203	(8)	(4)

The decrease in other income is mainly due to higher interest on income tax refunds during the previous year offset partly by higher dividend received from the joint venture in FY 2014-15.

###### 4.1.3. Cost of Materials Consumed:

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Cost of materials consumed	3,779	3,194	585	18

Raw material consumption showed increase of 18% during FY 2014-15 over FY 2013-14 mainly due to higher production volumes of urea and NPK leading to increased consumption of various gases, muriate of potash (MOP) and ammonia and also due to higher prices of limestone, Regasified Liquefied Natural Gas (RLNG) and ammonia.

###### 4.1.4. Purchases of Stock-in-Trade:

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Purchases of stock-in-trade	2,713	1,614	1,099	68

Cost of traded goods purchased increased by 68% mainly on account of higher purchase volumes of traded DAP, traded MOP and pulses, offset partly by decrease in price of MOP.

###### 4.1.5. Power and Fuel:

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Power and Fuel	1,035	815	220	27

The increase in power and fuel cost during FY 2014-15 over FY 2013-14 is mainly on account of increase in RLNG price and increase in production volumes of urea and NPK.

###### 4.1.6. Freight and Forwarding charges:

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Freight and forwarding charges	759	644	115	18

## MANAGEMENT DISCUSSION AND ANALYSIS

The increase in freight and forwarding charges during the FY 2014-15 over FY 2013-14 is due to increase in sales volumes and increase in freight charges.

**4.1.7. Other Expenses:**

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Other expenses	213	185	28	15

Other expenses have increased primarily due to increase in handling charges, sales promotion expenses agronomist expenses and IT and communication expenses.

**4.1.8. Investments:**

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Traded investments				
Investments in subsidiary companies	3,807	3,708	99	3
Investments in Joint ventures	166	166	-	-
Investment in Other Companies	391	384	7	2
Current investments	-	*	*	*
Less : Prov for diminution in value of investments	*	-	*	*
<b>Total Investment</b>	<b>4,364</b>	<b>4,258</b>	<b>106</b>	<b>2</b>

Increase in investments in subsidiary companies is on account of revaluation for exchange rate difference on preference shares of Bio Energy Venture-1 (Mauritius) Pvt. Ltd.

\* represents less than ₹ 1 crore and less than 1%

**4.1.9. Inventories:**

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Inventories	1,809	811	998	123

The inventories as on 31st March, 2015 are higher than the level of 31st March, 2014 by ₹ 998 crore primarily due to increase in the stock of traded goods - DAP and MOP and finished goods - NPK and NP 20:20.

**4.1.10. Trade Receivable**

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Trade receivable	2,515	2,421	94	4
Less : Provision for doubtful debts	29	19	10	53
<b>Net Trade Receivable</b>	<b>2,486</b>	<b>2,402</b>	<b>84</b>	<b>4</b>

The debtors as on 31st March, 2015 are higher by ₹ 84 crore than level of 31st March, 2014. The increase is mainly on account of increase in subsidy receivable.

**4.1.11. Loans and Advances**

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Long-term Loans and Advances	421	416	5	1
Short-term Loans and Advances	199	184	15	8
<b>Loans and Advances</b>	<b>620</b>	<b>600</b>	<b>20</b>	<b>3</b>

Long term loans and advances increased during FY 2014-15 mainly due to increase in advance taxes. Short term loans and advances increased during FY 2014-15 mainly due to increase in advance to suppliers and deposits with government authorities.

**12. Cash flow and Net Debt**

**Net Cash flow from operating activities:** The net cash from operating activities is ₹ 344 crore during FY 2014-15 as compared to ₹ 1,441 crore during FY 2013-14. The cash operating profit before working capital changes and direct taxes during FY 2014-15 is ₹ 1,111 crore as compared to ₹ 1,007 crore during FY 2013-14. The change in working capital, during the financial year, was mainly due to increase in trade and other receivable and inventories.

**Net Cash flow from investing activities:** The net cash inflow from investing activities amounted to ₹ 31 crore in FY 2014-15 as against an outflow of ₹ 137 crore in FY 2013-14. The inflow

in FY 2014-15 is on account of dividend on investments and proceeds on sale/redemption of investments and reduced outflow for acquisition of fixed assets and investments.

**Net Cash flow from financing activities:** The net cash outflow from financing activities is ₹ 778 crore during FY 2014-15 as compared to outflow of ₹ 1,418 crore during FY 2013-14. The outflow is mainly due to repayment of short-term borrowings and payment of dividend and finance costs.

#### Net Debt:

	(₹ in crore)			
	FY 2014-15	FY 2013-14	Change	% Change
Long-term Borrowings	1,739	1,736	3	-
Short-term Borrowings	976	1,299	(323)	(25)
Long term borrowing payable within one year	*	-	*	-
<b>Total Debt</b>	<b>2,715</b>	<b>3,035</b>	<b>(320)</b>	<b>(11)</b>
Less : Cash and Bank balances	574	977	(403)	(41)
Less : Current investments	-	*	-	-
<b>Net Debt</b>	<b>2,141</b>	<b>2,058</b>	<b>83</b>	<b>4</b>

Net debt as on 31st March, 2015 is ₹ 2,141 crore as compared to ₹ 2,058 crore as on 31st March, 2014. During the current fiscal year, the total debt decreased by ₹ 320 crore as compared to the balances as on 31st March, 2014 mainly due to repayment of loan against subsidy receivables.

\* represents less than ₹ 1 crore

## 4.2 Financial Analysis of Tata Chemicals Group (Consolidated) – Year Ended 31st March, 2015

### Profit and Loss Analysis

#### 4.2.1. Net Sales/Income from Operations:

	(₹ in crore)			
Entity	FY 2014- 15	FY 2013- 14	Change	% Change
Tata Chemicals Limited	9,984	8,580	1,404	16
Tata Chemicals Europe (TCE) and Tata Chemicals Africa	2,279	2,544	(265)	(10)

Entity	FY 2014- 15	FY 2013- 14	Change	% Change
Tata Chemicals North America Inc (TCNA)	2,896	2,818	78	3
Indo Maroc Phosphore S.A., Morocco (IMACID)	571	532	39	7
Rallis India Ltd.	1,802	1,727	75	4
Others and Eliminations	(619)	(476)	(143)	30
<b>Total</b>	<b>16,913</b>	<b>15,725</b>	<b>1188</b>	<b>8</b>

#### Comments:

Net Sales have increased by 8% during the year ended 31st March, 2015 primarily due to:

- Inorganic Chemicals: higher volumes of salt in India, improved realisation of soda ash in India, TCML, TCE and TCNA offset by lower volumes in India, TCE, TCML and TCNA.
- Fertilisers: higher volumes of urea, NPK, traded DAP and higher realisation of urea, DAP offset by lower realisation of NPK and lower volumes of complex fertilisers viz. DAP and traded MOP.
- Rallis India Limited – higher revenue due to higher volumes and higher realisation.

#### 4.2.2. Cost of Material Consumed:

	(₹ in crore)			
Entity	FY 2014-15	FY 2013-14	Change	% Change
Tata Chemicals Limited	3,779	3,194	585	18
Tata Chemicals Europe and Tata Chemicals Africa	123	266	(143)	(54)
Indo Maroc Phosphore S.A., Morocco	420	333	87	26
Rallis India Ltd.	827	810	17	2
Others and Eliminations	(309)	(262)	(47)	18
<b>Total</b>	<b>4,840</b>	<b>4,341</b>	<b>499</b>	<b>11</b>

#### Comments:

Raw material consumption increased by 11% as compared to the previous year primarily due to:

## MANAGEMENT DISCUSSION AND ANALYSIS

- Inorganic Chemicals: higher production volumes of salt offset by lower production volumes in TCE, TCML and TCNA.
- Fertilisers: increase in price of RLNG and Administered Price Mechanism (APM) gas and higher production of urea and NPK.

### 4.3.3. Purchase of Stock-in-trade:

(₹ in crore)				
Entity	FY 2014-15	FY 2013-14	Change	% Change
Tata Chemicals Limited	2,713	1,614	1,099	68
Tata Chemicals Europe and Africa	438	226	212	94
Tata Chemicals North America Inc	22	38	(16)	(42)
Rallis India Ltd.	160	171	(11)	(6)
Others and Eliminations	(280)	(236)	(44)	18
<b>Total</b>	<b>3,053</b>	<b>1,813</b>	<b>1,240</b>	<b>68</b>

#### Comments:

The cost of traded goods purchased has increased by ₹ 1,240 crore mainly due to increase in purchase of traded DAP, MOP and Non-bulk fertilisers (seeds/pesticides), pulses in India.

### 4.2.4. Employee Benefit Expenses:

(₹ in crore)				
Entity	FY 2014-15	FY 2013-14	Change	% Change
Tata Chemicals Limited	330	267	63	24
Tata Chemicals Europe and Africa	273	346	(73)	(21)
Tata Chemicals North America Inc	494	462	32	7
Indo Maroc Phosphore S.A., Morocco	21	20	1	5
Rallis India Ltd.	129	111	18	16
Others and Eliminations	9	9	-	-
<b>Total</b>	<b>1,256</b>	<b>1,215</b>	<b>41</b>	<b>3</b>

#### Comments:

The employee cost increased by 3%, mainly due to revised wages in India and US and actuarial loss at India due to decrease in discount rate by 105 basis point offset by reduction in manpower strength in Europe and Africa.

### 4.2.5. Power and Fuel:

(₹ in crore)				
Entity	FY 2014-15	FY 2013-14	Change	% Change
Tata Chemicals Limited	1,035	815	220	27
Tata Chemicals Europe and Africa	643	966	(323)	(33)
Tata Chemicals North America Inc	292	302	(10)	(3)
Indo Maroc Phosphore S.A., Morocco	9	11	(2)	(18)
Rallis India Ltd.	62	62	-	-
<b>Total</b>	<b>2,041</b>	<b>2,156</b>	<b>(115)</b>	<b>(5)</b>

#### Comments:

Power and Fuel charges have decreased by 5% compared to previous year due to:

- Inorganic Chemicals: lower production volumes of soda ash at TCE, TCML and TCNA offset by higher gas price at TCNA, TCML, TCE.
- Fertilisers: increase in production volumes of urea, NPK and higher input cost of RLNG and APM gases.

### 4.2.6. Other Manufacturing Expenses:

(₹ in crore)				
Entity	FY 2014-15	FY 2013-14	Change	% Change
Tata Chemicals Limited	1,186	1,861	(675)	(36)
Tata Chemicals Europe and Africa	782	792	(10)	(1)
Tata Chemicals North America Inc	1,449	1,390	59	4
Indo Maroc Phosphore S.A., Morocco	69	149	(80)	(54)

Entity	FY 2014-15	FY 2013-14	Change	% Change
Rallis India Ltd.	366	332	34	10
Others and Eliminations	4	27	(23)	(85)
<b>Total</b>	<b>3,856</b>	<b>4,551</b>	<b>(695)</b>	<b>(15)</b>

Other Manufacturing expenses represent the following:

(₹ in crore)				
Entity	FY 2014-15	FY 2013-14	Change	% Change
Stores, spares parts and consumables	728	687	41	6
Repairs	408	413	(5)	(1)
Royalty, rates and taxes	271	259	12	5
Commission, discounts and distributors' service charges	139	118	21	18
Sales promotion expenses	294	232	62	27
Freight and forwarding charges	1,911	1,832	79	4
Change in inventory of work-in- progress and finished goods	(917)	109	(1,026)	(942)
Others(*)	1,022	901	121	13
<b>Total</b>	<b>3,856</b>	<b>4,551</b>	<b>(695)</b>	<b>(15)</b>

(\*) Others include insurance charges, rent, professional fees, foreign exchange (gain)/loss, hedging costs, travelling expense, provision for doubtful debts and advances, directors' fees/commission and other expenses.

**Comments:** Other manufacturing expenses during the year ended 31st March, 2015 have decreased by ₹ 695 crore compared to corresponding period in the previous year primarily due to the following:

- Movement in inventory change (WIP and finished goods) is primarily on account of increase in stock levels of traded DAP and traded MOP (Indian operation), during period ended 31st March, 2015 as compared to decrease in stock level during the corresponding period.

- Sales promotion expenses have increased during the year, mainly due to increase in advertisements, marketing campaigns and sales promotion activities for salt, pulses, water purifiers and customised fertilisers, advertisements for launch of new product – spices and increase in service provider charges for Government sales (sale has increased by 88%) at Metahelix.

The above sales promotion activities resulted in the volume growth of pulses (33%), customised fertilisers (69%) and salt (5%).

- Commission, discounts and distributors' service charges increased primarily at Rallis on account of brand building activities and increase in cash sale.
- Increase in other expenses primarily consist of foreign exchange transaction and translation losses of ₹ 110 crore.
- Higher stores, spare parts and consumable at India, royalty, rates and taxes (higher at TCE+TCML), freight and forwarding expenses (higher volume of salt, urea and complex fertilisers and due to higher rates).

#### 4.2.7. Finance Costs:

(₹ in crore)				
Entity	FY 2014-15	FY 2013-14	Change	% Change
Tata Chemicals Limited	187	185	2	1
Tata Chemicals Europe and Tata Chemicals Africa	142	193	(51)	(26)
Tata Chemicals North America Inc	91	163	(72)	(44)
Rallis India Ltd.	10	12	(2)	(16)
Others and Eliminations	24	26	(2)	(8)
<b>Total</b>	<b>454</b>	<b>579</b>	<b>(125)</b>	<b>(22)</b>

Comments: The decrease in Finance costs is mainly due to:

- Reduction at TCNA due to charge taken on account of unamortised finance cost in previous year amounting to US\$ 10 million on refinance of loan.
- Reduction at TCE and TCML due to charge taken on account of unamortised finance cost and Interest Rate Swaps (IRS) unwinding in previous year amounting to GBP 4 million, lower interest cost due to refinancing done in November 2013.



## MANAGEMENT DISCUSSION AND ANALYSIS

## 4.2.8. Exceptional Items:

	₹ in crore)	
Particulars	FY 2014-15	FY 2013-14
Exchange loss (net) on foreign currency long- term borrowings including revaluation thereof	-	158.47
Impairment of assets (net of Reversal)(refer note 'a' below)	196.95	983.68
Restructuring costs at Tata Chemicals Europe Limited	-	242.28
Provision for diminution in the value of investments in EPM Mining Ventures Inc.	-	180.31
Compensation on voluntary retirement (refer note 'b' below)	64.14	-
Compensation received on termination of a supply contract	(61.38)	(144.53)
<b>Total</b>	<b>199.71</b>	<b>1,420.21</b>

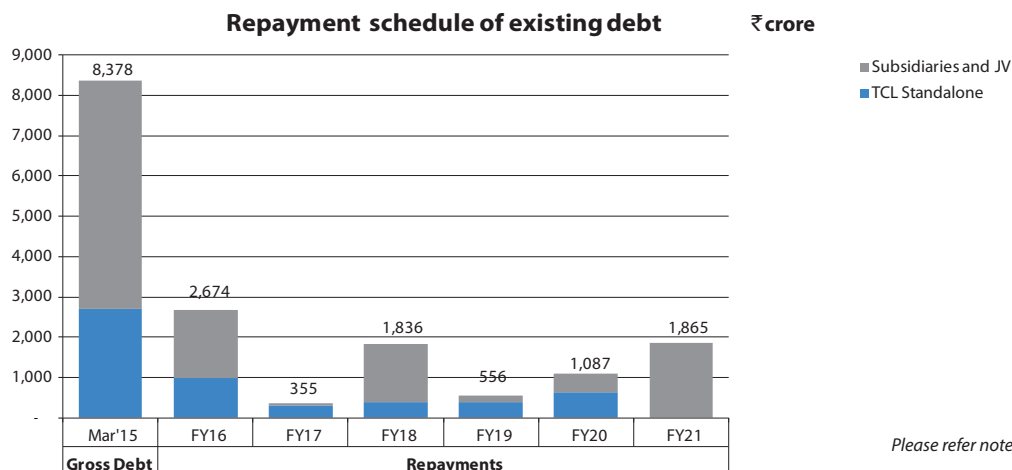
- a. During the current year, the Group has recognised a non-cash write down of goodwill of ₹ 8.52 crore (previous year ₹ 619.77 crore) and other assets (including capital work in progress and commitments in respect thereof) aggregating to ₹ 188.43 crore (previous year ₹ 363.91 crore) primarily relating to the Chemical and Bio Fuel overseas business (previous year relating to the Group's Kenyan operations and the Fertiliser and Biofuel operations in India).
- b. Compensation on voluntary retirement is on account of redundancies consequent to the decision to scale down operations at Kenya.

## 4.2.9. Other Notes:

- i) The Group has reassessed the useful lives of its fixed assets. As a result of the change, the charge on account of depreciation for the year ended 31st March, 2015 is higher by ₹ 27.41 crore. In case of assets whose useful lives have ended, the carrying values as at 1st April, 2014 amounting to ₹ 21.84 crore (net of deferred tax ₹ 11.86 crore and minority share ₹ 1.18 crore) have been adjusted against the opening reserves as on 1st April, 2014 pursuant to the provisions of Schedule II to the Companies Act, 2013.
- ii) The actuarial gains and losses on the funds for employee benefits (pension plans) of the overseas subsidiaries have been consistently accounted in "Reserves and Surplus" in the consolidated financial statements in accordance with the generally accepted accounting principles applicable and followed in the respective country of incorporation. The management is of the view that due to volatility and structure of the overseas pension funds, it is not considered practicable to adopt a common accounting policy and deviation is as permitted by Accounting Standard 21 – Consolidated Financial Statements. Had the practice of recognising the actuarial gains and losses of pension plans of the overseas subsidiaries in the consolidated financial results been followed, the consolidated Net Profit/(Loss) before tax and Net Profit / (Loss) after tax of the Group would have been lower by amounts as per table below:

	₹ in crore)	
Impact on :	FY 2014-15	FY 2013-14
Consolidated Net Profit / (Loss) before tax	285.18	140.95
Consolidated Net Profit / (Loss) after tax	219.42	77.36

## 4.2.10. Total Debt and Repayment Schedule:



**Notes :**

- 1 Gross debt of ₹ 8,378 crore includes ₹ 1,295 crore on account of bridge loans and ₹ 1,308 crore on account of working capital loans .
- 2 The above repayment schedule for term loans including bridge facilities of ₹ 1,295 crore (due for repayment during FY 2015-16) has been prepared considering the existing repayment terms. Some of these loans/facilities would be refinanced, in full or in part, from time to time in future depending on the requirement and the business plans.
- 3 Working capital loans, being revolving in nature, although have been shown as repayment during FY 2015-16, actual repayment/utilisation would depend upon the business requirements from time to time.

**5. INNOVATION AND TECHNOLOGY****5.1 Innovation Centre**

The Company established the Innovation Centre (IC) to undertake research in applied sciences with a view to seeding new businesses, using the principles of sustainability and green chemistry. The IC has filed 60 patent applications (6 in FY 2014-15) of which 15 have been granted. The new state-of-the-art Company owned Innovation Centre in Pune was inaugurated by Mr. Cyrus P. Mistry, Chairman, on 11th July, 2014.

In FY 2014-15, some of the key accomplishments of the IC team included developing a ten-year technology roadmap for the Nutritional Solutions supported by technology scanning to identify high-potential and early-stage technologies. The team provided application development support to Fructo-oligosaccharide (FOS) customers in India and transferred and scaled-up Glacto-oligosaccharides (GOS) technology from the laboratory to our plant near Chennai. The IC team also provided support to and developed products on behalf of Rallis and other Tata companies.

**5.2 Centre for Agri-Solutions and Technology**

The Centre for Agri-Solutions and Technology (CAT) is an in-house Department of Scientific and Industrial Research (DSIR) (Ministry of Science & Technology, Government of India) recognized Research & Development Centre for Crop Nutrition & Agribusiness (CNAB) unit of the Company. It has been set up primarily to develop innovative crop nutrition products and services; besides providing advisory to farmers on sustainable farming practices and technical

knowledge back-up for the CNAB field force. The Centre is also responsible for establishing professional linkage with National Agricultural Research System, and providing thought-leadership for senior management of CNAB for shaping future strategy. The Centre is located at Aligarh, Uttar Pradesh (UP) and equipped with a state-of-the-art Crop Nutrition Laboratory and assisted by trained technical personnel engaged in field experiments in about 10 states. The scientific team of CAT has been instrumental in development of first crop and location specific Customised Fertilisers of our country for Paddy, Wheat, Potato and Sugarcane under Western UP condition. The Centre has also come-up with efficient Plant Growth Promoting formulations. Both these have already been commercialised. The Centre has also developed customized Foliar Nutrition Products for high value crops, which are in advanced stage of commercialisation. CAT has technical collaboration with a few International and several National Institutions / Universities for promoting/incubating new promising technologies in crop nutrition solution.

**6. HUMAN RESOURCES (HR)**

As the organisation has embarked on its transformation strategy, LEAP, it has been similarly transforming its HR agenda to create not only a capable workforce but one that is highly engaged and committed to executing its many projects and initiatives effectively. While continuing to ensure harmonious employee relations and smooth administration of employee benefits and policies, considerable effort is also going into building diverse capabilities required to perform in an agile manner in the competitive marketplace. Specific programmes addressing various segments of the workforce are being executed to enhance levels of customer centricity and training of managers in nurturing engagement levels and to create an enabling environment that fosters excellence and innovation.

Over the past few years cost optimisation and employee development and engagement have been the predominant recurring themes of HR initiatives across all business units. Aligned to LEAP, the Company has reviewed the inventory of skills and competencies required and augmented them, especially in the areas of customer in-sighting, product and brand management, sales, digitisation and sustainability. Specific skill building programmes are being conducted for the field sales force as TCL enters new products and new geographies. Similarly, the niche area of Nutritional Solutions has seen intake of talent both in the product development and marketing as the business scales up in the years ahead.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Company's learning and development ecosystem provides multiple forums and opportunities for employees to hone their skills and master new competencies to support LEAP. Under the Education, Experience, Exposure model, the Company provides classroom training, on-the-job experiences, job rotation, deputation, internships, special projects / assignments, cross-business, cross functional exposure and functional training. The Company provides its team with the opportunity to learn from their work rather than taking them away from their work to learn. E-learning platforms are offered to those who wish to learn at their own pace as well as to expand the reach and reduce the costs of training.

The Company continued to enrich its internal Management Development Programme (MDP), a flagship programme of the Company, by adding modules on business simulations, and live projects to make it an intensive learning experience and equipping the managers to deal with the complexities of the real world. During the year, the Company ran the eighth edition of the MDP adding 50 more employees to the pool of over 200 MDP graduates.

Other key programmes included Jagruti for the Agri field staff, Rural Immersion programmes for the Consumer Field Force, Behavioural Safety and Functional Capability programmes at the manufacturing sites, 'Collaborate to Win' and Seminars on Big Data and Digitisation for the senior management team. Exposure through nominations to functional and technical seminars, conferences, access to memberships of professional bodies, participation and partnership with industry and academic bodies are other methods that have been deployed to enrich the knowledge-base of our people.

Similarly, at the operator levels, programmes are being run for workmen, supervisors and third party staff to upgrade their skills and build operational excellence across every level in TCL.

This year, the Company has launched the integrated Talent Management system, a structured three-tiered process, to identify high-potential employees and work on building their capabilities as a part of developing a pool of talent ready to take leadership roles in future. TCL leverages vacancies across Business and Functions by encouraging talent mobility. Since the launch of the revamped internal job posting programme SHINE+ in 2014, over 50 employees have availed of the opportunity for progressing in their careers.

In tune with the needs of changing times, TCL has introduced flexible working hours at the non-manufacturing establishments, revised the leave

Policy, and enhanced the quantum of medical insurance cover. The Company recognises that the motivation of the workforce is crucial in sustaining their productivity. To acknowledge the contributions of long serving employees, TCL has revised its Long Service Awards policy this year. A new Rewards and Recognition framework is being established to bolster the current localised appreciation mechanisms. The Company's HR processes evolve with the changing needs and aspirations of its employee profile. Many of its processes have been revisited and made more employee-friendly. Under the 'Simpli5' initiative, TCL has undertaken several projects to cut down complexity by simplifying the process and policies with a view to reduce administrative layers, trusting employees to do the right thing and leverage technology to track and monitor variances.

TCL has been playing an exemplary role in the areas of labour, community welfare, and HR practices, a fact that is endorsed by the SA 8000 recertification during the year for Mithapur, its largest site. TCL has also constituted a Diversity Council that is shaping and monitoring the implementation plans necessary for us to create a more inclusive workforce and extended ecosystem.

The Employer Value Proposition survey, conducted by Conference Executive Board, places TCL in the top quartile of employers for FY 2014-15 indicating that it continues to be an aspirational employer in the industry. The induction process for new joiners has been further improved to include a quarterly session, Let's Chat, where a cross-section the senior leaders interact with the new employees after they have spent around 45 to 60 days in the business to ascertain their impressions, experiences and address any concerns. TCL's Platinum Jubilee events held across many locations during the year also provided a platform to bring together many of its ex-employees who continue to be ambassadors and well-wishers of the Company.

The highlight of this year was the 95% participation of employees in the Employee Engagement survey and a significant increase in the overall engagement score to 73%, up by 5 % from 68% score in the previous year. The overall attrition rates in the management category in India have shown a downward trend from 8.9% in FY 2012-13 to 8.3% in FY 2013-14 and to 8.0% in FY 2014-15. The Company would like to thank all its employees and employee representatives for all their efforts and support during the year.

The overall head count as on 31st March, 2015 is 4,207, spread across 3,067 in India, 548 in North America, 358 in UK, 233 in Kenya and 3 in Singapore.

## 7. SAFETY AND HEALTH

Safety is a core value. The Company is committed to continuously improve its safety performance by targeting Zero Harm, through world class safety practices. For exclusive oversight on CSR, Safety, Health, Environment and Sustainability (SHES) aspect, the Company has a Board-level committee; CSR, Safety and Sustainability Committee.

The Board provides valuable direction and guidance to the management to ensure that SHES implications are properly addressed in all new strategic initiatives, budgets, audit actions and improvement plans. The senior leadership plays a critical role in encouraging positive attitudes towards safety and help in creating an environment that fosters safety culture, by establishing clear and transparent policies like SHE Policy, Cardinal Rules of Safety and TataChem Golden Rules of Safety. The Company has adopted voluntary standards such as Tata Group Safety Standards, Responsible Care, OHSAS – 18001, ISO – 14001, British Safety Council guidelines, AIChE-CCPS Process Safety Management Guidelines, to ensure continual improvement in the SHE performance. Senior managers seek to demonstrate effective safety and health leadership from line functions and have integrated the same with their responsibilities and daily duties.

From 1st May, 2014, Mithapur has introduced an innovative safety excellence initiative, Suraksha Jyot, to review the hazard-risk assessment, effective implementation of mitigation plans, and its communication to the workforce in a focused manner. Babrala site implemented Process Safety Management guidelines in a deliberate manner. Haldia deployed a structured initiative, SRESHTO (Securing Reliability of Equipment and Structure at Haldia through Team Spirit and Obsession), to address the issue of ageing assets and to continue to ensure safe working environment. Post Suraksha Jyot, Mithapur achieved a TRI free (Total Recordable Injury) 5 months, while Haldia achieved Zero TRI for the year. Haldia and Mithapur also secured Five Star rating in an audit conducted by the British Safety Council for Health and Safety Management. Babrala received NSCI's 'Suraksha Puraskar' at the National Safety Awards.

For employees, regular health check-ups are conducted based on work area hazards, to monitor all aspects of health including occupational parameters. Employees working in hazardous areas undergo health check-ups twice a year while others undergo annual check-ups. For non-site employees, a free medical check-up was available for employees above 40-years of age. This year TCL has reviewed its policy and now employees

between 30-40 years of age are also eligible for free health check-ups once every two years. Ergonomic surveys are also conducted.

## 8. SUSTAINABILITY

### 8.1 Business Responsibility Report (BRR)

In its circular dated 13th August, 2012, the Securities and Exchange Board of India (SEBI) introduced Clause 55 of the Listing Agreement which mandates the inclusion of BRR as a part of the Annual Report for top 100 listed entities, based on their market capitalisation on BSE Limited and the National Stock Exchange of India Limited as on 31st March, 2012. Although the BRR is not mandatory for the Company, as a responsible corporate citizen, it has decided to voluntarily prepare the BRR in the format prescribed by SEBI. In accordance with the press release and FAQs dated 10th May, 2013 issued by SEBI, the Company's BRR will be hosted on its website [www.tatachemicals.com](http://www.tatachemicals.com). Any shareholder interested in obtaining a physical copy of the same may write to the General Counsel & Company Secretary at the registered office of the Company.

### 8.2 Sustainability Reporting

The Company is conscious of its role as a responsible corporate citizen and adheres to the norms of the Corporate Governance. The Company strives to be a leader in corporate sustainability focussing on all three elements of people, planet and profit, to help build deeper relationships with all its stakeholders. To highlight performance and progress information on these aspects, the Company plans to publish its sixth Sustainability Report FY 2014-15 in public domain shortly. This report will be externally assured and based on GRI-G4 guidelines covering the core indicators. It will also integrate reporting of sustainability actions across geographies, covering India, Kenya, U.S. and U.K. operations. The Company's fifth Sustainability Report can be viewed on its website [www.tatachemicals.com](http://www.tatachemicals.com).

### Corporate Sustainability Protocol Index Score

2014-15	654
2013-14	606

### 8.3 United Nations Global Compact (UNGC)

The Global Compact requires businesses to adhere to ten principles in the areas of human rights, labour standards, environment and anti-bribery. The Company has been preparing and submitting the 'Communication on Progress' (CoP) since 2005 as per the Global Compact Initiative taken up by the Secretary General of the United Nations. The Company continues its commitment to the UN Global Compact

## MANAGEMENT DISCUSSION AND ANALYSIS

and will submit its CoP on the ten UNGC principles for FY 2014-15. The details of the UNGC CoP can be viewed on [www.unglobalcompact.org](http://www.unglobalcompact.org) and on the Company's website [www.tatachemicals.com](http://www.tatachemicals.com).

#### 8.4 Carbon Disclosure Project (CDP)

CDP is an international, not-for profit organisation and works to transform the way the world does business to prevent dangerous climate change and protect natural resources. The Company is committed to create long-term prosperity rather than short-term gain at the expense of the environment. Evidence and insight is vital to driving real change. The Company uses the power of measurement and information disclosure to improve the management of environmental risk. The Company is responding to CDP since FY 2008-09 and is consistently maintaining its position under the Carbon Disclosure Leadership Index (CDLI) since FY 2010-11. The Company has also started CDP water reporting in FY 2012-13. CDP's supply chain programme enables organisations to implement successful supplier engagement strategies, reduce upstream emissions, control water impact and manage risk in a changing climate.

Enterprise Specific Emission (Tonnes CO<sub>2e</sub> / Tonne Products)

2014-15	0.650
2010-11	0.675

#### 9. BUSINESS EXCELLENCE

The Company remains committed to continually raise the bar on performance in all aspects of the business. The Tata Business Excellence Model (TBEM) serves as a pivotal framework that allows the Company to gain insights into its performance and establish continuous improvement initiatives for attaining superior business results and maximising satisfaction and value to the customers. The TBEM framework covers six core aspects of the business: Leadership, Strategic planning, Customer focus, Measurement, Analysis and Knowledge Management, Workforce focus and Process Management. For a global organisation which has its manufacturing operations spread across four continents, with diverse business segments and employees from different cultures, TBEM serves as a platform to establish a common standard of excellence.

The Company participates annually in the Tata Group level TBEM assessments, which provide valuable inputs into the strengths and areas of focus for the Company to strengthen the culture of excellence. The Company believes that the continued emphasis on TBEM will

provide the thrust as it progresses towards becoming a world class organisation.

#### 10. INTERNAL CONTROLS

The Company has robust systems for internal audit, risk assessment and mitigation and has an independent internal audit department with well-established internal control and risk management processes both at the business and corporate levels. The Chief - Internal Audit and Risk Officer reports directly to the Chairman of the Audit Committee of the Board of Directors, which ensures process independence.

Internal audit function plays a key role in providing to both the operating management and to the Audit Committee of the Board, an objective view and reassurance of the overall control systems and effectiveness of the risk management processes across the Company and its subsidiaries. Internal Audit also assesses opportunities for improvement in business processes, systems and controls and provides recommendations designed to add value to the operations.

The scope and authority of the Internal Audit Department is derived from the Audit Charter approved by the Audit Committee. Internal Audits are performed by an in-house team of multidisciplinary professionals comprising Chartered Accountants and Engineer. Reviews are conducted on an on-going basis, based on a comprehensive risk-based audit plan, which is approved by the Audit Committee at the beginning of the year. The internal audit department which operates on a decentralised basis continuously monitors the adequacy and effectiveness of the internal control environment across the Company and the status of compliance with operating systems, internal policies and regulatory requirements.

The Audit Committee meets on a quarterly basis to review and discuss the reports submitted by the Chief Internal Audit and also review closure of all agreed actions. The Audit Committee also meets the Statutory Auditors separately to ascertain their views on the adequacy and efficiency of the internal control systems.

The Company believes that every employee has a role to play in fostering an environment in which controls, assurance, accountability and ethical behaviour are accorded high importance. To supplement the reviews carried out by the Internal Audit teams, the Company follows an elaborate system of Control Self Assurance (CSA) (self-audit) which is carried out during the year. The CSA coverage includes all critical departments in the organisation.

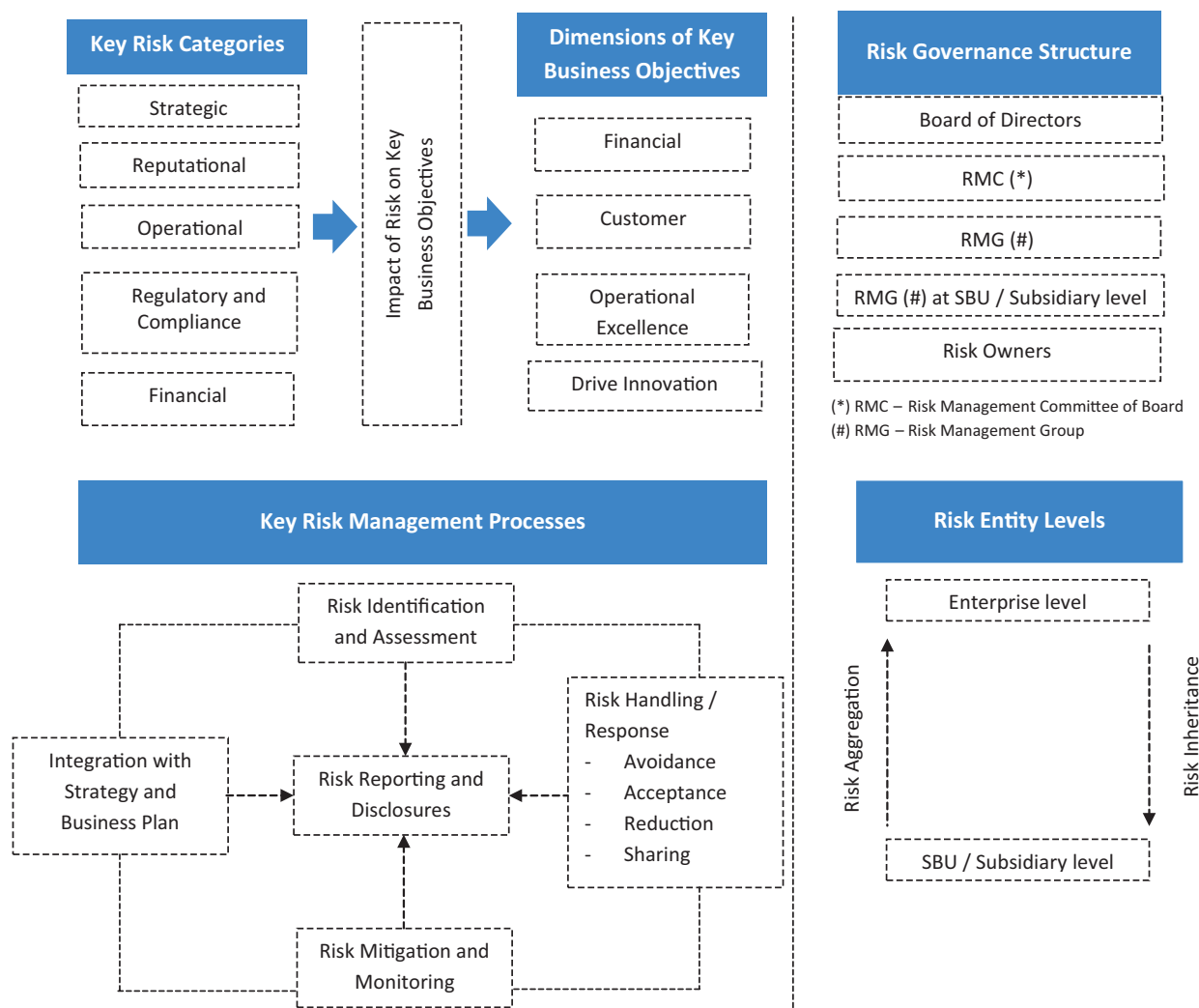


The IT enabled CSA process provides a good bottom-up approach and build up for the CEO/CFO certification as required by Clause 49 of the Listing Agreement, besides helping in awareness creation of controls across a wide segment of the Company's employees. This complements the Internal Audits conducted to ensure total coverage during a year.

## 11. RISK MANAGEMENT FRAMEWORK

The following section discusses various dimensions of our enterprise risk management. The risk-related information outlined in this section is not exhaustive and is for information purposes only. Our business model is subject to uncertainties that could cause actual results to differ materially from those reflected in the forward looking statements.

### Key components of Risk Management Framework:



### Overview

Risk Management and Internal Audit functions complement each other. Enterprise Risk Management (ERM) at TCL seeks to minimise adverse impact on the business objectives and enhance stakeholder value.

Over the years, the ERM process has evolved into a robust exercise entailing a balanced bottom up and top down approach covering all units, functions and departments of the Company and its subsidiaries. The Company's risk identification and assessment process is dynamic and hence, it has been able to identify, monitor and mitigate the most relevant strategic and operational risks, both during periods of accelerated growth and recessionary pressures.



## MANAGEMENT DISCUSSION AND ANALYSIS

**Risk Management: Governance Structure**

Our risk management framework works at various levels across the enterprise. The key roles and responsibilities regarding risk management in the Company are summarised as follows:

Level	Key roles and responsibilities
Board of Directors (Board)	<ul style="list-style-type: none"> <li>Reviewing and guiding risk policy of the Company</li> <li>Ensuring the integrity of the systems for risk management</li> </ul>
Risk Management Committee (RMC) of the Board	<ul style="list-style-type: none"> <li>Overseeing the Company's risk management process and controls</li> <li>Setting strategic plans and objectives for risk management, risk philosophy and risk minimisation</li> <li>Reviewing compliance with policies implemented by the Company</li> <li>Reviewing risk assessment of the Company annually and exercising oversight of various risks including strategic risk, operational risks, market risk, etc</li> <li>Oversight of the Company's Risk tolerance and Risk appetite</li> <li>Report and update to the Board periodically on various matters it has considered</li> </ul>
Risk Management Group (RMG) at Senior Management level	<ul style="list-style-type: none"> <li>Identification and review of enterprise risks from time to time, initiating mitigation actions, identifying owners and reviewing progress</li> <li>Identification and review of Risk appetite and Risk trigger (at Enterprise Level)</li> <li>Implementation of Risk reduction strategies</li> <li>Formulating and deploying risk management policy</li> <li>Deploying practices for identification, assessment, monitoring, mitigation and reporting of risks</li> <li>Providing updates to RMC from time to time on the enterprise risks and actions taken</li> </ul>
RMG at Business Unit (BU) / Subsidiary level	<ul style="list-style-type: none"> <li>Reviewing respective BU / Subsidiary risks from time to time, initiating mitigation actions, identifying owners and reviewing progress</li> <li>Identification and review of Risk appetite and Risk trigger (at BU / Subsidiary Level)</li> <li>Implementation of risk reduction strategies</li> <li>Deploying risk management policy</li> <li>Deploying practices for identification, assessment, monitoring, mitigation and reporting of risks</li> <li>Providing updates to RMG and RMC from time to time on the respective BU risks and actions taken</li> </ul>
Risk Owners	<ul style="list-style-type: none"> <li>Responsible for developing and acting on risk mitigation plan</li> <li>Providing periodic updates to RMC on risks with mitigation plan</li> </ul>

**Risk Categories**

The following broad categories of risks have been considered in the risk management framework:

- Strategic Risk – includes the range of external events and trends (like Government policy) that can adversely impact the Company's strategic growth trajectory and destroy stakeholder value
- Reputational Risk – includes range of events that creates a mismatch between stakeholder expectations and his/her perception about Company's performance around those expectations
- Operational Risk – are those risks which are associated with operational uncertainties like failure in critical equipment, attrition, etc
- Regulatory and Compliance risk – risks due to inadequate compliance to regulations, contractual obligations and

intellectual property violations leading to litigation and loss of reputation

- Financial Risk – this covers financial risks facing the organisation in terms of internal systems, planning, funding etc

**Cautionary statement**

*Statements in the Management Discussion and Analysis describing the objectives, projections, estimates and expectations of the Company, its direct and indirect subsidiaries and its associates, may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand / supply, price conditions in the domestic and overseas markets in which the Company operates, changes in government regulations, tax laws, and other statutes and incidental factors.*

# CORPORATE GOVERNANCE REPORT

## 1. Company's Philosophy on the Code of Governance

The Company continues to lay great emphasis on the highest standards of Corporate Governance. The Company believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders' value. In this pursuit, the Company's Corporate Governance philosophy is to ensure fairness, transparency and integrity of the management, in order to protect the interests of all its stakeholders. Strong leadership and effective corporate governance practices have been the Company's hallmark and it has inherited these from the Tata culture and ethos.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Director. In addition, the Company has adopted a Code of Conduct for Non- Executive Directors. The Company's Corporate Governance philosophy has been further strengthened through the Tata Business Excellence Model, the Tata Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Policy.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the stock exchanges with regard to corporate governance.

## 2. Board of Directors

The Board comprised 11 Directors as on 31st March, 2015. The Board has a combination of Executive and Non- Executive Directors. There are nine Non-Executive Directors and six (i.e. 54.55%) are Independent Directors. The Managing Director and the Executive Director & Chief Financial Officer (CFO) are the Whole-time Directors of the Company.

The composition of the Board is in conformity with Clause 49 of the Listing Agreement entered into with the stock exchanges. It also complies with the provisions of the Companies Act, 2013. All Directors possess the requisite qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as per Clause 49(II)(D)(2) of the Listing Agreement) across all the companies in which he/she is a Director. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies. None of the Directors of the Company is related to each other.

None of the Independent Directors is an Independent Director on the Board of more than seven listed Companies. All the Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 ('Act') and the Governance Guidelines for Board effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment have been disclosed on the website of the Company.

### Board Procedure

The annual calendar of Board Meetings is agreed upon at the beginning of the year.

The Agenda is circulated well in advance to the Board members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions and to discharge its responsibilities effectively. The Managing Director apprises the Board on the overall performance of the Company. The Managing Director's report is also circulated to the Board. The Board also, inter-alia, reviews the strategy, annual business plan and capital expenditure budgets, compliance reports of the laws applicable to the Company, review of major legal issues, minutes of the Board Meetings of the Company's unlisted subsidiary companies, adoption of quarterly / half-yearly / annual results, transactions pertaining to purchase / disposal of property, major accounting provisions and write-offs / write backs, corporate restructuring, minutes of the meetings of the Audit and other Committees of the Board.

In addition to the information required under Annexure X to Clause 49 of the Listing Agreement, the Board is also kept informed of major events and approvals are taken wherever necessary.

## CORPORATE GOVERNANCE

**Meetings held**

The Board met 10 (ten times) on the following dates during the Financial Year (FY) 2014-15.

15th May, 2014	25th November, 2014
30th May, 2014	2nd February, 2015
11th July, 2014	6th February, 2015
5th August, 2014	19th March, 2015
10th November, 2014	23rd March, 2015

The gap between two meetings did not exceed one hundred and twenty days.

The Seventy-Fifth Annual General Meeting (AGM) of the Company was held on 21st August, 2014.

**Category and Attendance of Directors**

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the FY 2014-15 and at the last AGM, as also the number of directorships and committee positions held by them in other public limited companies as on 31st March, 2015 are as follows:

Name of Director	Category	No. of Board Meetings attended during FY 2014- 15	Whether attended AGM held on 21st August, 2014	Number of directorships in other public limited companies*		Number of committee positions held in other public limited companies**	
				Chairman of the Board	Board Member	Chairman of the Committee	Committee Member
Mr. Cyrus P. Mistry (Chairman) DIN- 00010178	Non-Independent Non-Executive	10	Yes	9	-	-	-
Mr. R. Gopalakrishnan (Vice-Chairman) DIN- 00027858	Non-Independent Non-Executive	10	Yes	4	5	-	2
Mr. Nusli N. Wadia DIN- 00015731	Independent, Non-Executive	9	No	4	3	-	-
Mr. Prasad R. Menon DIN- 00005078	Non-Independent Non-Executive	9	No	2	4	1	2
Mr. Nasser Munjee DIN- 00010180	Independent, Non-Executive	7	Yes	2	7	4	1
Mr. E.A. Kshirsagar DIN- 00121824	Independent, Non-Executive	9	Yes	-	6	5	1
Dr. Y.S.P. Thorat DIN- 02652734	Independent, Non-Executive	9	Yes	1	5	3	3
Dr. Vijay Kelkar # DIN- 00011991	Independent, Non-Executive	6	Yes	-	7	1	3
Ms. Vibha Paul Rishi @ DIN- 05180796	Independent, Non-Executive	6	NA	-	6	-	3
Mr. R. Mukundan DIN- 00778253	Managing Director	10	Yes	-	3	-	-
Mr. P. K. Ghose DIN- 00034945	Executive Director & CFO	10	Yes	-	2	1	1

**Notes:**

\* Excludes directorships in associations, private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 and Government Bodies.

\*\* Represents Chairmanships / Memberships of Audit Committee and Stakeholders Relationship Committee.

# Resigned as a Director with effect from 1st April, 2015.

@ Appointed as an Independent Director with effect from 1st September, 2014.

### Appointment / Reappointment of Directors

Details of the Directors seeking appointment / re-appointment at the AGM, pursuant to Clause 49 of the Listing Agreement, have been given along with the Notice of AGM.

### Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 23rd March, 2015, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Clause 49 of the Listing Agreement. At the Meeting, the Independent Directors discussed :

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Mr. Nusli N. Wadia, Mr. Nasser Munjee, Mr. E. A. Kshirsagar, Dr. Y. S. P. Thorat, and Ms. Vibha Paul Rishi attended the Meeting of Independent Directors. Mr. Nusli N. Wadia chaired the Meeting.

### Board and Director Evaluation and criteria for evaluation

During the year, the Board has carried out an annual performance evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the performance evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include, inter alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board / Committee meetings and guidance / support to management outside Board / Committee meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic

agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The procedure followed for the performance evaluation of the Board, Committees and Individual Directors is detailed in the Board's Report.

### Familiarisation Programme for Independent Directors

The Independent Directors are made familiarised with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes. These include orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at the following web link: [http://www.tatachemicals.com/investors/policies/pdf/Familiarization\\_programme\\_for\\_Independent\\_Directors.pdf](http://www.tatachemicals.com/investors/policies/pdf/Familiarization_programme_for_Independent_Directors.pdf).

### Code of Conduct

Whilst the Tata Code of Conduct is applicable to the Whole-time Directors and employees of the Company, the Board has also adopted a Code of Conduct for Non-Executive Directors, which incorporates the duties of Independent Directors as laid down in Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, both of which are available on the Company's website.

All the Board members and Senior Management of the Company as on 31st March, 2015 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the Managing Director, forms part of this report.

Apart from reimbursement of expenses incurred in the discharge of their duties and the remuneration that these Directors would be entitled under the Companies Act, 2013 as Non-Executive Directors, none of the Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Subsidiaries and Associates.

## CORPORATE GOVERNANCE

The Directors and Senior Management of the Company have made disclosures to the Board confirming that there are no material, financial and / or commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

**Shareholding of Directors as on 31st March, 2015 is as under:**

Name of Director	No. of Ordinary shares held	% of Paid-up Capital
Mr. Cyrus P. Mistry (Chairman)	16,000	0.01%
Mr. R. Gopalakrishnan (Vice-Chairman)	15,000	0.01%
Mr. R. Mukundan (Managing Director)	500	0.00%

### 3. Audit Committee

#### Terms of Reference

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, inter-alia, are:

- Oversight of the Company's financial reporting process and disclosure of its financial information.
- Discuss and review, with the management and auditors, the annual / quarterly financial statements before submission to the Board.
- Review of the Company's accounting policies internal accounting controls, financial and such other matters.
- Hold timely discussions with external auditors regarding critical accounting policies and practices, significant reporting issues and judgements made, nature and scope of audit, etc.
- Evaluate auditors' performance, qualification, independence and effectiveness of Audit process.
- Recommend to the Board, the appointment, reappointment, removal of the external auditors, fixation of audit fees and also approval for payment for audit and non-audit services.
- Review the adequacy of internal audit and risk management function.

- Review the adequacy of internal control systems and ensure adherence thereto.
- Scrutinize inter-corporate loans and investments.
- Review the Company's compliance with the legal and regulatory requirements and the Tata Code of Conduct and effectiveness of the system for monitoring the same.
- Review the functioning of Whistle Blower Mechanism of the Company which shall include the Vigil Mechanism for Directors and employees to report genuine concerns in the prescribed manner.
- Review the significant related party transactions.
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.

Generally, all items listed in Clause 49 III (D) of the Listing Agreement and in Section 177 of the Companies Act, 2013 are covered in the terms of reference. The Audit Committee has been granted powers as prescribed under Clause 49 III (C).

#### Meetings held

During FY 2014-15, 8 (eight) meetings were held on the following dates:

11th April, 2014	10th October, 2014
29th May, 2014	31st October, 2014
26th June, 2014	7th November, 2014
4th August, 2014	5th February, 2015

The gap between two Meetings did not exceed four months.

#### Composition and Attendance

The Committee comprises Mr. Nasser Munjee, Mr. R. Gopalakrishnan, Mr. E. A. Kshirsagar and Dr. Y. S. P. Thorat. Mr. Nasser Munjee, the Chairman of the Audit Committee, is an Independent Director of the Company.

Mr. Nasser Munjee is an eminent Economist and leading banker. All the members of the Committee have wide exposure and possess sound knowledge in the area of accounts, finance, audit, internal controls, etc. The composition of the Committee is in conformity with Clause 49 (III)(A) of the Listing Agreement. The Company Secretary is the Secretary to the Committee.

The Managing Director, Executive Director & CFO, Statutory Auditor, Chief-Internal Audit and Risk Management and Vice President & Group Corporate Controller attend and participate at all the meetings of the Committee. The Chief Operating Officers and Chief Human Resources Officer attend the meetings where Internal Audit Reports are discussed. The Committee from time to time also invites such of the executives, as it considers appropriate, to be present at the meetings.

During the year, the Committee reviewed the key audit findings covering operational, financial and compliance areas and the risk mitigation plans were presented to the Committee. The Chairman of the Audit Committee briefs the Board about the significant discussions at the Audit Committee meetings.

Mr. Nasser Munjee, Chairman of the Audit Committee, was present at the last AGM held on 21st August, 2014.

Name of Member	No. of meetings attended
Mr. Nasser Munjee (Chairman)	8
Mr. R. Gopalakrishnan	7
Mr. E. A. Kshirsagar	8
Dr. Y. S. P. Thorat	7

#### 4. Nomination and Remuneration Committee

##### Terms of Reference

The terms of reference of the Committee, inter alia, are:

- Make recommendations to the Board regarding the setup and composition of the Board.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Support the Board and Independent Directors, as may be required, in evaluation of the performance of the Board, its Committees and Individual Directors.
- Devise a policy on Board diversity.

- Recommend to the Board the appointment or reappointment of Directors.
- Recommend to the Board, the appointment of KMP and executive team members.
- On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team of the Company.
- Review matters related to remuneration and benefits payable upon retirement and severance to MD/ EDs, KMP and executive team.
- Oversee familiarisation programmes for Directors.
- Review HR and People strategy and its alignment with the business strategy periodically or when a change is made to either.
- Provide guidelines for remuneration of Directors on material subsidiaries.
- Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of Board, KMP and executive team members.
- Perform other activities related to the charter as requested by the Board from time to time.

##### Meetings held

During FY 2014-15, 4 (four) meetings were held on the following dates:

30th May, 2014	10th November, 2014
5th August, 2014	19th March, 2015

##### Composition and Attendance

Name of Member	No. of meetings attended
Mr. Nusli N. Wadia (Chairman)	4
Mr. Cyrus P. Mistry	4
Mr. R. Gopalakrishnan	4
Mr. Nasser Munjee	3

##### Remuneration Policy

The Company's philosophy for remuneration of Directors, KMP and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, KMP and other employees, which is aligned to this philosophy. The principles governing the Company's Remuneration Policy is provided in the Board's Report.



## CORPORATE GOVERNANCE

**Managing Director / Executive Director & CFO**

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its Managing Director and the Executive Director & CFO. Annual increments are decided by the Nomination and Remuneration Committee (NRC) within the salary

scale approved by the members of the Company and are effective 1st April each year. NRC decides on the commission payable to the Managing Director and the Executive Director & CFO out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the Managing Director and Executive Director & CFO.

Name of Director	Salary (₹)	Perquisites and Allowance (₹)	Commission* (₹)	Total Remuneration (₹)
Mr. R. Mukundan – Managing Director	72,00,000	1,25,12,227	2,00,00,000	3,97,12,227
Mr. P. K. Ghose – Executive Director & CFO	56,40,000	56,46,101	2,00,00,000	3,12,86,101

\* Commission relates to the financial year ended 31st March, 2015, which will be paid during FY 2015-16.

**Service Contracts, Severance Fees and Notice Period**

Terms of Agreement	Mr. R. Mukundan	Mr. P. K. Ghose
Period of Contract	5 years upto 25th November, 2018.	From 26th November, 2013 upto 30th September, 2015.
Severance fees / notice period	The Contract may be terminated by either party giving the other party Six months' notice or the Company paying six months' salary in lieu thereof. There is no separate provision for payment of Severance fees.	The Contract may be terminated by either party giving the other party Six months' notice or the Company paying six months' salary in lieu thereof. There is no separate provision for payment of Severance fees.

**Non-Executive Directors**

During the FY 2014-15, the Company paid sitting fees of ₹ 20,000 per meeting to the Non-Executive Directors for attending meetings of the Board, Executive Committee of the Board, Audit Committee, Nomination and Remuneration Committee, CSR, Safety and Sustainability Committee and the Risk Management Committee, and ₹ 5,000 per meeting for attending the meetings of Stakeholders Relationship Committee and Ethics and Compliance Committee. The members have at the AGM of the Company on 26th August, 2013, approved the payment of commission to

the Non-Executive Directors within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Companies Act, 1956. The said commission is decided each year by the Board of Directors and distributed amongst the Non-Executive Directors based on their attendance and contribution at the Board and certain Committee meetings, as well as the time spent on operational matters other than at meetings. The Company also reimburses the out-of-pocket expenses incurred by the directors for attending the meetings.

Name of Director	Sitting Fees (₹)	Commission (for FY 2013-14) paid in FY 2014-15 (₹)	Commission (for FY 2014-15) payable in FY 2015-16) (₹)
Mr. Cyrus P. Mistry	2,80,000	Nil*	Nil*
Mr. R. Gopalakrishnan	4,20,000	47,00,000	57,00,000
Mr. Nusli N. Wadia	2,60,000	22,00,000	35,00,000
Mr. Prasad R. Menon	2,40,000	27,00,000	27,00,000
Mr. Nasser Munjee	4,00,000	43,00,000	52,00,000
Mr. E. A. Kshirsagar	3,60,000	26,00,000	39,00,000
Dr. Y. S. P. Thorat	4,00,000	17,00,000	41,00,000
Dr. Yoginder K. Alagh (Retired as a Director with effect from 14th February, 2014)	-	2,90,000	-
Dr. Vijay L. Kelkar (Resigned as Director with effect from 1st April, 2015)	1,20,000	14,00,000	12,00,000
Ms. Vibha Paul Rishi (Appointed as an Independent Director with effect from 1st September, 2014)	1,20,000	-	12,00,000
<b>Total</b>	<b>26,00,000</b>	<b>2,25,00,000</b>	<b>2,75,00,000</b>

\* Mr. Cyrus P. Mistry, being Executive Chairman of Tata Sons Limited, has not accepted any commission from the Company.

As per the practice, commission to the Directors is paid after the annual accounts are adopted by the members at the AGM.

#### Retirement Policy for Directors

The Governance Guidelines on Board effectiveness adopted by the Company provides for the retirement age of Directors. As per the Guidelines, the Managing and Executive Directors retire at the age of 65 years, Non-Independent Non-Executive Directors retire at the age of 70 years and the retirement age for Independent Directors is 75 years.

## 5. Stakeholders Relationship Committee

#### Terms of Reference

- To look into redressal of investors' complaints and requests such as transfer of shares / debentures, non- receipt of dividend, annual report, etc.
- To resolve the grievances of the security holders of the Company.

#### Meetings held

During FY 2014-15, 2 (two) meetings were held on 25th June, 2014 and 14th January, 2015.

#### Composition and Attendance

The Committee comprises Dr. Y. S. P. Thorat (Chairman) and Mr. R. Mukundan and they attended both the meetings.

Status of Investor Complaints as on 31st March, 2015 and reported under Clause 41 of the Listing Agreement is as under:

Complaints as on 1st April, 2014	: 0
Received during the year	: 24
Resolved during the year	: 22
Pending as on 31st March, 2015	: 2*

\* As on 27th May, 2015, out of 2 unresolved complaints received through SEBI SCORES System (System), one complaint was resolved and for other unresolved complaint, the Action Taken Report was uploaded on the System and the same is pending for review with SEBI.

The correspondence identified as investor complaints are letters received through statutory / regulatory bodies and letters pertaining to fraudulent encashment etc.

#### Name, designation and address of Compliance Officer

Mr. Rajiv Chandan  
General Counsel & Company Secretary  
Tata Chemicals Limited  
Bombay House, 24 Homi Mody Street, Fort,  
Mumbai 400 001  
investors@tatachemicals.com

## CORPORATE GOVERNANCE

On the recommendations of the Committee, the Company has taken various investor friendly initiatives like sending reminders to investors who have not claimed their dividends, to encourage dematerialisation of shares, etc.

### 6. Executive Committee of the Board

#### Terms of Reference

- To periodically review the ongoing capital expenditure and the investments made by the Company.
- To examine new proposals for investments from the stand point of their business and financial impact.
- To formulate the future strategic direction and business development of the Company.

In addition to the above terms of reference for this Committee, the Committee is expected to review the following items before they are presented to the Board:

- Business and Strategy of the Company.
- Long-term financial projections and cash flows.
- Capital and Revenue Budgets and Capital Expenditure programmes.
- Acquisitions, divestments and business restructuring proposals.
- Senior management succession planning.
- Any other item as may be decided by the Board

#### Meetings held

During FY 2014-15, no meetings were held.

#### Composition

The Committee comprises Mr. Cyrus P. Mistry (Chairman), Mr. R. Gopalakrishnan, Mr. Nusli N. Wadia, Mr. Prasad R. Menon, Dr. Y. S. P. Thorat, Mr. R. Mukundan and Mr. P. K. Ghose.

### 7. Ethics and Compliance Committee

#### Terms of Reference

- To set forth policies relating to and oversee the implementation of the Tata Code of Conduct for Prevention of Insider Trading (the Code).
- To take on record status reports prepared by the Compliance Officer detailing the dealings in Securities by the Specified Persons and their dependants on a monthly basis.

- To decide penal action in respect of violation of the Regulations / the Code by any Specified Person.

#### Meetings Held

During FY 2014-15, 2 (two) meetings were held on 25th June, 2014 and 14th January, 2015.

#### Composition and Attendance

The Committee comprises Dr. Y. S. P. Thorat (Chairman) and Mr. R. Mukundan and they attended both the meetings.

#### Tata Code for Prevention of Insider Trading Practices

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading for its designated employees, in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violation.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 were notified by SEBI on 15th January, 2015 which became effective from 14th May, 2015. Accordingly, the Board has adopted revised Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

In terms of this Code, Mr. P. K. Ghose, Executive Director & CFO, continued to be 'Compliance Officer' and Mr. Alok Gupta, Vice President - Strategic Finance & Treasury has been designated as the 'Chief Investor Relations Officer'. Since the new Regulations require implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company, the Ethics and Compliance Committee' has been dissolved with effect from 27th May, 2015.

### 8. CSR, Safety and Sustainability Committee

#### Terms of Reference

- Review and monitor the sustainability, environmental, safety and health policies and activities across the Tata Chemicals group;
- Provide guidance to management to ensure that all long-term strategic proposals made to the Board include Safety, Health, Environment and Sustainability implications;

- Investigate or cause to be investigated, any extraordinary negative sustainability, environment, health and safety performance or issues of asset integrity which can impact safety, health, environment and sustainability where appropriate;
- Formulate and recommend to the Board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and have oversight over its implementation.
- Recommend the amount to be spent on CSR activities;
- Monitor the Company's CSR policy periodically;

The Board has also adopted the CSR Policy formulated by the Committee. The same is displayed on the website of the Company. A CSR Report giving details of the CSR activities undertaken by the Company during the year along with the amount spent on CSR activities forms a part of the Board's Report.

#### Meetings held

During FY 2014-15, 3 (three) meetings were held on 25th June, 2014, 10th October, 2014 and 14th January, 2015

#### Composition and Attendance

Name of Member	No. of meeting attended
Mr. Prasad R. Menon (Chairman)	3
Mr. Nasser Munjee	2
Dr. Y. S. P. Thorat	3
Mr. R. Mukundan	3

Chief-Safety, Chief-Sustainability & CSR and the General Counsel & Company Secretary are permanent invitees to the meetings of the Committee.

### 9. Risk Management Committee

The revised Clause 49 mandates top 100 listed companies as on 31st March, 2014 to constitute the Risk Management Committee. As per Clause 49 of the Listing Agreement, the Committee shall lay down procedures to inform Board members about the risk assessment and minimisation procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

Although non-mandatory, the Company has constituted a Risk Management Committee of the Board on 6th February, 2015.

#### Terms of Reference

- Review the Company's risk governance structure, risk assessment and risk management practices and guidelines, policies and procedures for risk assessment and risk management.
- Review and approve the Risk Management (ERM) framework.
- Review the Company's risk appetite and strategy relating to key risks, including market risk, product risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks.
- Oversee Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels.
- Review and analyse risk exposure related to specific issues, concentrations and limit excesses, and provide oversight of risk across organisation.
- Review compliance with risk policies, monitor breach / trigger trips of risk tolerance limits and directs action.
- Nurture a healthy and independent risk management function in the Company.
- Oversight of Operating Subsidiaries.

#### Meetings Held

During FY 2014-15, 1 (one) meeting was held on 25th March, 2015.

#### Composition and Attendance

The committee comprises Mr. E. A. Kshirsagar (Chairman), Mr. R. Mukundan, Mr. P. K. Ghose and Mr. Sudhir Dalvi, Chief – Internal Audit and Risk Management and all the members attended the said meeting.

The Company has a well-defined risk management framework in place. The risk management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis Chapter of this Annual Report.

### 10. Subsidiary Companies

Clause 49 defines a "material non-listed Indian subsidiary" as an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated

## CORPORATE GOVERNANCE

income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

Under this definition, the Company did not have any "material non-listed Indian subsidiary" during the year under review. The Subsidiaries of the Company function independently, with an adequately empowered Board of Directors and sufficient resources. For more effective governance, the Minutes of Board Meetings of Subsidiaries of the Company are placed before the Board of the Company for its review. The requirements of the Clause 49 of the Listing Agreement with regard to subsidiary companies have been complied with.

The Company has formulated a policy for determining material subsidiaries which is disclosed on the Company's website at the following web link: [http://tatachemicals.com/investors/policies/pdf/material\\_subsidary.pdf](http://tatachemicals.com/investors/policies/pdf/material_subsidary.pdf)

#### 11. Details on General Body Meetings

Location, day, date and time of General Meetings held during the last 3 years:

##### Annual General Meeting (AGM)

Year	Location	Day, Date and Time
2013-14	Birla Matushri Sabhagar, 19, Vithaldas Thackersey Marg, Mumbai 400 020.	Thursday, 21st August, 2014 at 3.00 p.m.
2012-13	Birla Matushri Sabhagar, 19, Vithaldas Thackersey Marg, Mumbai 400 020.	Monday, 26th August, 2013 at 3.00 p.m.
2011-12	Birla Matushri Sabhagar, 19, Vithaldas Thackersey Marg, Mumbai 400 020.	Wednesday, 22nd August, 2012 at 3.00 p.m.

##### Special resolutions passed at the last 3 AGMs

Date of AGM	Particulars
21st August, 2014	(i) Approve borrowing limits of the Company (ii) Creation of Charge on the assets of the Company (iii) Offer or invitation to subscribe to Non-Convertible Debentures on Private Placement
26th August, 2013	(i) Commission to Non Whole Time Directors of the Company

##### Postal Ballot

During FY 2014-15, the Company successfully completed the process of obtaining approval of its members through Postal Ballot by passing a Special Resolution for alteration of the Object Clause of the Memorandum of Association of the Company.

##### Voting Pattern and Procedure for Postal Ballot:

- i) The Board of Directors of the Company, vide their board resolution dated 11th July, 2014, had appointed Mr. P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process.
- ii) The Company had completed the dispatch of the Postal Ballot Notice dated 22nd December, 2014 together with the Explanatory Statement on 10th January, 2015, along with the Postal Ballot Form and self-addressed, postage prepaid envelope to the members who had not registered their e-mail IDs with the Depositories or with the Company and also sent e-mail to the members whose e-mail IDs were registered as on 19th December, 2014, seeking approval by postal ballot, including voting by electronic means.
- iii) The voting under the postal ballot was kept open from 11th January, 2015 to 9th February, 2015.
- iv) Particulars of postal ballot forms received from the members using the electronic platform of NSDL were entered in the said register separately maintained for the purpose.
- v) All postal ballot forms received up to the close of working hours (5.00 p.m.) on 9th February, 2015, the last date and time fixed by the Company for receipt of the forms, had been considered for their scrutiny.
- vi) Envelopes containing postal ballot forms received after close of business hours on 9th February, 2015 were not considered for their scrutiny.

vii) On 12th February, 2015, the postal ballot results were announced as per the Scrutinizer's Report as under :

Particulars	Total No. of Valid Votes	Votes Assenting the Resolution	% of Votes Cast in favour	Votes Dissenting the Resolution	% of Votes Cast against
Special Resolution for Alteration of the Object Clause of the Memorandum of Association of the Company (Votes cast through electronic system and through postal ballot form)	16,90,63,649	16,90,36,192	99.98	27,457	0.02

## 12. Disclosures

### Accounting Treatment in preparation of Financial Statements

The Company has complied with the Accounting Standards specified under section 133 of the Companies Act, 2013 (the "2013 Act") and the relevant provisions of the 1956 Act/2013 Act, as applicable in the preparation of the financial statements of the Company.

### Related Party Transactions

All related party transactions that were entered into during the financial year were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Agreement. There were no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Declarations have been received from the senior management personnel to this effect.

The policy on related party transactions as approved by the Board is uploaded on the Company's website and the link for the same is [http://www.tatachemicals.com/investors/policies/pdf/tcl\\_rpt\\_policy.pdf](http://www.tatachemicals.com/investors/policies/pdf/tcl_rpt_policy.pdf)

### Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authority on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by these authorities.

### CEO / CFO Certification

The Managing Director (CEO) and the Executive Director & CFO have certified to the Board in accordance with Clause 49(IX) of the Listing Agreement pertaining to CEO / CFO certification for the financial year ended 31st March, 2015.

### Vigil Mechanism / Whistle Blower Policy

The Company has adopted a Vigil Mechanism / Whistle Blower policy to provide a formal mechanism to the employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Conduct or Ethics policy. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. No personnel of the Company has been denied access to the Audit Committee.

### Mandatory Requirements

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

### Non-Mandatory Requirements

The Company has complied with the following non-mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance:

- Chairman of the Board – The Non-Executive Chairman maintains a separate office, for which the Company does not reimburse expenses.
- During the year under review, there is no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure regime of unqualified financial statements.
- The position of Chairman and Managing Director is separate.
- The Internal Auditor reports to the Audit Committee.

## 13. Means of Communication

The quarterly results were published on the next day of the meeting for that quarter i.e. for quarter and year ended 31st March, 2014, the results were published on 31st May, 2014, for first quarter ended 30th June,



## CORPORATE GOVERNANCE

2014 the results were published on 6th August, 2014, for second quarter ended 30th September, 2014 the results were published on 11th November, 2014 and for the third quarter ended 31st December, 2014 the results were published on 7th February, 2015.

The quarterly results are published in the Indian Express (English), Business Standard (English), Business Line (English), Loksatta (Marathi), Free Press Journal (English) and Navshakti (Marathi).

The financial results are displayed under Investors Section of the Company's website viz., [www.tatachemicals.com](http://www.tatachemicals.com). They are also filed with the National Stock Exchange of India Limited through NSE Electronic Application Processing System (NEAPS) and with BSE Limited through BSE Online Portal.

The official press releases, presentation made to the members at the AGM and the presentation made to analysts are posted on the Company's website under "investor relations".

Management Discussion and Analysis forms part of the Annual Report.

**Company's Website**

The Company's website is a comprehensive reference on Tata Chemicals' management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, updates and news. The section on 'Investors' serves to inform the members, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges, Registrar and Share Transfer Agents, etc. The section on 'Media' includes all major press releases, awards and campaigns.

The Company has also uploaded the names of the members and the details of the unclaimed dividend by the members on its website. The members can log in and find out whether their dividend for any of the years is outstanding. The link for the same is - [http://tatachemicals.com/investors/unclaimed\\_dividends.html](http://tatachemicals.com/investors/unclaimed_dividends.html).

**14. General Shareholder Information**

The Company is registered with the Registrar of Companies, Maharashtra, Mumbai. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24239MH1939PLC002893.

**Annual General Meeting**

<b>Date and Time</b>	: Tuesday, 11th August, 2015 at 3.00 p.m.
<b>Venue</b>	: Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai - 400020
<b>Financial Year</b>	: April to March
<b>Book Closure Date</b>	: Tuesday, 4th August, 2015 to Tuesday, 11th August, 2015 (both days inclusive for the purpose of AGM and Dividend)
<b>Dividend payment date</b>	: On and from Friday, 14th August, 2015
<b>Listing on Stock Exchanges</b>	: The Company's Ordinary Shares are listed on the following Stock Exchanges: <ul style="list-style-type: none"> <li>(1) BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.</li> <li>(2) National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051.</li> </ul>
<b>Debenture Trustee</b>	: IDBI Trusteeship Services Ltd. Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001. Tel: 022-4080 7000, Fax: 022-6631 1776.

The Company has paid the Annual Listing fees for the FY 2014-15 and 2015-16.

**Stock Code:**

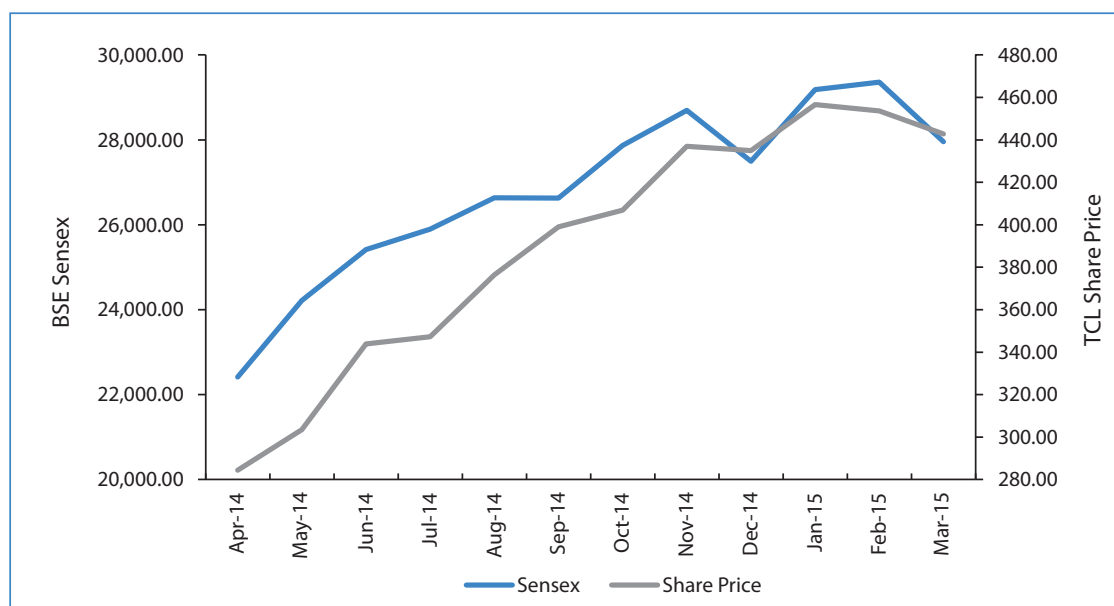
BSE Limited, (Physical Segment)	TATACHM770
BSE Limited, (Demat Segment)	500770
National Stock Exchange of India Limited	TATACHEM EQ
International Securities Identification Number (ISIN) in NSDL and CDSL for Equity Shares	INE092A01019

**Market Price Data:**

Market price data - monthly high / low of BSE / NSE depicting liquidity of the Company's Ordinary Shares on the said exchanges is given hereunder.

Month	BSE (in ₹)		National Stock Exchange (in ₹)	
	High	Low	High	Low
Apr-2014	302.90	278.60	302.80	278.00
May-2014	329.45	282.00	329.60	282.10
Jun-2014	347.75	299.15	347.90	298.25
Jul-2014	355.00	318.15	359.40	318.00
Aug-2014	389.25	342.25	389.40	342.25
Sep-2014	421.30	371.80	422.55	371.00
Oct-2014	414.55	382.55	414.65	382.50
Nov-2014	442.40	408.00	442.50	407.05
Dec-2014	460.00	395.60	460.70	396.00
Jan-2015	466.50	415.05	466.90	415.20
Feb-2015	475.80	441.00	476.05	439.75
Mar-2015	482.10	411.30	482.00	411.55

**Graphical Representation of Performance of Tata Chemicals Limited's Share Price (average of closing price of BSE and NSE) in comparison with BSE Sensex.**



## CORPORATE GOVERNANCE

### Registrar and Share Transfer Agents

Members are requested to correspond with the Company's Registrar and Share Transfer Agents- TSR Darashaw Limited quoting their folio no. / DP ID and Client ID at the following addresses:-

- (i) For transfer lodgement, delivery and correspondence:

TSR Darashaw Limited

Unit: **Tata Chemicals Limited**

6-10 Haji Moosa Patrawala Industrial Estate,  
20 Dr. E. Moses Road, Near Famous Studio  
Mahalaxmi,  
Mumbai 400 011.

Tel. No.: 022-6656 8484

Fax No.: 022-6656 8494

E-mail: [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com)

website: [www.tsrdarashaw.com](http://www.tsrdarashaw.com)

- (ii) For the convenience of investors based in the following cities, transfer documents and letters will also be accepted at the following branches/agencies of TSR Darashaw Limited (TSRDL):-

**1. TSR Darashaw Limited**

503, Barton Centre (5th Floor)  
84, Mahatma Gandhi Road,  
Bangalore – 560 001  
Tel: 080 – 25320321  
Fax: 080 – 25580019  
e-mail : [tsrdlbg@tsrdarashaw.com](mailto:tsrdlbg@tsrdarashaw.com)

**2. TSR Darashaw Limited**

"E" Road, Northern Town, Bistupur,  
Jamshedpur – 831 001  
Tel No.: 0657-2426616  
Fax No.: 0657-2426937  
e-mail : [tsrdljsr@tsrdarashaw.com](mailto:tsrdljsr@tsrdarashaw.com)

**3. TSR Darashaw Limited**

Tata Centre, 1st Floor,  
43, J.L.Nehru Road Road  
Kolkata – 700 071  
Tel No.: 033-22883087  
Fax No.: 033-22883062  
e-mail : [tsrdlcal@tsrdarashaw.com](mailto:tsrdlcal@tsrdarashaw.com)

**4. TSR Darashaw Limited**

2/42, Ansari Road, 1st Floor  
Daryaganj, Sant Vihar  
New Delhi – 110 002  
Tel.: 011-23271805  
Fax No.: 011-23271802  
e-mail : [tsrdldel@tsrdarashaw.com](mailto:tsrdldel@tsrdarashaw.com)

**5. Agent of TSR Darashaw Limited**

Shah Consultancy Services Limited  
3 ,Sumatinath Complex, 2nd Dhal  
Pritam Nagar, Ellisbridge  
Ahmedabad - 380006  
Telefax: 079-26576038  
e-mail : [shahconsultancy8154@gmail.com](mailto:shahconsultancy8154@gmail.com)

### Share Transfer Process

Shares in physical forms are processed by the Registrar and Share Transfer Agent within 15-20 days from the date of receipt, if the documents are complete in all respects. The Managing Director, Executive Director & CFO, General Counsel & Company Secretary, DGM-Secretarial and Legal and Sr. Manager- Secretarial have been severally empowered to approve transfers.

### Secretarial Audit

- Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates have been issued, on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

- Mr. P.N. Parikh of M/s. Parikh & Associates, Practicing Company Secretary, has conducted a Secretarial Audit of the Company for FY 2014-15. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act and the Rules made there under, its Memorandum and Articles of Association, Listing Agreements with the Stock Exchanges and the applicable SEBI Regulations. The Secretarial Audit Report forms the part of the Board's Report.

**Distribution of Shareholding as on 31st March, 2015**

Sr. No.	Range of Holding	No. of Shares	Amount (₹)	% to Capital	No. of Shareholders	% to Shareholders
1	1 to 500	1,83,93,057	18,39,30,570	7.22	1,64,737	89.25
2	501 to 1000	79,26,299	7,92,62,990	3.11	10,558	5.72
3	1001 to 2000	74,04,191	7,40,41,910	2.91	5,137	2.78
4	2001 to 3000	41,19,275	4,11,92,750	1.62	1,656	0.90
5	3001 to 4000	25,33,675	2,53,36,750	1.00	718	0.39
6	4001 to 5000	20,24,729	2,02,47,290	0.79	442	0.24
7	5001 to 10000	53,02,142	5,30,21,420	2.08	749	0.41
8	Above 10000	20,70,52,910	2,07,05,29,100	81.27	569	0.31
<b>TOTAL</b>		<b>25,47,56,278</b>	<b>2,54,75,62,780</b>	<b>100.00</b>	<b>1,84,566</b>	<b>100.00</b>

**Category of shareholding as on 31st March, 2015**

Category	No. of Shares	Percentage
Tata Companies and Trusts	7,89,25,857	30.98
Resident Individuals	4,94,51,456	19.41
Foreign Holdings	5,46,70,129	21.46
Public Financial Institutions	3,75,42,433	14.73
Government / Government Companies	5,04,090	0.20
Other Companies, Mutual Funds	3,33,25,647	13.09
Nationalised Banks	3,36,666	0.13
<b>Total</b>	<b>25,47,56,278</b>	<b>100.00</b>

**Dematerialisation of shares and liquidity**

Percentage of Shares held in Physical form	: 3.20
Electronic form with NSDL	: 93.80
Electronic form with CDSL	: 3.00

The Company's Ordinary shares are regularly traded on the BSE Limited and on National Stock Exchange of India Limited.

## CORPORATE GOVERNANCE

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### Plant Locations

#### Indian Locations:

Chemicals Division	:	Mithapur 361 345, Okhamandal, Gujarat
Fertiliser Division	:	Indira Dham, P. O. Box No. 1 Babrala 202 521, Dist. Badaun, Uttar Pradesh
Haldia Works	:	P. O. Durgachak, Haldia, Dist. East Midnapore, West Bengal - 721 602
Chennai Works	:	317/2B, 317/2 C1, 317/2 C2, Vayalur Road, Kiloy Village, Sriperumbathur Taluk, Kancheepuram, Dist. - 602 105

#### Overseas Locations :

USA – Chemical Soda Ash	:	Tata Chemicals North America Inc., Green River Basin, Wyoming
UK – Chemicals	:	Tata Chemicals Europe Limited, (i) Northwich East (Lostock) (ii) Northwich West (iii) Middlewich
Kenya – Chemicals	:	Tata Chemicals Magadi Limited, Lake Magadi, Kenya

#### Address for correspondence

:	Tata Chemicals Limited Bombay House, 24, Homi Mody Street, Fort, Mumbai 400 001.
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## DECLARATION

I, R. Mukundan, Managing Director of Tata Chemicals Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Clause 49(II)(E)(2) of the Listing Agreement entered into with the Stock Exchanges for the year ended 31st March, 2015.

For Tata Chemicals Limited

**R. Mukundan**  
Managing Director

Mumbai, 27th May, 2015

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## AUDITORS' CERTIFICATE

### TO THE MEMBERS OF TATA CHEMICALS LIMITED

We have examined the compliance of conditions of Corporate Governance by **TATA CHEMICALS LIMITED** (the "Company"), for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W / W-100018)

**Sanjiv V. Pilgaonkar**  
Partner  
(Membership No. 039826)

Mumbai, 27th May, 2015



## INDEPENDENT AUDITORS' REPORT

### TO THE Members of TATA CHEMICALS LIMITED

#### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of TATA CHEMICALS LIMITED (the "Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those

Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2015 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- As required by Section 143 (3) of the Act, we report that:
  - We have sought and obtained all the information and explanations which to the best of our

knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,

in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 28(vi) and 28(viii) to the financial statements;
- ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No.: 117366W / W - 100018)

**Sanjiv V. Pilgaonkar**  
Partner  
(Membership No.039826)

Place : Mumbai  
Date : 27th May, 2015

## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i) In respect of the Company's fixed assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- ii) In respect of its inventory:
  - a) As explained to us, the inventories, other than materials in transit were physically verified during the year by the Management at reasonable intervals.
  - b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) In our opinion and according to information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii) The Company has not granted, secured or unsecured, to companies, firms or other parties listed in the Register maintained under Section 189 of the Companies Act, 2013.
- iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchase are of special nature and suitable alternative sources are not readily available for obtaining comparable quotation, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in terms of the provisions of Section 73 and 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended during the year and no order under the aforesaid sections has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal in this regard in respect of the Company.
- vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2011 as amended and prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determining whether they are accurate or complete.
- vii) According to the information and explanations given to us in respect of statutory dues:
  - a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value added tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - b) There were no undisputed amounts payable in respect of these Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value added tax, Cess and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
  - c) Details of dues of Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31st March 2015 on account of dispute is given below:

Name of Statute	Nature of dues	Forum where dispute is pending	Period to which the Amount relates	Amount involved (₹ in crore)
Central Sales Tax, 1956 and Sales Tax Act of various states	Sales Tax (Central and State) and value added-tax	High Court	2009-10	0.29
		Tribunal	1998-99, 1999-00, 2000-01, 2004-05, 2005-06 and 2006-07	2.00
		Appellate Authority upto Commissioner's level	1991 to 2013	9.96
Customs Act, 1962	Custom duty	Tribunal	2012-13	19.01
		Appellate Authority upto Commissioner's level	1987-88, 1992-93, 2001-02 and 2011-12	0.32
Central Excise Act, 1944	Excise Duty	Supreme Court	1974-1980 and 1981-1985	2.65
		Tribunal	1985-88, 1996-97 and 2007-08	3.03
		Appellate Authority upto Commissioner's level	2004-08	1.64
Income Tax Act 1961	Income Tax	Appellate Authority upto Commissioner's level	2009-10	30.77
The West Bengal Tax on Entry of Goods into Local Areas Act, 2012	Entry Tax	High Court	2012-13 to 2014-15	51.95
Gujarat Municipal Act 1963	Land Revenue	Okha Nagar	2008-2015	0.61
Total				122.23

- d) In our opinion and according to the information and explanations given to us, the amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- viii) In our opinion and according to the information and explanations given to us, the Company does not have any accumulated losses as at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks and debenture holders. The Company has not obtained any loan from financial institutions.
- x) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks and financial institutions are not, prima facie, prejudicial to the interests of the Company.
- xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
- xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No.: 117366W / W - 100018)

**Sanjiv V. Pilgaonkar**  
Partner  
(Membership No.039826)

Place : Mumbai  
Date : 27th May, 2015

**BALANCE SHEET** as at 31st March, 2015

				As at 31-Mar-2014
	Note	₹ in crore	₹ in crore	₹ in crore
<b>I. EQUITY AND LIABILITIES</b>				
<b>1. Shareholders' Funds</b>				
(a) Share Capital	3	<b>254.82</b>		254.82
(b) Reserves and Surplus	4	<b>5,788.45</b>		5,446.41
			<b>6,043.27</b>	5,701.23
<b>2. Non-Current Liabilities</b>				
(a) Long-Term Borrowings	5	<b>1,739.40</b>		1,735.51
(b) Deferred Tax Liabilities (net)	6	<b>191.23</b>		215.61
(c) Other Long-Term Liabilities	7	<b>1.67</b>		3.60
(d) Long-Term Provisions	8	<b>78.65</b>		66.00
			<b>2,010.95</b>	2,020.72
<b>3. Current Liabilities</b>				
(a) Short-Term Borrowings	9	<b>976.46</b>		1,299.18
(b) Trade Payables	10	<b>1,848.41</b>		1,198.73
(c) Other Current Liabilities	11	<b>372.84</b>		431.18
(d) Short-Term Provisions	12	<b>616.71</b>		507.64
			<b>3,814.42</b>	3,436.73
<b>TOTAL</b>			<b>11,868.64</b>	11,158.68
<b>II. ASSETS</b>				
<b>1. Non-Current Assets</b>				
(a) Fixed Assets				
(i) Tangible Assets	13	<b>1,900.50</b>		1,872.06
(ii) Capital Work-in-Progress	13	<b>62.83</b>		158.62
(iii) Intangible Assets held under Development	13	<b>0.89</b>		-
(b) Non-Current Investments	14	<b>4,363.85</b>		4,257.64
(c) Long-Term Loans and Advances	15	<b>421.32</b>		416.20
(d) Other Non-Current Assets	16	<b>12.70</b>		22.89
			<b>6,762.09</b>	6,727.41
<b>2. Current Assets</b>				
(a) Current Investments	17	-		0.25
(b) Inventories	18	<b>1,809.03</b>		810.56
(c) Trade Receivables	19	<b>2,486.32</b>		2,401.78
(d) Cash and Bank Balance	20	<b>574.30</b>		976.85
(e) Short-Term Loans and Advances	21	<b>199.00</b>		183.79
(f) Other Current Assets	22	<b>37.90</b>		58.04
			<b>5,106.55</b>	4,431.27
<b>TOTAL</b>			<b>11,868.64</b>	11,158.68
Notes forming an integral part of Financial Statements	1 - 28			

In terms of our report attached

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants**Sanjiv V. Pilgaonkar**  
Partner  
Mumbai, 27th May, 2015**Rajiv Chandan**  
General Counsel & Company Secretary

For and on behalf of the Board

**Cyrus P. Mistry**  
Chairman  
**Nusli N. Wadia**  
Director  
**Nasser Munjee**  
Director  
**Dr. Y. S. P. Thorat**  
Director  
**R. Mukundan**  
Managing Director**R. Gopalakrishnan**  
Vice-Chairman  
**Prasad R. Menon**  
Director  
**Eknath A. Kshirsagar**  
Director  
**Vibha Paul Rishi**  
Director  
**P. K. Ghose**  
Executive Director & CFO

## STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015

	Note	₹ in crore	₹ in crore	Previous year ₹ in crore
<b>I. REVENUE</b>				
(a) Revenue from Operations (Gross)	23	<b>10,334.58</b>		8,915.98
(b) Less: Excise Duty		<b>252.52</b>		236.59
(c) Net Revenue from Operations			<b>10,082.06</b>	8,679.39
<b>II. Other Income</b>	24		<b>194.75</b>	202.92
<b>III. Total Revenue (I+II)</b>			<b>10,276.81</b>	8,882.31
<b>IV. EXPENSES</b>				
(a) Cost of Materials Consumed		<b>3,778.55</b>		3,194.24
(b) Purchases of Stock-in-Trade		<b>2,712.54</b>		1,614.10
(c) Changes in Inventories of Work-in-Progress, Finished Goods and Stock-in-Trade	28(xiii)	<b>(850.84)</b>		130.19
(d) Employee Benefits Expense	25	<b>330.17</b>		267.05
(e) Finance Costs (net)	26	<b>186.78</b>		185.32
(f) Depreciation and Amortisation Expense	13	<b>192.71</b>		158.82
(g) Other Expenses	27	<b>3,072.81</b>		2,545.94
<b>Total Expenses</b>			<b>9,422.72</b>	8,095.66
<b>V. Profit Before Exceptional Items and Tax (III-IV)</b>			<b>854.09</b>	786.65
<b>VI. Exceptional Items</b>				
(a) Impairment of Assets	13	-		59.30
(b) Exchange Loss (net) on Foreign Currency Long-Term Borrowings including Revaluation thereof		-		158.47
			-	217.77
<b>VII. Profit Before Tax (V- VI)</b>			<b>854.09</b>	568.88
<b>VIII. Tax Expense</b>				
(a) Current Tax expense for current year		<b>229.86</b>		151.00
(b) Less: Current Tax expense relating to prior years		-		(80.81)
(c) Net Current Tax expense		<b>229.86</b>		70.19
(d) Deferred Tax		<b>(13.74)</b>		62.62
			<b>216.12</b>	132.81
<b>IX. Profit For the Year (VII-VIII)</b>			<b>637.97</b>	436.07
<b>X. EARNINGS PER SHARE (₹)</b>	28(i)			
(Face value per share - ₹ 10)				
(a) Basic			<b>25.04</b>	17.12
(b) Diluted			<b>25.04</b>	17.12
Notes forming an integral part of Financial Statements	1 - 28			

In terms of our report attached

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants

**Sanjiv V. Pilgaonkar**  
Partner  
Mumbai, 27th May, 2015

**Rajiv Chandan**  
General Counsel & Company Secretary

For and on behalf of the Board

**Cyrus P. Mistry**  
Chairman  
**Nusli N. Wadia**  
Director  
**Nasser Munjee**  
Director  
**Dr. Y. S. P. Thorat**  
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Managing Director

**R. Gopalakrishnan**  
Vice-Chairman  
**Prasad R. Menon**  
Director  
**Eknath A. Kshirsagar**  
Director  
**Vibha Paul Rishi**  
Director  
**P. K. Ghose**  
Executive Director & CFO



## CASH FLOW STATEMENT for the year ended 31st March, 2015

		Previous year
	₹ in crore	₹ in crore
<b>A Cash Flow from Operating Activities</b>		
Profit before Tax	854.09	568.88
Adjustments for :		
Depreciation and amortisation	192.71	158.82
Impairment of assets	-	59.30
Finance costs	186.78	185.32
Interest income	(26.82)	(59.96)
Dividend income	(142.19)	(126.44)
Net gain on sale of investments	(10.31)	(0.03)
Provision for employee benefits	29.58	8.72
Provision for doubtful debts and advances/bad debts written off	12.04	3.15
Provision for contingencies	26.82	24.60
Liabilities no longer required written back	(27.16)	(16.58)
Provision for diminution in the value of non-current investments	0.11	-
Foreign exchange loss (net)	15.74	198.16
(Profit)/loss on assets sold or discarded (net)	(0.18)	2.79
<b>Operating Profit before Working Capital Changes</b>	<b>1,111.21</b>	<b>1,006.73</b>
Adjustments for :		
Trade receivables, loans and advances and other assets	(99.54)	262.38
Inventories	(998.47)	116.91
Trade payables and other liabilities	579.67	183.87
<b>Cash generated from Operations</b>	<b>592.87</b>	<b>1,569.89</b>
Taxes paid (net of refund)	(249.16)	(129.20)
<b>Net Cash generated from Operating Activities</b>	<b>343.71</b>	<b>1,440.69</b>
<b>B Cash Flow from Investing Activities</b>		
Acquisition of fixed assets (including capital work-in-progress)	(172.53)	(202.67)
Proceeds on sale of fixed assets	6.72	0.38
Proceeds on sale of current investments	19,298.20	10,329.03
Purchase of non-current investments	(9.00)	(0.50)
Purchase of current investments	(19,296.93)	(10,329.00)
Investment in subsidiaries	(22.74)	(94.06)
Proceeds on sale/redemption of investment	43.87	-
Advance towards preference/equity commitment	-	(11.80)
Bank balances not considered as Cash and Cash Equivalent	(0.26)	-
Interest received	41.59	59.03
Dividend received	142.19	112.81
<b>Net Cash generated from / (used) in Investing Activities</b>	<b>31.11</b>	<b>(136.78)</b>

## CASH FLOW STATEMENT for the year ended 31st March, 2015 (contd.)

		Previous year
	₹ in crore	₹ in crore
<b>C Cash Flow from Financing Activities</b>		
Repayment of borrowings	(2,190.46)	(4,268.06)
Proceeds of borrowings	1,862.16	3,389.46
Settlement of currency swap contracts	-	(52.43)
Finance costs paid	(154.21)	(193.59)
Bank balances in dividend and restricted account	(0.82)	0.67
Dividends paid including distribution tax	(294.86)	(294.42)
<b>Net Cash used in Financing Activities</b>	<b>(778.19)</b>	<b>(1,418.37)</b>
Net Increase in Cash and Cash equivalents	(403.37)	(114.46)
Cash and Cash equivalents as at 1st April	965.09	1,079.55
Cash and Cash equivalents as at 31st March (as per note 20)	561.72	965.09
Supplementary disclosure of non cash investing activities		
Payables for purchase of fixed asset	21.43	25.55

Note :

- (a) Previous year's figures have been regrouped / reclassified wherever necessary to make them comparable with the current year's figures.

In terms of our report attached

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants

**Sanjiv V. Pilgaonkar**  
Partner  
Mumbai, 27th May, 2015

**Rajiv Chandan**  
General Counsel & Company Secretary

For and on behalf of the Board

**Cyrus P. Mistry**  
Chairman  
**Nusli N. Wadia**  
Director  
**Nasser Munjee**  
Director  
**Dr. Y. S. P. Thorat**  
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Director  
**Ek Nath A. Kshirsagar**  
Director  
**Vibha Paul Rishi**  
Director  
**P. K. Ghose**  
Executive Director & CFO

## NOTES forming part of the Financial Statements

### NOTE 1 CORPORATE INFORMATION

Tata Chemicals Limited ("the Company") is a public limited company domiciled in India. Its shares are listed on two stock exchanges in India - the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is engaged in diversified businesses dealing in Inorganic Chemicals, Fertilisers, Other Agri inputs, Water purifiers, Nutritional solutions and Pulses. The Company has a global presence with key subsidiaries in United Kingdom, Kenya and United States of America that are engaged in the manufacture and sale of soda ash, industrial salt and related products.

### NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of Accounting and Preparation of the Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 1956 Act / 2013 Act, as applicable. The financial statements of the Company are prepared under the historical cost convention using the accrual method of accounting. The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the 2013 Act.

#### b) Use of Estimates

The presentation of the financial statements, in conformity with Indian GAAP, requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable, future results could differ, the differences between the actual results and the estimates are recognised in the period in which the results are known / materialise.

#### (c) Tangible Fixed Assets

Fixed Assets are carried at original cost net of taxes / duties, credits availed, if any, less accumulated depreciation and accumulated impairment losses, if any. The cost of fixed assets includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets. Borrowing cost and other incidental expenses are added to the cost of those assets until such time as the assets are substantially ready for their intended use which generally coincides with the commissioning date of those assets.

Machinery spares whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of asset. Subsequent expenditure relating to the fixed asset is capitalised only if such expenditure results in an increase in the future benefits from such existing asset beyond its previously assessed standard of performance.

Fixed Assets acquired and put to use for projects are capitalised and depreciation thereon is included in the project cost till the project is ready for commissioning.

Fixed Assets held for sale are stated at lower of their net book value and net realisable value and are disclosed separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets are recognised in the Statement of Profit and Loss.

#### (d) Capital Work-in-progress and Intangible Assets under Development

Projects under commissioning and other capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

#### (e) Depreciation and Amortisation

- (i) Depreciation has been provided as per Section 123 of the 2013 Act on a straight line method basis ("SLM") over the estimated useful lives. Management believes based on a technical evaluation that the revised useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

## NOTES forming part of the Financial Statements (contd.)

Asset	Useful life based on SLM adopted
Leasehold Land	99 years
Salts works, Reservoirs and Pans	1-30 years
Plant and Machinery	1-60 years
Traction lines, Railway Slidings and Wagons	15 years
Factory Buildings (Works)	5-60 years
Other Buildings	5-60 years
Water Works	15 years
Furniture and Fittings	1-10 years
Office Equipments (including Computers and Data Processing Equipments)	2-10 years
Vehicles	4-10 years

(ii) Leasehold land is amortised over the duration of the lease.

### (f) Impairment of Tangible Fixed Assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed to determine whether there is any indication that an asset may be impaired. If any indication of such impairment exists, the recoverable amount of such assets / cash generating unit is estimated and in case the carrying amount of these assets exceeds their recoverable amount, an impairment is recognised. The recoverable amount is the higher of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. Assessment is also done at each Balance Sheet date as to whether there is indication that an impairment loss recognised for an asset in prior accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

### (g) Investments

Long term investments are carried individually at cost. Provision for diminution is made to recognise a decline, other than temporary, in the value of such investments. Current investments are carried individually, at lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

### (h) Inventories

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### (i) Revenue Recognition

#### Sale of goods

Revenue from Sale of Goods is recognised, net of returns including estimated returns where applicable, and trade discounts, rebates, sales tax and value added tax, when all significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of goods. In respect of Urea, sales are recognised based on provisional concession rates as notified under the New Pricing Scheme. Equated freight claims and escalation claims for Urea sales are estimated by the Management based on the norms prescribed or notified under the said Scheme. In case of complex fertilisers, sales include price concession, as notified under the Nutrient Based Subsidy policy, or as estimated by the Management based on the norms prescribed.

#### Income from services

Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred. Foreseeable losses on such contracts are recognised when probable.

## NOTES forming part of the Financial Statements (contd.)

### (j) Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is accounted for when the right to receive income is established.

### (k) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

### (l) Research and Development Expenses

Research expenditure is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. Expenditure on tangible fixed assets used in research and development is capitalised.

### (m) Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

### (n) Debenture Issues Expenses

Debenture issue expenses and redemption premium are adjusted against the Securities Premium Account as permissible under Section 52(2) of the Companies Act, 2013.

### (o) Employee Benefits

Employee benefits consist of provident fund, superannuation fund, gratuity fund, compensated absences, long service awards, post retirement medical benefits, directors' retirement obligations and family benefit scheme.

#### (i) Post-employment benefit plans

Payments to defined contribution retirement benefit scheme for eligible employees in the form of superannuation fund are charged as an expense as they fall due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made.

For defined benefit schemes in the form of gratuity fund, post retirement medical benefits, directors' pension liabilities and family benefit scheme, the cost of providing benefits is actuarially determined using the projected unit credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, otherwise it is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost plus the present value of available refunds and reductions in future contributions to the schemes.

The Company makes contribution towards provident fund, in substance a defined contribution retirement benefit plan. The provident fund is administered by the Trustees of the Tata Chemicals Limited Provident Fund. The rules of the Company's provident fund administered by the Trust, require that if the Board of Trustees are unable to pay interest at the rate declared by the Employees' Provident Fund by the Government under para 60 of the Employees' Provident Fund Scheme, 1952 for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company. Having regard to the assets of the fund and the return on the investments, the Company does not expect any deficiency as at the year end.

#### (ii) Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employees render the service. These benefits include compensated absences such as paid annual leave and performance incentives which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

## NOTES forming part of the Financial Statements (contd.)

### (iii) Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date.

### (p) Employee Separation Compensation

- (i) Compensation payable to employees who have opted for retirement under "Early Separation Scheme" is amortised over the period for which benefit is expected. The liability has been calculated on the basis of net present value of the future payments of pension.
- (ii) Compensation paid / payable to employees who have opted for retirement under a Voluntary Retirement Scheme including ex-gratia is charged to Statement of Profit and Loss in the year of separation.

### (q) Finance Costs

Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets, are charged to the Statement of Profit and Loss, over the tenure of the loan. Fees and other transaction costs incurred on origination of the loan are amortised over the tenure of the loan on a straight-line basis. Borrowing costs, allocated to and utilised for qualifying fixed assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying assets upto the date the assets are substantially ready for their intended use which generally coincides with the date of capitalisation, is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

Borrowing cost includes interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

### (r) Foreign Currency Transactions and Translation

- (i) On initial recognition, all foreign currency transactions are converted and recorded at exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Exchange difference arising on a monetary item that, in substance, forms part of the Company's net investments in a non-integral foreign operation are accumulated in a Foreign Currency Translation Reserve until disposal / recovery of the net investment.

During the year ended 31st March, 2012, the Company had exercised the option granted vide notification F.No.17/133/2008/CL-V dated 29th December, 2011 issued by the Ministry of Corporate Affairs and accordingly, the exchange differences arising on revaluation of long term foreign currency monetary items is accumulated in a Foreign Currency Monetary Item Translation Difference Account and recognised over the shorter of the loan repayment period and 31st March, 2020. The unamortised balance is presented as "Foreign Currency Monetary item Translation Difference Account" net of tax effect thereon.

- (ii) Premium / discount on forward exchange contracts, related to monetary items which are not intended for trading or speculation purposes, are amortised over the period of the contract. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.

### (s) Derivative Contracts

The Company enters into derivative contracts in the nature of full currency swaps, currency options, forward contracts with an intention to hedge firm commitments and highly probable transactions. Derivative contracts with critical terms matching that of the underlying hedged item (foreign currency loan) are accounted as per the policy stated for foreign currency transaction and translation resulting in the foreign currency loan being treated as Indian rupee loan. All other contracts are marked-to-market and losses are recognised in the Statement of Profit and Loss. Gains arising on the aforesaid contracts are not recognised on grounds of prudence in accordance with the announcement of The Institute of Chartered Accountants of India on 'Accounting for Derivatives' issued in March 2008.



## NOTES forming part of the Financial Statements (contd.)

### (t) Government Grants

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grant/subsidy will be received. Government grants whose primary condition is that the company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised over the life of the depreciable assets by way of a reduced depreciation charge. Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate on a systematic basis.

### (u) Segment Reporting

The Company identifies primary segments based on the dominant source and nature of risks and returns and the internal organisation. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in conformity with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

### (v) Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period.

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Other deferred tax assets are recognised if there is reasonable certainty that there will be sufficient future taxable income to realise such assets. Deferred tax assets recognised are carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

### (w) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. A contingent asset is neither recognised nor disclosed in the financial statements.

## NOTES forming part of the Financial Statements (contd.)

### (x) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### (y) Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid time deposits that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

		As at 31-Mar-14			
NOTE 3	SHARE CAPITAL	Number of shares	₹ in crore	Number of shares	₹ in crore
1.	Authorised:				
	Ordinary shares of ₹ 10 each	27,00,00,000	270.00	27,00,00,000	270.00
2	Issued:				
	Ordinary shares of ₹ 10 each	25,48,42,598	254.84	25,48,42,598	254.84
3	Subscribed and fully paid-up:				
	Ordinary shares of ₹ 10 each	25,47,56,278	254.76	25,47,56,278	254.76
4.	Forfeited shares:				
	Amount originally paid-up on forfeited shares	86,320	0.06	86,320	0.06
			254.82		254.82

#### Footnotes:

- (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

				As at
				31-Mar-14
Issued share capital:	Number of shares	₹ in crore	Number of shares	₹ in crore
Ordinary shares :				
At the beginning of the year	25,48,42,598	254.84	25,48,42,598	254.84
Outstanding at the end of the year	25,48,42,598	254.84	25,48,42,598	254.84
Subscribed and paid-up:				
Ordinary shares :				
At the beginning of the year	25,47,56,278	254.76	25,47,56,278	254.76
Outstanding at the end of the year	25,47,56,278	254.76	25,47,56,278	254.76

- (b) The Company has issued one class of ordinary shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential accounts, in proportion to their shareholding.

## NOTES forming part of the Financial Statements (contd.)

(c) Details of shares held by each shareholder holding more than 5 % of shares :

				As at 31-Mar-14
	Number of shares	%	Number of shares	%
Ordinary shares with voting rights				
(i) Tata Sons Ltd.	<b>4,93,06,423</b>	<b>19.35</b>	4,93,06,423	19.35
(ii) Tata Investment Corporation Ltd.	<b>1,55,53,501</b>	<b>6.11</b>	1,57,53,501	6.18
(iii) Life Insurance Corporation of India	<b>72,96,962</b>	<b>2.86</b>	1,61,51,552	6.34

(d) There are no shares reserved for issue under any employee stock option schemes or under agreements or contracts.

(e) Information regarding shares in last five years.

- (i) The Company has not issued any shares pursuant to contracts without payment being received in cash.
- (ii) There has been no issue of bonus shares.
- (iii) The Company has not undertaken any buy-back of shares.
- (iv) The Company has not issued any shares as fully paid-up pursuant to scheme of amalgamation.

			As at 31-Mar-2014
NOTE 4	RESERVES AND SURPLUS	₹ in crore	₹ in crore
<b>1. Capital reserve:</b>			
At the commencement and at the end of the year		<b>0.66</b>	0.66
<b>2. Capital redemption reserve:</b>			
At the commencement and at the end of the year		<b>0.10</b>	0.10
<b>3. Securities premium:</b>			
At the commencement and at the end of the year		<b>1,258.21</b>	1,258.21
<b>4. Debenture redemption reserve:</b>			
At the commencement and at the end of the year		<b>240.00</b>	240.00
<b>5. Foreign currency translation reserve</b>			
(a) At the commencement of the year	<b>63.07</b>		-
(b) Add : Translation of monetary items (preference shares in Bio Energy Venture)	<b>110.33</b>		-
(c) Add : On account of merger of Homefield with TCL	-		63.07
(d) Less: Realised during the year on redemption of partial preference shares.	<b>3.59</b>		-
		<b>169.81</b>	63.07
<b>6. Foreign currency monetary items translation difference account (net of taxes) :</b>			
(a) At the commencement of the year	-		(58.77)
(b) Less: Amount amortised during the year	-		58.77
		-	-
<b>7. Surplus on amalgamation:</b>			
At the commencement and at the end of the year		<b>20.45</b>	20.45
<b>8. General reserve:</b>			
(a) At the commencement of the year	<b>1,171.94</b>		1,128.33
(b) Add : Transfer from statement of profit and loss	-		43.61
		<b>1,171.94</b>	1,171.94

## NOTES forming part of the Financial Statements (contd.)

				As at 31-Mar-2014
NOTE 4	RESERVES AND SURPLUS	₹ in crore	₹ in crore	₹ in crore
<b>9. Surplus in statement of profit and loss:</b>				
At the commencement of the year		2,691.98		2,463.52
Less : Depreciation on transition to Schedule II of Companies Act, 2013 (net of deferred tax ₹ 10.64 crore)		20.65		-
		2,671.33		2,463.52
Add: Profit for the year		637.97		436.07
Add : On account of merger of Homefield with TCL		-		131.74
Less:				
(a) Proposed dividend to be distributed to equity shareholders (@ ₹ 12.50 per share, previous year ₹ 10 per share)		318.44		254.76
(b) Tax on proposed dividend		63.58		40.98
(c) Transfer to general reserve		-		43.61
			2,927.28	2,691.98
			5,788.45	5,446.41

				As at 31-Mar-2014
NOTE 5	LONG - TERM BORROWINGS	₹ in crore	₹ in crore	₹ in crore
<b>1. Debentures:</b>				
(a) Unsecured (footnote 'a')		250.00		250.00
			250.00	250.00
<b>2. Term Loan from Banks (Unsecured)</b>				
(a) External commercial borrowings * (footnote 'b')		1,489.31		1,485.43
<b>3. Other loans and advances:</b>				
(a) Unsecured from others (footnote 'c')		0.09		0.08
			1,489.40	1,485.51
			1,739.40	1,735.51

### Footnotes:

- (a) 10% Unsecured Redeemable Non-convertible Debentures of a face value ₹ 10 lakh each redeemable at par on 2 July, 2019. Interest is payable annually.
- (b) The external commercial borrowings are due for repayments on 21st October, 2016 ₹ 319.54 crore (USD 60 million), on 23rd October, 2017 ₹ 389.78 crore (USD 63.27 million), on 22nd October, 2018 ₹ 390.06 crore (USD 63.27 million) and on 21st October, 2019 ₹ 389.93 crore (USD 63.46 million) along with interest at Libor + spread ranging from 1.65% to 1.95% payable half yearly.
- (c) The Company has entered into an agreement with Department of Biotechnology (DBT) for a project on boosting crop health and yield. DBT has approved a loan of ₹ 0.15 crore (previous year ₹ 0.15 crore). The Company has received three installments of this loan aggregating to ₹ 0.11 crore (previous year ₹ 0.08 crore). The loan is repayable in 10 equal half yearly installments beginning from 1st July, 2015. Current portion has been disclosed in note 11.
- \* Foreign exchange gain of ₹ 73.19 crore (previous year ₹ 12.45 crore) on full currency swaps and forwards with critical terms matching that of the external commercial borrowings have been netted off, resulting in the foreign currency loan being treated as an Indian rupee loan.

## NOTES forming part of the Financial Statements (contd.)

				As at 31-Mar-2014
NOTE 6	DEFERRED TAX LIABILITIES (NET)	₹ in crore	₹ in crore	₹ in crore
The significant component and classification of deferred tax assets and liabilities on account of timing differences are:				
1.	Deferred tax assets:			
(a)	Provision for doubtful debts and advances	10.54		7.18
(b)	Provision for employee benefits	-		1.17
(c)	Disallowances under 43B	68.91		57.43
			79.45	65.78
2.	Deferred tax liability:			
(a)	Depreciation (including impairment)	270.68		281.39
			270.68	281.39
	Net deferred tax liability		191.23	215.61
				As at 31-Mar-2014
NOTE 7	OTHER LONG - TERM LIABILITIES	₹ in crore	₹ in crore	₹ in crore
1.	Other liabilities:			
(a)	Pension payable on employee separation scheme	0.48		0.54
(b)	Creditors for capital goods	-		0.62
(c)	Other payables	1.19		2.44
			1.67	3.60
			1.67	3.60
				As at 31-Mar-2014
NOTE 8	LONG - TERM PROVISIONS	₹ in crore	₹ in crore	₹ in crore
1.	Provision for employee benefits:			
(a)	Provision for post retirement medical benefit	33.95		27.58
(b)	Provision for long service award	3.76		3.22
(c)	Provision for directors' pension liabilities	27.52		21.89
(d)	Provision for family benefit scheme	13.42		13.31
			78.65	66.00
			78.65	66.00

## NOTES forming part of the Financial Statements (contd.)

		As at 31-Mar-2014	
NOTE 9	SHORT - TERM BORROWINGS	₹ in crore	₹ in crore
1.	Loans repayable on demand:		
(a)	Secured - From Banks:		
	Cash credits (footnote 'a')	10.92	9.09
	Working Capital Demand Loan (footnote 'a')	50.00	-
2.	Other loans and advances:		
(a)	Secured - From Banks:		
	Buyer's credit (footnote 'a')	149.95	50.00
	Loans against subsidy receivables (footnote 'b')	-	326.10
(b)	Unsecured - From Banks:		
	Buyer's credit	765.59	913.99
		<b>976.46</b>	<b>1,299.18</b>

### Footnotes:

- (a) Loans from banks on cash credit, working capital demand loan from bank and buyer's credit are secured by hypothecation of stocks of raw materials, finished products, stores and work-in-progress as well as book debts.
- (b) The Department of Fertilizers, Government of India, has notified "Special Banking Arrangement" scheme to address the concern of delay in subsidy disbursement. This arrangement has been made by the Government with State Bank of India Consortium (SBI Consortium). Loans under this scheme are secured by hypothecation of subsidy receivables.

		As at 31-Mar-2014	
NOTE 10	TRADE PAYABLES	₹ in crore	₹ in crore
1.	Acceptances	773.01	671.30
2.	Trade payables other than acceptances (including total dues of micro, small and medium enterprises, footnote 'a')	1,075.40	527.43
		<b>1,848.41</b>	<b>1,198.73</b>

### Footnote:

- (a) According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has amounts due to Micro and Small Enterprises under the said Act as at 31st March, 2015 as follows:

		As at 31-Mar-2014	
		₹ in crore	₹ in crore
1.	(a) Principal amount remaining unpaid to any supplier as on 31st March, 2015	3.45	0.38
	(b) Interest on 1(a) above	-	-
2.	(a) The amount of principal paid beyond the appointed date	10.85	0.34
	(b) The amount of interest paid beyond the appointed date	-	*
3.	Amount of interest due and payable on delayed payments	-	*
4.	Amount of interest due as at 31st March, 2015	0.05	*
5.	Total outstanding dues of micro enterprises and small enterprises	3.50	0.38

\* value below ₹ 50,000



## NOTES forming part of the Financial Statements (contd.)

		As at 31-Mar-2014	
NOTE 11	OTHER CURRENT LIABILITIES	₹ in crore	₹ in crore
1.	<b>Current maturities of long-term debts:</b>		
(a)	Other loans and advances (note 5 footnote 'c')	0.02	-
2.	Interest accrued but not due on borrowings	78.76	51.36
3.	<b>Liability towards Investor protection fund:</b>		
(a)	Unclaimed dividend	12.54	11.66
(b)	Unclaimed debentures and interest	0.01	0.01
		12.55	11.67
4.	Security deposits from customers	53.86	49.47
5.	<b>Other payables:</b>		
(a)	Advances received from customers	24.92	23.34
(b)	Creditors for capital goods	21.43	24.93
(c)	Accrued marketing incentive	45.42	60.74
(d)	Accrued expense and payroll	83.18	72.38
(e)	Statutory dues payables	46.13	30.77
(f)	Mark-to-market losses on derivatives	6.57	106.43
(g)	Other liabilities (footnote 'a')	-	0.09
		227.65	318.68
		372.84	431.18

## Footnote:

- (a) The Company had entered into an agreement with Department of Science and Technology for creation of capital assets for Sulphate of Potash (SOP) Project. For the above Project, the Company has received three installments of Government grant aggregating ₹ 14.40 crore (previous year ₹ 14.40 crore) and earned a cumulative amount of ₹ 0.55 crore (previous year ₹ 0.54 crore) as interest on unutilised grant. The Company has spent an amount of ₹ 14.98 crore (previous year ₹ 14.85 crore) and the net balance of ₹ 0.03 crore (previous year ₹ 0.09 crore) has been disclosed in Note 22 under the head others within Other Current Assets.

		As at 31-Mar-2014	
NOTE 12	SHORT-TERM PROVISION	₹ in crore	₹ in crore
1.	<b>Provision for employee benefits:</b>		
(a)	Provision for compensated absences	43.64	39.39
(b)	Provision for post retirement medical benefit	0.98	0.94
(c)	Provision for long service award	2.45	0.54
(d)	Provision for directors pension liabilities	1.23	1.08
(e)	Provision for family benefit scheme	0.97	0.96
		49.27	42.91
2.	<b>Others:</b>		
(a)	Proposed dividend (footnote 'a')	318.44	254.76
(b)	Tax on dividend (footnote 'a')	63.58	40.98
(c)	Provision for current tax (net of tax paid ₹ 996.48 crore (previous year ₹ 1,509.67 crore))	84.08	93.60
(d)	Provision for contingencies (note 28 (vi))	101.34	75.39
		567.44	464.73
		616.71	507.64

## Footnote:

- (a) The Board of Directors has recommended a dividend of 100% for the financial year 2014-15 and a special dividend of 25% on the occasion of the Platinum Jubilee year of the Company, aggregating to ₹ 12.50 per share.

# NOTES forming part of the Financial Statements (contd.)

## NOTE 13 FIXED ASSETS

Tangible Assets (At cost)	Gross Block			Depreciation / Amortisation			Net Block	
	As at 1-Apr-14	Additions during the year	Adjustment	Deductions	As at 31-Mar-15	For the year 1-Apr-14	As at 31-Mar-15	As at 31-Mar-15
1. Land :								
(a) Freehold	31.27	6.18	-	1.06	36.39	-	-	36.39
	29.95	1.32	-	-	31.27	-	-	31.27
(b) Leasehold	15.72	-	-	-	15.72	0.18	3.86	11.86
	15.72	-	-	-	15.72	0.18	3.72	12.00
2. Buildings :								
(a) Factory Buildings	330.06	19.66	(17.21)	0.35	332.16	13.44	7.79	182.68
	313.11	16.98	-	0.03	330.06	10.31	-	201.61
(b) Other Buildings #	247.64	42.16	17.41	0.31	306.90	11.11	6.70	231.60
	237.23	11.17	-	0.76	247.64	4.27	-	190.08
3. Plant and Machinery	3,877.87	144.76	(0.41)	28.35	3,993.87	143.77	9.80	2,645.47
	3,775.40	114.99	-	12.52	3,877.87	124.33	-	2,515.13
4. Furniture and Fittings	26.65	6.79	(0.21)	0.04	33.19	2.48	0.73	12.81
	24.80	2.41	-	0.56	26.65	0.94	-	9.29
5. Vehicles	16.93	1.04	-	0.38	17.59	1.50	0.02	3.74
	15.88	1.45	-	0.40	16.93	1.14	-	4.24
6. Office Equipment	74.44	14.08	0.54	1.34	87.72	12.04	3.64	30.56
	65.34	12.09	-	2.99	74.44	8.58	-	31.71
7. Saltworks, Reservoirs and Pans	60.25	23.24	(0.12)	-	83.37	6.17	1.88	19.95
	57.12	3.13	-	-	60.25	7.20	-	4.88
8. Traction Lines, Railway Sidings and Wagons	45.92	1.07	-	0.30	46.69	1.98	0.62	22.15
	43.18	2.74	-	-	45.92	1.81	-	23.70
9. Water Works	7.36	-	-	0.27	7.09	0.04	0.11	0.36
	7.42	-	-	0.06	7.36	0.06	-	0.54
Total	4,734.11	258.98	-	32.40	4,960.69	192.71	31.29	1,900.50
	4,585.15	166.28	-	17.32	4,734.11	158.82	-	1,872.06
10. Capital Work-in-Progress								
								62.83
								158.62
11. Intangible Assets Under Development								0.89
Total								1,964.22
								2,030.68

### Notes :

- # Includes cost of residential flats aggregating ₹ 1.82 crore (previous year ₹ 1.82 crore) for which legal formalities relating to transfer of title are pending.
- Additions during the year include ₹ 43.89 crore (previous year ₹ 0.80 crore) in respect of Scientific Research and Development Activities.
- The Company has recognised a non-cash write down of assets (including capital work-in-progress) of ₹ Nil crore (previous year ₹ 59.30 crore).
- Plant and Machinery capitalised and capital work in progress is net of government grants received (Refer note 11 (a)).
- Borrowing capitalised of ₹ 0.29 crore (previous year ₹ 0.35 crore) is included in the additions made during the year (Refer note 28(x)).
- In case of assets whose useful lives have ended, the carrying values, net of residual values as at 1st April, 2014 amounting to ₹ 20.65 crore (net of tax ₹ 10.64 crore) have been adjusted against the opening reserves as on 1st April, 2014. The charge on account of depreciation for the year ended 31st March, 2015 is higher by ₹ 21.41 crore due to change in useful lives.
- The figures in light print are for the previous year.

# NOTES forming part of the Financial Statements (contd.)

## NOTE 14 NON-CURRENT INVESTMENTS

		Face Value	Holdings As at	As at 31st March, 2015			Face Value	Holdings As at	As at 31st March, 2014		
		₹	31-Mar-15	Quoted ₹ in crore	Unquoted ₹ in crore	Total ₹ in crore	₹	31-Mar-14	Quoted ₹ in crore	Unquoted ₹ in crore	Total ₹ in crore
Investments (At cost):											
A Trade											
Investments in equity instruments (fully paid-up)											
i) Investment in Subsidiary Companies											
Fully paid Ordinary Equity Shares:											
	₹	1	9,73,41,610	479.97	-	479.97	1	9,73,41,610	479.97	-	479.97
	USD	1	57,53,81,426	-	2,398.38	2,398.38	1	57,48,81,426	-	2,395.26	2,395.26
ii) Investment in Joint Venture Companies:											
	MAD	1,000	2,06,666	-	166.26	166.26	1,000	2,06,666	-	166.26	166.26
Investments in Redeemable Preference shares											
i) Investment in Subsidiary Companies:											
5% Non Cumulative Redeemable Preference Shares of Bio Energy Venture -1(Mauritius) Pvt. Ltd											
	USD	100	14,84,714	-	927.94	927.94	100	15,16,214	-	832.21	832.21
Total - Trade (A)				479.97	3,492.58	3,972.55			479.97	3,393.73	3,873.70
B Other Investments:											
Investments in equity instruments (fully paid-up)											
i) Investment in other companies:											
	₹	1	72,71,666	9.82	-	9.82	1	72,71,666	9.82	-	9.82
	₹	1	25,23,000	2.79	-	2.79	1	41,23,000	4.57	-	4.57
	₹	10	4,75,840	6.83	-	6.83	10	4,75,840	6.83	-	6.83
	₹	10	24,91,977	58.16	-	58.16	10	24,91,977	58.16	-	58.16
	₹	2	18,63,705	7.89	-	7.89	2	18,63,705	7.89	-	7.89
	₹	1	4,31,75,140	16.09	-	16.09	1	4,31,75,140	16.09	-	16.09
	₹	1	1,38,26,180	10.31	-	10.31	1	1,38,26,180	10.31	-	10.31
	₹	900	550	-	0.02	0.02	900	550	-	0.02	0.02
	₹	10	40,00,000	-	4.00	4.00	10	40,00,000	-	4.00	4.00
	₹	100	98,61,303	-	170.19	170.19	100	98,61,303	-	170.19	170.19
	₹	10	32,30,859	-	4.85	4.85	10	32,30,859	-	4.85	4.85
	₹	1,000	48,000	-	27.34	27.34	1,000	48,000	-	27.34	27.34
	₹	100	1,93,500	-	0.38	0.38	100	1,93,500	-	0.38	0.38
	₹	1,000	1,260	-	0.13	0.13	1,000	1,260	-	0.13	0.13
	₹	1,000	10,237	-	56.86	56.86	1,000	10,237	-	56.86	56.86
	₹	10	12,85,110	-	3.11	3.11	10	12,85,110	-	3.11	3.11
	₹	10	2,50,000	-	0.25	0.25	-	-	-	-	-
	₹	10	60,000	-	*	*	-	-	-	-	-
Investments in Redeemable Preference shares (fully paid-up)											
i) Fully paid Redeemable Preference Shares 7.50% Redeemable Preference Shares of Tata Sons Ltd.											
	₹	1,000	-	-	-	-	1,000	-	-	-	-
Investments in Compulsorily Convertible Debentures (fully paid-up)											
i) Fully paid Compulsorily Convertible Debenture											
	₹	10	28,90,000	-	2.89	2.89	10	28,90,000	-	2.89	2.89
	₹	10	16,36,124	9.00	-	9.00	-	-	-	-	-
Investments in Section 8 Company (fully paid-up)											
i) Global Innovation And Technology Alliance (GITA)											
	₹		5,000	-	0.50	0.50		5,000	-	0.50	0.50
Total - Other Investments (B)				120.89	270.52	391.41			113.67	270.27	383.94
Total (A+B)				600.86	3,763.10	4,363.96			593.64	3,664.00	4,257.64
Less: Provision for diminution in value of investments											
				-	0.11	0.11			-	-	-
Total				600.86	3,762.99	4,363.85			593.64	3,664.00	4,257.64
Aggregate of Quoted Investments (net of provision)						600.86					
Aggregate market value of listed and quoted investments						3,710.45	2,951.38				
Aggregate amount of unquoted investments						3,762.99	3,664.00				

# Shares can be transferred only with the prior approval of the Board of Directors of Tata Teleservices Ltd.

@ Reclassification from Current Investment to Non Current Investment

\* value below ₹ 50,000/-

Abbreviations for Currencies

₹ : Indian Rupees

USD : United States Dollars

MAD : Moroccan Dirhams

## NOTES forming part of the Financial Statements (contd.)

				As at 31-Mar-2014
NOTE 15	LONG-TERM LOANS AND ADVANCES	₹ in crore	₹ in crore	₹ in crore
<b>1. Unsecured - considered good:</b>				
(a)	Capital advances		<b>11.07</b>	6.45
(b)	Security deposits (with Government, public bodies and others)		<b>14.57</b>	20.50
(c)	Advance towards preference/equity commitments of subsidiaries (note 28(iii)(b))		<b>9.38</b>	11.80
(d)	Loans and advances to employees		<b>2.56</b>	3.13
(e)	Advances recoverable in cash/kind		<b>6.63</b>	6.99
(f)	Loans to others (footnote 'a')		<b>7.61</b>	7.61
(g)	Advance payment of taxes (net of provision ₹ 277.25 crore (previous year ₹ 266.12 crore))		<b>369.50</b>	359.72
<b>2. Unsecured - considered doubtful:</b>				
(a)	Advances recoverable in cash/kind	<b>0.56</b>		0.21
	Less : Provision for advances recoverable in cash/kind	<b>(0.56)</b>		(0.21)
			<b>-</b>	-
			<b>421.32</b>	416.20

### Footnote:

- (a) The Company has extended an unsecured subordinate loan to Tata Power Renewable Energy Limited (TPREL) for the purpose of setting up a 25 MW photovoltaic solar power plant and associate infrastructure at Mithapur, Gujarat. The loan carries an interest rate based on State Bank of India base rate plus 1.25%. The principal amount of the loan is mandatorily convertible to equity of TPREL.

				As at 31-Mar-2014
NOTE 16	OTHER NON-CURRENT ASSETS	₹ in crore	₹ in crore	
<b>1.</b>	Unamortised cost on borrowings	<b>11.04</b>		16.14
<b>2.</b>	Fixed Deposit with original maturity of more than one year	<b>0.26</b>		-
<b>3.</b>	Gratuity Fund (note 28(iv)(b))	<b>1.40</b>		6.75
		<b>12.70</b>		22.89

### NOTE 17 CURRENT INVESTMENTS

	Face Value	Holdings As at 31-Mar-15	As at 31st March, 2015			Face Value	Holdings As at 31-Mar-14	As at 31st March, 2014		
	₹	31-Mar-15	₹ in crore	₹ in crore	₹ in crore	₹	31-Mar-14	₹ in crore	₹ in crore	₹ in crore
<b>Current Investments</b>										
<b>(At lower of cost and fair value):</b>										
<b>Investments in equity instruments (fully paid up)</b>										
<b>(i) Investment in Other Companies:</b>										
IFCI Venture Capital Funds Ltd.@	₹	-	-	-	-	10	2,50,000	-	0.25	0.25
Kowa Spinning Ltd.@	₹	-	-	-	-	10	60,000	-	*	*
Total - Other Current Investments (A)			-	-	-			-	0.25	0.25
Aggregate amount of unquoted investments					-					0.25
@ Reclassification from Current Investment to Non - Current Investment										

\* value below ₹ 50,000/-

**NOTES** forming part of the Financial Statements (contd.)

		As at 31-Mar-2014	
NOTE 18	INVENTORIES	₹ in crore	₹ in crore
1.	Raw materials	649.73	500.96
2.	Work-in-progress (note 28 (xiii))	33.26	20.64
3.	Finished goods (note 28 (xiii))	339.21	96.75
4.	Stock in trade (acquired for trading) (note 28 (xiii))	670.65	74.89
5.	Stores and spare parts and packing materials	116.18	117.32
		<b>1,809.03</b>	<b>810.56</b>
	Inventories include goods in transit :		
(a)	Raw materials	225.63	102.46
(b)	Stock in trade (acquired for trading)	280.83	3.07
(c)	Stores and spares	1.59	0.12

		As at 31-Mar-2014	
NOTE 19	TRADE RECEIVABLES	₹ in crore	₹ in crore
1.	<b>Over six months old from the due date:</b>		
(a)	Unsecured, considered good	562.05	639.76
(b)	Doubtful	28.95	19.09
		<b>591.00</b>	<b>658.85</b>
(c)	Less: Provision for doubtful trade receivables	28.95	19.09
			<b>639.76</b>
2.	<b>Others:</b>		
(a)	Unsecured, considered good	1,924.27	1,762.02
(b)	Doubtful	-	0.01
		<b>1,924.27</b>	<b>1,762.03</b>
(c)	Less: Provision for doubtful trade receivables	-	0.01
		<b>1,924.27</b>	<b>1,762.02</b>
		<b>2,486.32</b>	<b>2,401.78</b>

**Footnote:**

- (a) Trade receivables include ₹ **1,971.64 crore** (previous year ₹ 1,800.23 crore) on account of subsidy receivable from the Government. Of this an amount of ₹ **546.83 crore** (previous year ₹ 620.53 crore) is due for more than six months.

		As at 31-Mar-2014	
NOTE 20	CASH AND BANK BALANCE	₹ in crore	₹ in crore
1.	<b>Cash and cash equivalents:</b>		
	<b>Balances with banks in</b>		
(a)	Current accounts	55.28	60.14
(b)	Deposit accounts (with original maturity less than 3 months)	505.25	839.98
		<b>560.53</b>	<b>900.12</b>
	Cheques, drafts on hand	0.82	64.87
	Cash on hand	0.37	0.10
		<b>561.72</b>	<b>965.09</b>
2.	<b>Other bank balances:</b>		
	Earmarked balance with banks	12.58	11.76
		<b>574.30</b>	<b>976.85</b>

## NOTES forming part of the Financial Statements (contd.)

		As at 31-Mar-2014	
NOTE 21	SHORT-TERM LOANS AND ADVANCES	₹ in crore	₹ in crore
1.	<b>Unsecured - considered good:</b>		
(a)	Deposits with Government, public bodies and others	48.29	45.27
(b)	Advances recoverable in cash/kind	38.21	33.63
(c)	Advances to suppliers	108.95	88.82
(d)	Advances to employees	2.94	3.19
(e)	Other receivables	0.61	12.88
		<b>199.00</b>	<b>183.79</b>

### Footnote:

- (a) Advances to employees include ₹ \* crore (previous year ₹ 0.01 crore) due from officer of the Company. Maximum balance outstanding during the year ₹ 0.01 crore (previous year ₹ 0.01 crore).

\* value below ₹ 50,000

		As at 31-Mar-2014	
NOTE 22	OTHER CURRENT ASSETS	₹ in crore	₹ in crore
1.	Income accrued on investments	3.26	18.03
2.	Claims receivable - Others	0.76	0.71
3.	Claims receivable - Related party	21.38	30.32
4.	Unamortised cost of borrowings	5.10	5.46
5.	Others (Note 11 (footnote 'a'))	7.40	3.52
		<b>37.90</b>	<b>58.04</b>

### Footnote:

- (a) Others primarily consists of mark to market gain on forward premium.

		Previous year	
NOTE 23	REVENUE FROM OPERATIONS	₹ in crore	₹ in crore
1.	<b>Sales:</b>		
(a)	Sales (footnote 'a') (note 28(xii))	10,236.91	8,816.57
2.	<b>Other operating income:</b>		
(a)	Insurance claims	8.30	-
(b)	Town income	2.48	2.45
(c)	Liabilities no longer required - written back	27.16	16.58
(d)	Miscellaneous income (footnote 'b')	59.73	80.38
		<b>97.67</b>	<b>99.41</b>
		<b>10,334.58</b>	<b>8,915.98</b>

### Footnotes:

- (a) Sales includes subsidy income of ₹ 2,942.24 crore (previous year ₹ 2,429.32 crore)
- (b) Miscellaneous income primarily includes sales of scrap ₹ 20.19 crore (previous year ₹ 24.35 crore) and market development and support fees ₹ 33.18 crore (previous year ₹ 34.61 crore)



**NOTES** forming part of the Financial Statements (contd.)

				Previous year
		₹ in crore	₹ in crore	₹ in crore
<b>NOTE 24</b>	<b>OTHER INCOME</b>			
<b>1. Dividend income:</b>				
(a) Current investments		<b>48.79</b>		49.25
(b) Long-term Investments				
(i) Subsidiaries		<b>23.36</b>		22.39
(ii) Joint ventures		<b>43.97</b>		29.47
(iii) Other		<b>26.07</b>		25.33
		<b>93.40</b>		77.19
			<b>142.19</b>	126.44
<b>2. Interest income on:</b>				
(a) Bank deposits		<b>7.42</b>		15.79
(b) Loans and advances		<b>0.17</b>		0.18
(c) Refund of taxes		<b>17.27</b>		42.86
(d) Other interest		<b>1.96</b>		1.13
			<b>26.82</b>	59.96
<b>3. Net gain on sale / redemption of investments:</b>				
(a) Current investments		<b>1.27</b>		0.03
(b) Long-term investments		<b>9.04</b>		-
			<b>10.31</b>	0.03
<b>4. Profit on sale of fixed Assets (net)</b>			<b>0.18</b>	-
<b>5. Other non-operating income</b>			<b>15.25</b>	16.49
			<b>194.75</b>	202.92

				Previous year
		₹ in crore	₹ in crore	₹ in crore
<b>NOTE 25</b>	<b>EMPLOYEE BENEFITS EXPENSES</b>			
<b>1. Salaries, wages and bonus</b>		<b>246.77</b>		211.18
<b>2. Contribution to provident and other funds</b>		<b>21.99</b>		11.76
<b>3. Contribution to group insurance scheme</b>		<b>0.03</b>		0.03
<b>4. Workmen and staff welfare expenditure</b>		<b>61.38</b>		44.08
		<b>330.17</b>		267.05

				Previous year
		₹ in crore	₹ in crore	₹ in crore
<b>NOTE 26</b>	<b>FINANCE COSTS</b>			
<b>1. Interest expenses:</b>				
(a) Debentures and fixed loans		<b>161.21</b>		150.78
(b) Other loans		<b>13.50</b>		20.09
			<b>174.71</b>	170.87
<b>2. Discounting and other charges</b>			<b>12.07</b>	14.45
			<b>186.78</b>	185.32

## NOTES forming part of the Financial Statements (contd.)

NOTE 27	OTHER EXPENSES		Previous year
		₹ in crore	₹ in crore
1.	Stores and spare parts consumed (note 28 (xix))	95.35	90.42
2.	Packing materials consumed (note 28 (xiv))	326.34	270.44
3.	Power and fuel	1,034.95	814.75
4.	Repairs - buildings	8.82	7.34
	- machinery	71.06	72.14
	- others	0.42	0.48
5.	Rent	44.75	41.43
6.	Royalty, rates and taxes	25.66	23.82
7.	Excise duty adjustment for stocks	5.54	0.77
8.	Commission and distributors' service charges / discount	51.49	52.43
9.	Sales promotion expenses	213.71	167.11
10.	Insurance charges	12.63	13.38
11.	Freight and forwarding charges	759.00	644.48
12.	Loss on assets sold, discarded or write off	-	2.79
13.	Provision for doubtful debts and advances (net) and bad debts written off	12.04	3.15
14.	Foreign exchange (gain)/loss (net)	175.91	136.65
15.	Directors' fees / commission	7.40	6.43
16.	Expenditure towards Corporate Social Responsibility (CSR) (footnote 'd')	10.20	-
17.	Donations and Contributions	4.35	12.76
18.	Other expenses (footnote 'a')	213.19	185.17
		<b>3,072.81</b>	<b>2,545.94</b>

### Footnotes:

(a) Other expenses ₹ 213.19 crore (previous year ₹ 185.17 crore) includes:

1.	Auditors' Remuneration		
(i)	For Services as Auditors [includes ₹ 0.14 crore to Cost Auditors (previous year ₹ 0.03 crore)]	2.37	2.04
(ii)	For tax matters	0.73	0.26
(iii)	For other services	1.36	1.09
(iv)	Reimbursement of travelling and out-of-pocket expenses [includes ₹ * to Cost Auditors (previous year ₹ * crore)]	0.04	0.10
(v)	Service Tax [includes ₹ * to Cost Auditors (previous year ₹ *)]	-	0.36
		<b>4.50</b>	<b>3.85</b>
	* value below ₹ 50,000		
2.	Contribution to Electoral Trust (Included in Donations and other contributions) (The Objects of the Trust <i>inter alia</i> , include holding by the Trustees of "Distribution Funds" for distribution to political parties)	1.50	-

## NOTES forming part of the Financial Statements (contd.)

		Previous year
	₹ in crore	₹ in crore
<b>Footnotes:</b>		
<b>(b) Note 25 and 27 of Statement of Profit and Loss includes</b>		
Payments to and provisions for employees, operating and other expenses and Directors' fees / commission includes remuneration to the Managing Director and Whole-time Directors.		
(a) Remuneration including ₹ <b>0.16 crore</b> (previous year ₹ 0.14 crore) towards Company's contribution to provident fund and superannuation fund.	<b>2.96</b>	2.73
(b) Provision for post retirement obligation	<b>3.46</b>	0.45
(c) Commission	<b>4.00</b>	3.35
(d) Estimated value of benefits in cash or in kind	<b>0.14</b>	0.14
	<b>10.56</b>	6.67

**Footnote:**

The above figures do not include provision for compensated absences and contribution to gratuity fund, as separate figures are not available for the Managing Director and Whole-time Directors other than disclosed above.

		Previous year
	₹ in crore	₹ in crore
<b>(c) Expenditure incurred on scientific research and development activities @</b>		
(i) Revenue Expenditure (Note 25 and 27 of statement of profit and loss includes) :		
(a) Innovation Centre, Pune	<b>19.65</b>	14.71
(b) Centre for agri-solutions and technology, Aligarh	<b>1.64</b>	1.89
(c) Mithapur, Okhalamandal	<b>0.26</b>	0.82
(ii) Capital expenditure		
(a) Innovation Centre, Pune	<b>43.80</b>	0.70
(b) Centre for agri-solutions and technology, Aligarh	<b>0.09</b>	0.10
(c) Mithapur, Okhalamandal	<b>7.18</b>	-
@ The above figures are based on the separate accounts for the research and development (R&D) centres recognised by the Department of Scientific and Industrial Research, Ministry of Science and Technology (DSIR) for in-house research. Consonance with the DSIR Guidelines for in-house R&D Centres will be evaluated at the time of filing the return with the DSIR.		
<b>(d) Amount required to be spent by the Company during the year on CSR is ₹ 11.66 crore of which the Company has spent ₹ 10.20 crore. The Company has spent the following amounts during the year @.</b>		

		Previous year
	₹ in crore	₹ in crore
a) Health care, nutrition, sanitation and safe drinking water	<b>2.09</b>	-
b) Environmental sustainability	<b>2.07</b>	-
c) Poverty alleviation, livelihood enhancement and infrastructure support	<b>1.98</b>	-
d) Education and vocational skill development	<b>1.85</b>	-
e) Inclusive growth and empowerment	<b>0.76</b>	-
f) Promotion and development of traditional arts and handicrafts	<b>0.71</b>	-
g) Other approved activities	<b>0.74</b>	-
	<b>10.20</b>	-

@ Expenditure incurred on CSR in the previous year prior to introduction of Section 135 of the Companies Act, 2013 is included in donations and contributions and have not been reclassified/regrouped as there was no requirement for disclosure of such expenses in the previous year.

# NOTES forming part of the Financial Statements (contd.)

		2014-15	2013-14
<b>NOTE 28</b>	<b>OTHER NOTES</b>		
<b>(i) Earnings Per Share (EPS):</b>			
<b>Basic and Diluted</b>			
(a) Profit after tax	₹ in crore	<b>637.97</b>	436.07
(b) The weighted average number of ordinary shares of ₹10 each			
Total number of shares	Nos.	<b>25,47,56,278</b>	25,47,56,278
(c) Earnings Per Share	₹	<b>25.04</b>	17.12

## (ii) Segment information:

### (a) Information about primary business segments:

(₹ in crore)

	Inorganic chemicals		Fertilisers		Other agri inputs		Others		Elimination		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
<b>Revenue (net of excise):</b>												
External	3,103.88	2,879.56	6,227.26	5,187.34	369.83	340.63	283.42	172.45	-	-	9,984.39	8,579.98
Inter-segment	162.89	131.11	-	-	-	-	-	-	(162.89)	(131.11)	-	-
Total revenue	3,266.77	3,010.67	6,227.26	5,187.34	369.83	340.63	283.42	172.45	(162.89)	(131.11)	9,984.39	8,579.98
<b>Result:</b>												
Segment result	791.64	642.69	264.79	218.23	38.76	24.70	(47.74)	(53.51)	-	-	1,047.45	832.11
Unallocated income net of unallocated expenditure											(6.58)	(77.91)
Finance costs											186.78	185.32
<b>Profit before Tax</b>											854.09	568.88
Tax expense											216.12	132.81
<b>Profit after Tax</b>											637.97	436.07

### Other information:

(₹ in crore)

	Inorganic chemicals		Fertilisers		Other agri inputs		Others		Unallocated		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Segment assets	1,808.32	1,904.91	4,290.35	3,299.43	88.14	111.51	176.49	109.08	5,505.34	5,733.75	11,868.64	11,158.68
Segment liabilities	529.33	484.31	1,646.49	1,047.90	42.55	93.21	38.69	29.32	3,568.31	3,802.71	5,825.37	5,457.45
Capital expenditure	99.01	95.48	30.85	57.40	-	-	12.36	10.33	21.86	24.40	164.08	187.61
Depreciation	119.91	101.37	61.12	51.14	-	-	1.68	1.35	10.00	4.96	192.71	158.82
Impairment of assets (net of reversal)	-	-	-	44.30	-	-	-	15.00	-	-	-	59.30
Non-cash expenses other than depreciation and amortisation	19.63	22.85	92.31	16.02	0.38	0.56	0.45	0.44	(28.48)	197.55	84.29	237.42

## (b) Notes:

- (i) Management has identified three reportable business segments, namely :
- Inorganic chemicals: comprising soda ash, marine chemicals, caustic soda, cement, bulk chemicals and salt.
  - Fertilisers: comprising fertilisers including urea and phosphatic.
  - Other agri inputs: comprising traded seeds, pesticides, speciality crop nutrients
  - Others: comprising pulses, spices, water purifiers and nutritional solutions
- Segments have been identified and reported taking into account the nature of products, the integration of manufacturing processes, the organisation structure and the internal financial reporting systems.
- (ii) Segment revenue, results, assets and liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

## NOTES forming part of the Financial Statements (contd.)

### (iii) Related party disclosure:

#### (a) Related Parties and their relationship (as defined under AS-18 Related Party Disclosures)

Subsidiaries	Joint Ventures	Associate	Key Management Personnel
<b>Direct</b> Rallis India Limited, India Bio Energy Venture - 1 (Mauritius) Private Limited, Mauritius	<b>Direct</b> Indo Maroc Phosphore S. A., Morocco	EPM Mining Venture Inc., Canada	Mr. R. Mukundan, Managing Director Mr. P. K. Ghose, Executive Director & CFO
<b>Indirect</b> Homefield Private UK Limited, United Kingdom Tata Chemicals Africa Holdings Limited, United Kingdom Tata Chemicals South Africa (Proprietary) Limited, South Africa Tata Chemicals Magadi Limited, United Kingdom Magadi Railway Company Limited, Kenya Homefield 2 UK Limited, United Kingdom Tata Chemicals Europe Holdings Limited, United Kingdom Cheshire Salt Holdings Limited, United Kingdom Cheshire Salt Limited, United Kingdom British Salt Limited, United Kingdom Brinefield Storage Limited, United Kingdom Cheshire Cavity Storage 2 Limited, United Kingdom Cheshire Compressor Limited, United Kingdom Irish Feeds Limited, United Kingdom New Cheshire Salt Works Limited, United Kingdom Brunner Mond Group Limited, United Kingdom Tata Chemicals Europe Limited, United Kingdom Winnington CHP Limited Brunner Mond B.V., Netherlands@ Brunner Mond Generation Company Limited, United Kingdom Brunner Mond Limited, United Kingdom Northwich Resource Management Limited, United Kingdom Gusiute Holdings (UK) Limited, United Kingdom Tata Chemicals North America (UK) Limited, United Kingdom* Valley Holdings Inc., United States of America Tata Chemicals North America Inc., United States of America General Chemical International Inc., United States of America General Chemical Great Britain Limited, United Kingdom NHO Canada Holdings Inc., United States of America General Chemical Canada Holding Inc., Canada GCSAP Canada Inc., Canada*** Tata Chemicals (Soda Ash) Partners Holdings (TCSAPH), United States of America ** TCSAP LLC, United States of America Tata Chemicals (Soda Ash) Partners (TCSAP), United States of America ** Tata Chemicals International Pte. Limited, Singapore Grown Energy Zambeze Holdings Private Limited, Mauritius Grown Energy (Pty) Limited, South Africa Grown Energy Zambeze Limitada, Mozambique Rallis Chemistry Exports Limited, India Metahelix Life Sciences Limited (Metahelix), India Zero Waste Agro Organics Limited (ZWAOL), India##	<b>Indirect</b> Alcad, United States of America JOil (S) Pte. Limited, Singapore The Block Salt Company Limited, United Kingdom Natronx Technologies LLC, United States of America Kemex B.V., Netherlands @		<b>Promoter Group</b> Tata Sons Limited, India

@ Brunner Mond B.V. and Kemax B.V. ceased to exist with effect from December 11, 2013.

\* Tata Chemicals North America (UK) Limited, a subsidiary was incorporated on 22nd August, 2014

\*\* a general partnership formed under the laws of the State of Delaware (USA).

\*\*\* GCSAP Canada Inc. dissolved as a subsidiary with effect from 28th May, 2014.

# # Rallis has acquired additional equity shares, consequent to which share has increased to 73.59% from 51.02% in ZWAOL during the year.

## NOTES forming part of the Financial Statements (contd.)

(b) Transactions with the related parties (as defined under AS-18) during the year ended 31st March 2015 and balances outstanding as at 31st March 2015 (₹ in crore)

	Subsidiaries										Joint Venture	Tata Sons Limited	Management Personnel	Total
	Rallis India Limited, India	Metahelix	Homefield U.K. Private Limited, U.K.	Tata Chemicals Europe Limited, U.K.	Bio Energy Venture - 1 (Mauritius) Private Limited, Mauritius	Tata Chemicals International Pte Limited, Singapore	Tata Chemicals North America Inc, United States of America	Tata Chemicals Magadi Limited, U.K.	British Salt Limited, U.K.	Grown Energy Zambeze Limitada, Mozambique	Indo Maroc Phosphore S.A., Morocco			
<b>Transactions with related parties (as defined under AS-18)</b>														
Purchase of goods (includes stock in transit) - net	30.23	27.39	-	-	-	-	63.65	20.60	1.03	-	799.01	-	-	941.91
Sales	28.18	16.14	-	-	-	43.59	5.96	22.80	0.61	-	690.60	-	-	807.88
Other services - income	4.83	-	-	-	-	-	-	-	-	-	-	-	-	4.83
Other services - expenses (including reimbursements)	7.28	-	-	-	-	-	-	-	-	-	-	-	-	7.28
Other services - income	-	*	6.25	0.09	-	7.92	-	0.99	-	-	0.11	-	-	15.36
Other services - expenses (including reimbursements)	-	-	5.78	4.04	-	7.78	4.10	3.17	-	-	-	-	-	24.87
Investments (including advance towards subscription to preference shares)	(0.47)	0.01	-	(2.97)	-	(0.11)	(1.51)	(2.37)	-	-	(0.01)	28.24	-	20.81
Dividend received	-	-	-	-	-	-	-	-	-	-	-	23.69	-	23.69
Guarantees to third parties on behalf of subsidiaries	23.36	-	-	-	22.73	-	-	-	-	-	-	-	-	22.73
Preference shares redeemed during the year	22.39	-	-	-	125.23	-	-	-	-	-	-	8.19	-	125.23
Guarantees to third parties on behalf of subsidiaries	-	-	-	-	-	-	-	-	-	-	43.97	8.19	-	60.05
Preference shares redeemed during the year	-	-	205.36	-	35.80	-	-	440.94	-	-	-	-	-	469.35
Remuneration	-	-	-	-	36.64	-	-	-	-	-	-	-	-	36.64
	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-	10.56	10.56
	-	-	-	-	-	-	-	-	-	-	-	-	6.67	6.67
<b>Balances due from/to related parties (as defined under AS-18)</b>														
Amount receivable (including in respect of loans and interest thereon)	0.07	-	18.05	0.06	-	1.97	-	2.51	-	1.19	-	0.06	*	23.91
Amount payable (including in respect of goods purchased and other services)	0.19	3.88	10.85	-	-	9.70	-	1.07	-	1.19	-	-	0.01	26.89
Amount receivable on account of any Management Contracts including for deputation of employees and Others	2.79	1.93	-	-	-	-	-	9.94	0.37	-	336.52	27.65	-	379.20
Maximum amount of loan outstanding during the year	0.16	-	-	-	-	25.26	-	0.46	0.44	-	301.29	23.69	-	351.30
	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	0.04	-	-	1.47	-	0.05	0.72	6.31	-	-	0.08	0.01	-	8.68
	0.45	-	-	4.04	-	-	0.41	18.80	-	-	0.22	-	-	23.92
	-	-	-	-	-	-	-	-	-	1.19	-	-	0.01	1.20
	-	-	-	-	-	-	-	-	-	1.19	-	-	0.01	1.20

### Note :

For investments in related parties as at 31st March 2015 refer note 14.

\* value below ₹ 50,000



## NOTES forming part of the Financial Statements (contd.)

### (iv) Employee benefit obligations:

- (a) The Company makes contribution towards provident fund, in substance a defined contribution retirement benefit plan and towards pension, superannuation fund, a defined contribution retirement plan for qualifying employees. The provident fund is administered by the Trustees of the Tata Chemicals Limited Provident Fund and the superannuation fund is administered by the Trustees of the Tata Chemicals Limited Superannuation Fund. Under the schemes, the Company is required to contribute a specified percentage of salary to the retirement benefit schemes to fund the benefit.

On account of the above Contribution Plans, a sum of ₹ **12.78 crore** (previous year ₹ 12.02 crore) has been charged to the Statement of Profit and Loss.

- (b) The Company makes annual contributions to the Tata Chemicals Employees' Gratuity Trust and to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, for funding the defined benefit plans for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement or death while in employment or on termination of employment. Employees, upon completion of the vesting period, are entitled to a benefit equivalent to either half month, three fourth month and full month salary last drawn for each completed year of service depending upon the completed years of continuous service in case of retirement or death while in employment. In case of termination, the benefit is equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. Vesting occurs upon completion of five years of continuous service.

The Company also provides post retirement medical benefits to eligible employees under which employees at Mithapur who have retired from service of the Company are entitled for free medical facility at the Company hospital during their lifetime. Other employees are entitled to domiciliary treatment exceeding the entitled limits for the treatments covered under the Health Insurance Scheme upto slabs defined in the scheme. The floater mediclaim policy also covers retired employees based on eligibility, for such benefit.

The Company provides pension, housing / house rent allowance and medical benefits to retired Managing and Executive Directors who have completed ten years of continuous service in Tata Group and three years of continuous service as Managing Director/Executive Director or five years of continuous service as Managing Director/Executive Director. The directors are entitled to seventy five percent of last drawn salary for life and on death 50% of the pension is payable to the wife for the rest of her life.

Family benefit scheme is applicable to all permanent employees in management, officers and workmen who have completed one year of continuous service. In case of untimely death of the employee, nominated beneficiary is entitled to an amount equal to the last drawn salary till the normal retirement date of the deceased employee.

The most recent actuarial valuations of plan assets and the present values of the defined benefit obligations were carried out at 31st March, 2015. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The following tables set out the funded status and amounts recognised in the Company's financial statements as at 31st March, 2015 for the Defined Benefits Plans.

(₹ in crore)

	As at 31st March, 2015				As at 31st March, 2014			
	Gratuity	Post retirement medical benefits	Directors' retirement obligations	Family benefit scheme	Gratuity	Post retirement medical benefits	Directors' retirement obligations	Family benefit scheme
<b>1. Changes in the defined benefit obligation:</b>								
Projected defined benefit obligation								
At the beginning of the year	70.14	28.52	22.97	14.27	69.52	23.60	23.05	15.07
Current service cost	3.81	1.32	0.31	1.27	4.08	0.57	0.31	1.35
Interest cost	6.19	2.66	2.06	1.36	5.66	1.93	1.85	1.29
Actuarial (gain) / loss	7.58	3.27	3.99	(1.51)	(3.77)	3.25	(1.32)	(2.55)
Past service cost	-	-	0.43	-	-	-	-	-
Transfer in / transfer out	-	-	-	-	(0.22)	-	-	-
Benefits paid	(7.72)	(0.84)	(1.01)	(1.00)	(5.13)	(0.83)	(0.92)	(0.89)
<b>At the end of the year</b>	<b>80.00</b>	<b>34.93</b>	<b>28.75</b>	<b>14.39</b>	<b>70.14</b>	<b>28.52</b>	<b>22.97</b>	<b>14.27</b>

## NOTES forming part of the Financial Statements (contd.)

(₹ in crore)

	As at 31st March, 2015				As at 31st March, 2014			
	Gratuity	Post retirement medical benefits	Directors' retirement obligations	Family benefit scheme	Gratuity	Post retirement medical benefits	Directors' retirement obligations	Family benefit scheme
<b>2. Changes in the fair value of plan assets:</b>								
Fair value of plan assets								
At the beginning of the year	77.14	-	-	-	74.07	-	-	-
Expected return on plan assets	6.08	-	-	-	5.98	-	-	-
Employer's contributions	3.85	0.84	1.01	1.00	2.01	0.83	0.93	0.89
Actuarial gain / (loss)	2.05	-	-	-	0.43	-	-	-
Transfer in / transfer out	0.00	-	-	-	(0.22)	-	-	-
Benefits paid	(7.72)	(0.84)	(1.01)	(1.00)	(5.13)	(0.83)	(0.93)	(0.89)
<b>At the end of the year</b>	<b>81.40</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>77.14</b>	<b>-</b>	<b>-</b>	<b>-</b>
Effect of the Limit in para 59(b) of AS - 15	-	-	-	-	0.25	-	-	-
<b>(Asset)/Liability (net)</b>	<b>(1.40)</b>	<b>34.93</b>	<b>28.75</b>	<b>14.39</b>	<b>(6.75)</b>	<b>28.52</b>	<b>22.97</b>	<b>14.27</b>

### 3. Net employee benefit expense (recognised in employee cost) for the year:

(₹ in crore)

	As at 31st March, 2015				As at 31st March, 2014			
	Gratuity	Post retirement medical benefits	Directors' retirement obligations	Family benefit scheme	Gratuity	Post retirement medical benefits	Directors' retirement obligations	Family benefit scheme
Current service cost	3.81	1.32	0.31	1.27	4.08	0.57	0.31	1.35
Interest on defined benefit obligation	6.19	2.66	2.06	1.36	5.66	1.93	1.85	1.29
Expected return on plan assets	(6.08)	-	-	-	(5.98)	-	-	-
Net actuarial (gain) / loss recognised in the year	5.53	3.27	3.99	(1.51)	(4.20)	3.25	(1.32)	(2.55)
Past service cost	-	-	0.43	-	-	-	-	-
Effect of the Limit in para 59(b) of AS - 15	(0.24)	-	-	-	0.19	-	-	-
<b>Total expenses recognised in the statement of profit and loss</b>	<b>9.21</b>	<b>7.25</b>	<b>6.79</b>	<b>1.12</b>	<b>(0.26)</b>	<b>5.75</b>	<b>0.84</b>	<b>0.09</b>
Expected employer's contribution next year	3.00	0.98	1.23	0.97	-	0.94	1.08	0.96
Actual return on plan assets	8.13	-	-	-	6.41	-	-	-

### 4. Categories of plan assets as a percentage of the fair value of total plan assets:

	Gratuity	
	2014-15	2013-14
	%	%
Government of India Securities	55	54
Corporate Bonds	32	32
Equity shares of listed Companies	3	3
Others	10	11
<b>Total</b>	<b>100</b>	<b>100</b>

## NOTES forming part of the Financial Statements (contd.)

### 5. Assumptions used in accounting for gratuity and compensated absences, post retirement medical benefits, directors' retirement obligations and family benefit scheme:

	As at 31st March, 2015			
	Gratuity and compensated absences	Post retirement medical benefits	Directors' retirement obligations	Family Benefit Scheme
Discount rate	8.00%	8.00%	8.00%	8.00%
	9.05%	9.05%	9.05%	9.05%
Expected rate of return on plan assets	8.50%	NA	NA	NA
	8.50%	NA	NA	NA
Increase in compensation cost	10% for first year and 7.5% thereafter	NA	10% for first year and 7.5% thereafter	10% for first year and 7.5% thereafter
	10% for first year and 7.5% thereafter	NA	10% for first year and 7.5% thereafter	10% for first year and 7.5% thereafter
Healthcare cost increase rate	NA	8.00%	8.00%	NA
	NA	8.00%	8.00%	NA
Pension increase rate	NA	NA	5.00%	NA
	NA	NA	5.00%	NA

- (a) Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.
- (b) Expected rate of return on plan assets is based on the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.
- (c) The estimates of future salary increases, considered in actuarial valuation, take into account the inflation, seniority, promotion and other relevant factors.

### 6. Effect of change in assumed health care cost trend rate for post retirement medical benefits:

(₹ in crore)

	2014-15		2013-14	
	1% increase	1% decrease	1% increase	1% decrease
Effect on the aggregate of the service cost and interest cost	0.87	(0.81)	0.76	(0.72)
Effect on defined benefit obligation	6.56	(5.36)	3.99	(4.74)

### 7. Experience adjustments:

(₹ in crore)

	2014-15	2013-14	2012-13	2011-12	2010-11	2014-15	2013-14	2012-13	2011-12	2010-11
	Gratuity					Directors' retirement obligations				
Defined benefit obligation	80.00	70.14	69.52	64.12	58.13	28.75	22.97	23.05	15.34	18.57
Plan assets	81.40	77.14	74.07	61.10	57.80	-	-	-	-	-
Surplus / (deficit)	1.40	7.00	4.55	(3.02)	(0.33)	(28.75)	(22.97)	(23.05)	(15.34)	(18.57)
Experience adjustments on plan liabilities	0.61	1.56	0.99	5.25	(1.64)	0.46	0.29	5.20	(3.53)	2.82
Experience adjustments on plan assets	1.87	0.43	5.68	1.40	(4.35)	-	-	-	-	-
	Post retirement medical benefits					Family benefit scheme				
	2014-15	2013-14	2012-13	2011-12	2010-11	2014-15	2013-14	2012-13	2011-12	2010-11
Defined benefit obligation	34.93	28.52	23.59	15.63	14.40	14.39	14.27	15.07	14.95	11.36
Plan assets	-	-	-	-	-	-	-	-	-	-
Surplus / (deficit)	(34.93)	(28.52)	(23.59)	(15.63)	(14.40)	(14.39)	(14.27)	(15.07)	(14.95)	(11.36)
Experience adjustments on plan liabilities	1.66	(1.68)	5.09	1.65	(1.53)	(1.89)	(1.58)	(1.20)	2.89	(0.85)
Experience adjustments on plan assets	-	-	-	-	-	-	-	-	-	-

## NOTES forming part of the Financial Statements (contd.)

8. The details of the Company's post-retirement and other benefit plans for its employees given above are certified by the actuary and relied upon by the Auditors.

(v) **The proportionate share of assets, liabilities, income and expenditure, contingent liabilities and capital commitments of the Joint Ventures are as given below:**

(₹ in crore)

	Indo Maroc Phosphore S. A.		Kemex B.V.		Alcad		JOil (S) Pte. Limited		The Block Salt Company Limited		Natronx Technologies LLC	
Country of Incorporation	Morocco		Netherlands		United States of America		Singapore		United Kingdom		United States of America	
Percentage of ownership interest	33.33%		49.99%		50.00%		33.78%		50.00%		33.33%	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Liabilities	119.74	103.58	-	0.51	16.63	14.07	1.52	1.41	1.06	1.99	4.75	3.62
Assets	286.75	302.41	-	0.94	16.63	14.07	30.43	38.17	3.29	3.74	129.03	119.09
Income	577.04	534.89	-	-	149.84	137.70	2.60	2.56	6.09	7.60	16.04	16.32
Expenditure	536.20	531.10	-	-	99.29	91.20	13.69	13.11	5.45	6.44	22.39	24.51
Profit/(Loss) after tax for the year	40.84	3.79	-	-	50.55	46.50	(11.09)	(10.55)	0.64	1.16	(6.35)	(8.19)
Contingent Liabilities	-	-	-	-	-	-	-	-	-	-	-	-
Capital Commitments	-	-	-	-	-	-	0.91	2.34	-	-	-	-

(vi) **Disclosure as required by AS - 29 "Provisions, Contingent Liabilities and Contingent Assets" in respect of provisions as at 31st March, 2015**

- (a) The Company has made provision for various obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below.

(₹ in crore)

	Warranty		Site restoration expenses		Others		Total	
	As at	As at	As at	As at	As at	As at	As at	As at
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Opening balance	0.12	0.10	12.57	12.57	62.70	43.27	75.39	55.94
Add: Provision during the year	0.45	0.58	-	-	29.57	22.99	30.02	23.57
Less: Payments / utilisation during the year	(0.19)	(0.56)	-	-	(0.68)	(3.56)	(0.87)	(4.12)
Less: Unused amount reversed during the year	-	-	-	-	(3.20)	-	(3.20)	-
<b>Closing balance</b>	<b>0.38</b>	<b>0.12</b>	<b>12.57</b>	<b>12.57</b>	<b>88.39</b>	<b>62.70</b>	<b>101.34</b>	<b>75.39</b>

(b) Nature of provisions:

- Warranty: The Company gives warranties on certain products that fail to perform satisfactorily during the warranty period. Provision made as at March 31, 2015 represents the amount of the expected cost of meeting such obligations of rectification/replacement. The timing of the outflows is expected to be within a period of one year from the date of Balance Sheet.
- Provision for site restoration expenses is in respect of afforestation and bio-diversity charges.
- Other provisions represent mainly provision for litigations that are expected to materialise in respect of matters in appeal and expected tax liability in respect of indirect and other taxes.

## NOTES forming part of the Financial Statements (contd.)

### (vii) Derivative instruments:

(a) As on 31st March, 2015 the Company has the following derivative instruments outstanding:

				(in Million)	
		Hedged Exposure	Currency	As at 2014-15	As at 2013-14
Foreign Currency Forward Contracts					
	USD / INR	Foreign Currency Loans	USD	146.49	160.89
	USD / INR	Foreign Currency Acceptances	USD	122.49	109.22
	USD / INR	Foreign Currency Trade Payables	USD	87.19	-
	CHF / INR	Highly Probable Forecast Transactions	CHF	-	0.33
	USD / INR	Highly Probable Forecast Transactions	USD	35.40	50.67
	EUR / INR	Highly Probable Forecast Transactions	EUR	0.88	1.27
Currency Option Contracts					
	USD / INR	External Commercial Borrowing	USD	15.00	15.00
<b>Swaps</b>					
Full Currency Swap (exchange rate / interest rate)	USD / INR	External Commercial Borrowing	USD	235.00	235.00
Coupon only Swap		External Commercial Borrowing	USD	15.00	15.00

(b) The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under:

		As at 2014-15		As at 2013-14	
Foreign Currency		Amount in Foreign Currency (in Million)	₹ in crore	Amount in Foreign Currency (in Million)	₹ in crore
Receivables					
USD		48.18	301.11	29.27	175.38
SGD		0.03	0.12	0.03	0.12
JPY		1.60	0.08	-	-
GBP		0.17	1.59	0.01	0.09
EUR		0.52	3.51	1.06	8.78
CHF		0.06	0.39	0.00	0.02
Payables					
USD		70.07	437.91	30.44	182.40
JPY		3.50	0.18	-	-
GBP		0.08	0.72	0.02	0.17
EUR		0.89	5.98	2.10	17.38
CHF		0.18	1.14	0.37	2.54
AUD		-	-	0.01	0.08

### (viii) Contingent liabilities and commitments (to the extent not provided for):

#### (i) Contingent liabilities:

(a) Guarantees:

- Bank Guarantees issued by Banks on behalf of the Company ₹ 208.45 crore (previous year ₹ 130.46 crore). These are covered by the charge created in favour of the Company's bankers by way of hypothecation of stocks and debtors.

## NOTES forming part of the Financial Statements (contd.)

- (ii) Guarantees provided by the Company to third parties on behalf of subsidiaries aggregates **USD 360.40 million and GBP 2.76 million (₹ 2,277.99 crore)** (previous year USD 390.40 million (₹ 2,339.08 crore)). The purpose of the guarantees are as follows:

- (a) **USD 344.40 million, ₹ 2,152.50 crore** (previous year USD 374.40 million, ₹ 2,243.21 crore) has been provided as security for the term loans from banks to Homefield Pvt. UK Limited, Tata Chemicals Magadi Limited and Tata Chemicals International Pte. Limited.
- (b) **USD 10 million, ₹ 62.50 crore** (previous year USD 10 million, ₹ 59.92 crore) and **USD 6 million, ₹ 37.50 crore** (previous year USD 6 million, ₹ 35.95 crore) has been provided as security for the interest rate swap and working capital loan respectively taken by Tata Chemicals International Pte. Limited from banks.
- (c) **GBP 2.76 million, ₹ 25.49 crore** (previous year GBP Nil, ₹ Nil) has been provided to the Secretary of State for Business, Innovation and Skills, Department for Business, Innovation and Skills, London as parent guarantee in connection with the grant received by Tata Chemicals Europe Limited under the Industrial Development Act 1982.

- (b) Claims not acknowledged by the Company relating to cases contested by the Company and which, in the opinion of the Management, are not likely to devolve on the Company relating to the following areas:

	(₹ in crore)	
	As at 2014-15	As at 2013-14
(i) Excise and Customs	21.70	7.31
(ii) Sales Tax	9.75	9.47
(iii) Demand for utility charges	18.38	56.61
(iv) Labour and other claims against the Company not acknowledged as debt	8.79	5.63
(v) Income Tax (pending before Appellate authorities in respect of which the Company is in appeal)	160.29	140.60
(vi) Income Tax (decided in Company's favour by Appellate authorities and Department is in further appeal)	46.93	35.76

- (c) Various claims pending before Industrial Tribunals and Labour Courts of which amounts are indeterminate.

### (ii) Commitments:

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for **₹ 77.38 crore** (previous year ₹ 24.47 crore).
- (b) For commitments related to derivatives and leases refer note 28 (vii) and 28 (ix) respectively

### (ix) Operating leases:

#### As a lessee

- (a) General description of significant leasing arrangements :

The payments made by the Company as lessee in accordance with operational leasing contracts or rental agreements are expensed proportionally during the lease or rental period respectively. The Company has entered into operating lease arrangement for storage tank from a vendor. The leases are non cancellable and are for a period of 15 years with an option for renewal by a further period of 10 years based on mutual agreements of all the parties.

	(₹ in crore)	
	As at 2014-15	As at 2013-14
(b) Total of minimum lease payments	53.13	69.81
The total of future minimum lease payments under non-cancellable operating leases for a period :		
Not later than one year	17.19	16.68
Later than one year and not later than five years	35.94	53.13
Later than five years	-	-
(c) Lease payments recognised in the Statement of Profit and Loss for the year (included in rent and cost of materials consumed)	63.49	59.63



## NOTES forming part of the Financial Statements (contd.)

- (d) The lease deposit of ₹ Nil (previous year ₹ 25 crore) for plant and machinery remaining with the lessors is provided over the useful life of the asset and consequently a net amount of ₹ Nil (previous year ₹ Nil) has been charged to the Statement of Profit and Loss on the principle of matching of revenue and costs.

**(x) Borrowing costs capitalised:**

	(₹ in crore)	
	As at 2014-15	As at 2013-14
Borrowing costs capitalised during the year		
- as fixed assets / capital work in progress	0.29	0.35

**(xi) Details of unutilised amounts out of issue of securities for the specific purpose:**

During 2010-11, the Company issued Equity shares to Tata Sons Limited amounting to ₹ 363.40 crore to fund various growth plans and projects. As at 31st March, 2015, this balance of ₹ **363.40 crore** (previous year ₹ 363.40 crore) is pending utilisation for the specified activities and this unutilised amount has been kept invested in bank fixed deposits / money market mutual funds, pending final utilisation.

**(xii) Sales of products comprises of:**

	(₹ in crore)	
	Sales	
	2014-15	2013-14
<b>Manufactured goods:</b>		
Soda Ash	1,499.93	1355.14
Sodium Bicarbonate	186.30	165.33
Caustic Soda	19.20	18.88
Bromine	20.68	21.92
Vacuum and Iodised Salt #	1,082.83	990.66
Gypsum	10.15	10.22
Cement	219.06	219.69
Clinker	6.80	9.79
Customised Fertiliser	66.73	34.85
NP 20:20	155.05	-
Urea	2,263.85	1865.50
Diammonium Phosphate (DAP)	292.68	894.09
Nitrogen Phosphate Potash (NPK)	1,445.94	890.81
Single Super Phosphate	207.17	198.79
Sulphuric Acid	47.01	50.04
Others	43.61	53.09
<b>Total - Sale of manufactured goods</b>	<b>7,566.99</b>	<b>6,778.80</b>
<b>Traded goods:</b>		
Solar Evaporated Salt I-shakti	138.90	143.75
Diammonium Phosphate (DAP)	1,205.34	669.87
Muriate of Potash (MOP)	323.73	417.88
Soda Ash	35.46	55.75
Sodium Tripolyphosphate (STPP)	45.74	35.63
Fertiliser	658.40	575.67
Pulses	239.54	131.80
Others	22.81	7.42
<b>Total Sale of traded goods</b>	<b>2,669.92</b>	<b>2,037.77</b>
<b>Total Sales</b>	<b>10,236.91</b>	<b>8,816.57</b>

# Sales of Vacuum and Iodised Salt includes free issues under sales promotion schemes.

## NOTES forming part of the Financial Statements (contd.)

### (xiii) Closing Stocks of finished goods and work-in-progress comprises:

(₹ in crore)

		Finished goods		Work-in-progress	
		As at 31-Mar-15	As at 31-Mar-14	As at 31-Mar-15	As at 31-Mar-14
Soda Ash		20.41	12.62	4.02	2.98
Sodium Bicarbonate		2.25	1.76	-	-
Bromine		0.03	0.04	0.19	0.18
Vacuum and Iodised Salt		34.19	31.27	-	-
Clinker		-	-	20.04	10.14
Gypsum		3.22	1.29	-	-
Cement		1.63	0.31	3.40	1.16
Ammonia		-	-	4.63	4.57
Customised Fertiliser		4.90	8.08	0.12	1.11
Urea		24.81	10.81	-	-
Diammonium Phosphate (DAP)		0.70	1.76	-	-
Nitrogen Phosphate Potash (NPK)		155.11	1.35	-	-
NP 20:20		52.43	-	-	-
Single Super Phosphate		27.02	17.85	-	-
Sulphuric Acid		1.75	1.72	-	-
Phosphoric Acid		2.42	2.53	-	-
Sulphonic Acid		0.03	0.03	-	-
Others		8.31	5.33	0.86	0.50
<b>Total closing stocks of Finished Goods and Work-in-progress</b>	<b>A</b>	<b>339.21</b>	<b>96.75</b>	<b>33.26</b>	<b>20.64</b>
Changes in Inventory of Finished Goods and Work-in-process (a)		242.46	(58.35)	12.62	(5.85)
<b>Traded Goods :</b>					
Solar Evaporated Salt I-Shakti		10.71	6.69	-	-
Soda Ash		22.66	1.17	-	-
Sodium Tripolyphosphate (STPP)		5.36	6.61	-	-
Diammonium Phosphate (DAP)		375.23	1.92	-	-
Muriate of Potash (MOP)		126.55	0.92	-	-
Others - Trading		130.14	57.58	-	-
<b>Total closing stock of Traded Goods</b>	<b>B</b>	<b>670.65</b>	<b>74.89</b>	<b>-</b>	<b>-</b>
Changes in Inventory of Traded Goods (b)		595.76	(65.99)	-	-
<b>Total Inventories of Work-in-progress, Finished Goods and Stock-in-Trade</b>	<b>A+B</b>	<b>1,009.86</b>	<b>171.64</b>	<b>33.26</b>	<b>20.64</b>
Changes in Inventory of Work-in-progress, Finished Goods and Stock in Trade (a+b)		850.84	(130.19)		

## NOTES forming part of the Financial Statements (contd.)

### (xiv) Raw Materials and Packing Materials consumed comprises:

(inclusive of materials produced and captively consumed)

	(₹ in crore)	
	2014-15	2013-14
Limestone @	209.61	180.61
Liquid Ammonia #	9.99	9.40
Salt *	62.30	75.47
Coke	100.76	102.80
Anthracite coal	34.74	45.44
Indonesian coal	23.83	28.22
South African coal	28.11	23.82
Soda ash - Imported	64.62	30.60
Natural Gas	465.29	443.38
Regasified Liquified Natural Gas (RLNG)	717.05	489.19
Customised Fertiliser	45.55	23.11
Phosphoric Acid	828.84	794.51
Ammonia	404.09	328.82
Muriate of Potash (MOP)	433.28	306.20
Rock	161.30	161.87
Sulphur	93.58	70.21
Soda Ash	2.38	2.03
Neem Oil	4.07	2.94
Other Raw Materials **	106.94	89.01
Packing Materials	326.34	270.44
	<b>4,122.67</b>	<b>3,478.07</b>

@ Includes ₹ 0.42 crore (previous year ₹ (0.62) crore) pertaining to wages, salaries and other revenue account

# Includes ₹ Nil crore (previous year ₹ 0.64 crore) pertaining to wages, salaries and other revenue account

\* Includes ₹ 7.50 crore (previous year ₹ 5.11 crore) pertaining to wages, salaries and other revenue account

\*\* Includes ₹ 9.86 crore (previous year ₹ 8.26 crore) pertaining to wages, salaries and other revenue account

### (xv) Value of imports (C.I.F. value):

	(₹ in crore)	
	2014-15	2013-14
(a) Raw materials and fuel	2,193.24	1,963.70
(b) Traded products*	1,905.10	910.56
(c) Stores, components and spare parts*	6.94	11.99
(d) Capital goods*	9.08	33.18
	<b>4,114.36</b>	<b>2,919.43</b>

\* Value of Import has been arrived on the basis of INCO terms agreed with the vendor.

### (xvi) Expenditure in foreign currencies:

	(₹ in crore)	
	2014-15	2013-14
(a) Technical know-how fees @	1.82	2.22
(b) Interest #	47.36	49.97
(c) Payments on other accounts #	4.89	20.61
	<b>54.07</b>	<b>72.80</b>

@ Expenditure ₹ 1.82 crore (previous year ₹ 2.22 crore) at gross of TDS and ₹ 1.46 crore (previous year ₹ 2.20 crore) net of TDS for the year 2014-15

# Expenditure is gross of withholding tax.

## NOTES forming part of the Financial Statements (contd.)

### (xvii) Remittances in foreign currencies for dividends:

The Company has remitted during the year ₹ **0.39 crore** (previous year ₹ 0.01 crore) in foreign currencies on account of dividends and does not have information as to the extent to which other remittances, if any, in foreign currencies on account of dividends have been made by / on behalf of non-resident shareholders.

	2014-15	2013-14
(a) Number of non-resident shareholders	<b>2,757</b>	2,868
(b) Number of ordinary shares held by them	<b>5,74,39,319</b>	5,45,50,344
(c) Gross amount of dividend (₹ in crore)	<b>57.44</b>	54.55
(d) Amount of dividend remitted in foreign currency (₹ in crore)	<b>0.39</b>	0.01
(e) Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)	<b>7</b>	6
(f) Total number of shares held by them on which dividend was due	<b>3,85,885</b>	7,603
(g) Year ended to which the dividend related	<b>March-2014</b>	March-2013

### (xviii) Earnings in foreign exchange:

	2014-15	2013-14
(a) Export of goods on F.O.B. basis	<b>11.02</b>	10.04
(b) Miscellaneous Income	<b>49.01</b>	32.20
(c) Dividend	<b>43.97</b>	29.47
	<b>104.00</b>	71.71

### (xix) Value of Imported and Indigenous raw materials, stores, components and spare parts consumed:

		2014-15		2014-15		2013-14		2013-14	
		Raw Materials		Stores, Components and Spare Parts		Raw Materials		Stores, Components and Spare Parts	
		₹ in crore	%	₹ in crore	%	₹ in crore	%	₹ in crore	%
(a)	Imported	<b>2,203.72</b>	<b>58.05</b>	<b>9.77</b>	<b>10.25</b>	1,883.88	58.73	11.62	12.85
(b)	Indigenous #	<b>1,592.61</b>	<b>41.95</b>	<b>85.58</b>	<b>89.75</b>	1,323.75	41.27	78.80	87.15
		<b>3,796.33</b>	<b>100.00</b>	<b>95.35</b>	<b>100.00</b>	3,207.63	100.00	90.42	100.00

# Includes ₹ **17.78 crore** (previous year ₹ 13.39 crore) pertaining to wages, salaries and other revenue accounts.

(xx) The figures in light print are for previous year.

(xxi) Asterisk (\*) denotes figures below ₹ 50,000.

(xxii) Previous year's figures have been regrouped / reclassified wherever necessary to make them comparable with the current year's figures.

Signatures to Notes '1' to '28';  
For and on behalf of the Board

Cyrus P. Mistry

Chairman

Nusli N. Wadia

Director

Nasser Munjee

Director

Dr. Y. S. P. Thorat

Director

R. Mukundan

Managing Director

R. Gopalakrishnan

Vice-Chairman

Prasad R. Menon

Director

Eknath A. Kshirsagar

Director

Vibha Paul Rishi

Director

P. K. Ghose

Executive Director & CFO

Rajiv Chandan

General Counsel & Company Secretary

Mumbai, 27th May, 2015

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF TATA CHEMICALS LIMITED

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of TATA CHEMICALS LIMITED (hereinafter referred to as the "Holding Company"), its subsidiaries and jointly controlled entities (the Company, its subsidiaries and jointly controlled entities constitute the "Group") and share of loss of associate, which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associate and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors/Operating Committees of the companies/partnerships included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and its consolidated profits and its consolidated cash flows for the year ended on that date.

#### Emphasis of Matter

We draw attention to Note 30(iv)(C) to the consolidated financial statements which describes accounting of actuarial gains and losses on employee pension funds of overseas subsidiaries in "Reserves and Surplus" in accordance with the generally accepted accounting principles applicable in the country of incorporation for the reasons stated therein, as against such gains and losses being accounted in the Consolidated Statement of Profit and Loss as per the generally accepted accounting principles in India. Had the Group followed the practice of recognising such gains and losses in the Consolidated Statement of Profit and Loss, the Consolidated Net Profit before tax and Consolidated Net Profit after tax after the minority interest of the Group for the year ended 31st March, 2015 would have been lower by ₹ 285.18 crore and ₹ 219.42 crore respectively.

Our opinion is not qualified in respect of this matter.

#### Other Matter

We did not audit the financial statements of 39 subsidiaries, and 5 jointly controlled entities, whose financial statements reflect total assets of ₹11,142.46 crore as at 31st March, 2015, total revenues of ₹5,370.48 crore and net cash outflow amounting to ₹63.33 crore for the year ended on that date,

as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors.

The consolidated financial statements also include the Group's share of net loss of ₹ 5.40 crore for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of an associate, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Company and its subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the

purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holdings Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate and jointly controlled entities—Refer Note 30 (vi) and (viii) to the consolidated financial statements.
  - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts—Refer Note 30 (vi) to the consolidated financial statements in respect of such items as it relates to the Group, its associates and jointly controlled entities and (b) the Group's share of net profit/loss in respect of its associate. The Group, its associates and jointly controlled entities did not have any material foreseeable losses on derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

(Firm's Registration No.: 117366W / W - 100018)

**Sanjiv V. Pilgaonkar**

Partner

(Membership No.039826)

Place : Mumbai

Date : 27th May, 2015



# CONSOLIDATED BALANCE SHEET as at 31st March, 2015

				As at 31-Mar-2014
	Note	₹ in crore	₹ in crore	₹ in crore
<b>I. EQUITY AND LIABILITIES</b>				
<b>1. Shareholders' Funds</b>				
(a) Share Capital	3	254.82		254.82
(b) Reserves and Surplus	4	5,296.89		5,310.69
			5,551.71	5,565.51
<b>2. Minority Interest</b>			673.49	655.22
<b>3. Non-Current Liabilities</b>				
(a) Long-Term Borrowings	5	5,708.25		6,883.07
(b) Deferred Tax Liabilities (net)	6	227.16		276.92
(c) Other Long-Term Liabilities	7	17.16		164.91
(d) Long-Term Provisions	8	1,689.88		1,495.92
			7,642.45	8,820.82
<b>4. Current Liabilities</b>				
(a) Short-Term Borrowings	9	1,293.19		1,486.54
(b) Trade Payables	10	2,643.07		2,039.05
(c) Other Current Liabilities	11	2,237.99		926.68
(d) Short-Term Provisions	12	763.71		678.09
			6,937.96	5,130.36
<b>TOTAL</b>			<b>20,805.61</b>	<b>20,171.91</b>
<b>II. ASSETS</b>				
<b>1. Non-Current Assets</b>				
(a) Fixed Assets				
(i) Tangible Assets	13	4,373.25		4,231.69
(ii) Intangible Assets		28.69		52.68
(iii) Capital Work-in-Progress		169.69		452.69
(iv) Intangible Assets held under Development		19.62		14.90
		4,591.25		4,751.96
(b) Goodwill on Consolidation (net of impairment)	29(b)	6,956.99		6,722.61
(c) Non-Current Investments	14	437.42		434.21
(d) Deferred Tax Assets (net)	6	20.96		85.92
(e) Long-Term Loans and Advances	15	523.25		503.83
(f) Other Non-Current Assets	16	98.85		325.86
			12,628.72	12,824.39
<b>2. Current Assets</b>				
(a) Current Investments	17	5.50		6.67
(b) Inventories	18	2,626.41		1,649.04
(c) Trade Receivables	19	3,441.79		3,240.87
(d) Cash and Bank Balance	20	1,464.26		1,753.00
(e) Short-Term Loans and Advances	21	569.36		611.97
(f) Other Current Assets	22	69.57		85.97
			8,176.89	7,347.52
<b>TOTAL</b>			<b>20,805.61</b>	<b>20,171.91</b>

Notes forming an integral part of Consolidated Financial Statements 1 - 30

In terms of our report attached

For and on behalf of the Board

For DELOITTE HASKINS & SELLS LLP  
Chartered Accountants

Sanjiv V. Pilgaonkar  
Partner  
Mumbai, 27th May, 2015

Rajiv Chandan  
General Counsel & Company Secretary

Cyrus P. Mistry  
Chairman

Nusli N. Wadia  
Director

Nasser Munjee  
Director

Dr. Y. S. P. Thorat  
Director

R. Mukundan  
Managing Director

R. Gopalakrishnan  
Vice-Chairman

Prasad R. Menon  
Director

Eknath A. Kshirsagar  
Director

Vibha Paul Rishi  
Director

P. K. Ghose  
Executive Director & CFO

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015

	Note	₹ in crore	₹ in crore	Previous year ₹ in crore
<b>I. REVENUE</b>				
(a) Revenue from Operations (Gross)	23	<b>17,569.22</b>		16,227.41
(b) Less: Excise Duty		<b>366.28</b>		342.06
(c) Net Revenue from Operations			<b>17,202.94</b>	15,885.35
<b>II. Other Income</b>	24		<b>117.97</b>	142.42
<b>III. Total Revenue (I+II)</b>			<b>17,320.91</b>	16,027.77
<b>IV. EXPENSES</b>				
(a) Cost of Materials Consumed		<b>4,839.80</b>		4,341.37
(b) Purchases of Stock-in-Trade		<b>3,053.04</b>		1,812.55
(c) Changes in Inventories of Work-In-Progress, Finished Goods and Stock-in-Trade	25	<b>(917.18)</b>		108.94
(d) Employee Benefits Expense	26	<b>1,255.77</b>		1,214.53
(e) Finance Costs (net)	27	<b>454.03</b>		579.46
(f) Depreciation and Amortisation Expense	13	<b>463.14</b>		471.24
(g) Other Expenses	28	<b>6,814.09</b>		6,598.36
<b>Total Expenses</b>			<b>15,962.69</b>	15,126.45
<b>V. Profit Before Exceptional Items and Tax (III-IV)</b>			<b>1,358.22</b>	901.32
<b>VI. Exceptional Items</b>	29		<b>199.71</b>	1,420.21
<b>VII. Profit / (Loss) Before Tax (V-VI)</b>			<b>1,158.51</b>	(518.89)
<b>VIII. Tax Expense</b>				
(a) Current Tax		<b>350.91</b>		246.90
(b) Excess provision for tax relating to earlier years		<b>(1.70)</b>		(83.78)
(c) MAT credit		<b>(2.85)</b>		(1.33)
(d) Deferred Tax		<b>4.76</b>		126.99
			<b>351.12</b>	288.78
<b>IX. Profit / (Loss) After Tax Before Minority Interest (VII-VIII)</b>			<b>807.39</b>	(807.67)
<b>X. Share of Loss in Associate</b>			<b>5.40</b>	3.33
<b>XI. Minority Interest</b>			<b>205.53</b>	221.00
<b>XII. Profit / (Loss) for the year (IX-X-XI)</b>			<b>596.46</b>	(1,032.00)
<b>XIII. EARNINGS PER SHARE (₹)</b>	30(i)			
(Face value per share - ₹ 10)				
(a) Basic			<b>23.41</b>	(40.51)
(b) Diluted			<b>23.41</b>	(40.51)
Notes forming an integral part of Consolidated Financial Statements	1 - 30			

In terms of our report attached

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants

Sanjiv V. Pilgaonkar  
Partner  
Mumbai, 27th May, 2015

Rajiv Chandan  
General Counsel & Company Secretary

For and on behalf of the Board

Cyrus P. Mistry  
Chairman  
Nusli N. Wadia  
Director  
Nasser Munjee  
Director  
Dr. Y. S. P. Thorat  
Director  
R. Mukundan  
Managing Director

R. Gopalakrishnan  
Vice-Chairman  
Prasad R. Menon  
Director  
Eknath A. Kshirsagar  
Director  
Vibha Paul Rishi  
Director  
P. K. Ghose  
Executive Director & CFO

**CONSOLIDATED CASH FLOW STATEMENT** for the year ended 31st March, 2015

		Previous year
	₹ in crore	₹ in crore
<b>A Cash Flow from Operating Activities</b>		
Profit / (Loss) before Tax	<b>1,158.51</b>	(518.89)
Adjustments for :		
Depreciation and amortisation	<b>463.14</b>	471.24
Impairment of assets	<b>196.95</b>	983.68
Finance costs	<b>454.03</b>	579.46
Interest income	<b>(36.79)</b>	(66.20)
Dividend income	<b>(74.86)</b>	(76.19)
Grants received (net)	<b>(0.47)</b>	(0.27)
Profit on sale of investments (net)	<b>(3.37)</b>	(0.03)
Provision for employee benefits	<b>539.32</b>	144.76
Provision for doubtful debts and advances/bad debts written off	<b>13.55</b>	4.71
Provision for contingencies	<b>50.22</b>	332.43
Liability no longer required written back	<b>(39.19)</b>	(16.68)
Provision for diminution in value of non-current investments	<b>0.11</b>	180.31
Foreign exchange loss (net)	<b>34.26</b>	166.03
(Profit) / loss on assets sold or discarded (net)	<b>(2.95)</b>	4.44
<b>Operating Profit before Working Capital Changes</b>	<b>2,752.46</b>	<b>2,188.80</b>
Adjustments for :		
Trade receivables, loans and advances and other assets	<b>32.64</b>	2.98
Inventories	<b>(928.31)</b>	(87.53)
Trade payables and other liabilities	<b>(222.00)</b>	464.06
<b>Cash generated from Operations</b>	<b>1,634.79</b>	2,568.31
Taxes paid (net of refund)	<b>(361.22)</b>	(230.68)
<b>Net Cash generated from Operating Activities</b>	<b>1,273.57</b>	<b>2,337.63</b>
<b>B Cash Flow from Investing Activities</b>		
Acquisition of fixed assets (including capital work-in-progress)	<b>(605.60)</b>	(702.62)
Proceeds on sale of fixed assets	<b>40.69</b>	108.81
Proceeds from sale of other long term investments	<b>3.88</b>	-
Proceeds on sale of current investments	<b>19,326.64</b>	10,589.73
Purchase of non-current investments	<b>(9.00)</b>	(0.50)
Purchase of current investments	<b>(19,324.44)</b>	(10,595.08)
Bank balances not considered as cash and cash equivalent	<b>(187.73)</b>	(1.50)
Interest received	<b>38.33</b>	65.58
Dividend received	<b>74.86</b>	76.19
Consideration paid on acquisition/investment in subsidiary	<b>(12.83)</b>	(13.34)
<b>Net Cash used in Investing Activities</b>	<b>(655.20)</b>	<b>(472.73)</b>

## CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March, 2015 (contd.)

		Previous year
	₹ in crore	₹ in crore
<b>C Cash Flow from Financing Activities</b>		
Proceeds of borrowings	<b>2,187.68</b>	5,622.11
Repayment of borrowings	<b>(2,371.41)</b>	(6,406.70)
Settlement of currency swap contracts	-	(52.43)
Finance costs paid	<b>(442.96)</b>	(579.79)
Bank balances in dividend and restricted accounts	<b>(0.82)</b>	(0.67)
Payment to minority interest	<b>(157.53)</b>	(152.35)
Capital subsidy/grants received	<b>0.36</b>	0.63
Dividends paid including distribution tax	<b>(302.62)</b>	(296.07)
<b>Net Cash used in Financing Activities</b>	<b>(1,087.30)</b>	(1,865.27)
Net Increase in Cash and Cash equivalents	<b>(468.93)</b>	(0.37)
Cash and Cash equivalents as at 1st April	<b>1,735.98</b>	1,826.49
Exchange difference on translation of foreign currency Cash and Cash equivalents	<b>(8.09)</b>	(90.14)
Cash and Bank Balance as at 31st March (as per note 20)	<b>1,258.96</b>	1,735.98
Supplementary disclosure of non cash investing activities payables for purchase of fixed asset	<b>23.79</b>	32.02

Note :

- (a) Previous year's figures have been regrouped / reclassified wherever necessary to make them comparable with the current year's figures.

In terms of our report attached

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants

**Sanjiv V. Pilgaonkar**  
Partner  
Mumbai, 27th May, 2015

**Rajiv Chandan**  
General Counsel & Company Secretary

For and on behalf of the Board

**Cyrus P. Mistry**  
Chairman  
**Nusli N. Wadia**  
Director  
**Nasser Munjee**  
Director  
**Dr. Y. S. P. Thorat**  
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Managing Director

**R. Gopalakrishnan**  
Vice-Chairman  
**Prasad R. Menon**  
Director  
**Eknath A. Kshirsagar**  
Director  
**Vibha Paul Rishi**  
Director  
**P. K. Ghose**  
Executive Director & CFO

## NOTES forming part of Consolidated Financial Statement

### NOTE 1 CORPORATE INFORMATION

Tata Chemicals Limited ("the Company") is a public limited company domiciled in India. Its shares are listed on two stock exchanges in India - the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is engaged in diversified businesses dealing in Inorganic Chemicals, Fertilisers, Other Agri inputs, Water purifiers, Nutritional solutions and Pulses. The Company has a global presence with key subsidiaries in United Kingdom (UK), Kenya and United States of America (US) that are engaged in the manufacture and sale of soda ash, industrial salt and related products.

### NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

#### Basis of Consolidation

##### (a) Basis of Accounting and Preparation of the Consolidated Financial Statements

The consolidated financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 1956 Act / 2013 Act, as applicable. The consolidated financial statements of the Group are prepared under the historical cost convention using the accrual method of accounting. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those of the previous year. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the 2013 Act.

##### (b) Use of Estimates

The presentation of the financial statements, in conformity with Indian GAAP, requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable, future results could differ, the differences between the actual results and the estimates are recognised in the period in which the results are known / materialise.

##### (c) Principles of Consolidation

The financial statements of the subsidiary companies, joint ventures and associates used in the consolidation are drawn up to the same reporting date as of the Company, i.e. for the year ended 31st March, 2015.

The consolidated financial statements have been prepared on the following basis:

- I The financial statements of the Company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting unrealised profit or losses, unless cost cannot be recovered, as per the applicable Accounting Standard in India.
- II Interests in joint ventures have been accounted by using the proportionate consolidation method as per AS 27 Financial Reporting of Interests in Joint Ventures. The intra-group balances and intra-group transactions and unrealised profits or losses are eliminated to the extent of the Group proportionate share.
- III An associate is an enterprise in which the Company has significant influence and which is neither a subsidiary nor a joint venture of the investor. The consolidated financial statements include the share of profit / loss of the associate company which has been accounted as per the 'equity method' as per AS 23 Accounting for Investments in Associates in consolidated financial statements, and accordingly, the share of profit / loss of the associate company (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments. The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is recognised in the consolidated financial statements as Goodwill or Capital reserve as the case may be, which is included in the carrying amount of investments.
- IV The excess of the cost to the Company of its investment in subsidiaries and joint ventures over the Company's portion of equity as at the dates on which the investments in subsidiary companies and joint ventures were made is recognised in the consolidated financial statements as "Goodwill on Consolidation". The said goodwill is not amortised

## NOTES forming part of Consolidated Financial Statement (contd.)

and is tested for impairment. Alternatively, where the share of equity in the subsidiary companies / jointly controlled entities as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements.

- V The consolidated financial statements are presented, to the extent applicable, in accordance with the requirements of Schedule III of the 2013 Act as applicable to the Company's separate financial statements. Differences if any, in accounting policies have been disclosed separately.
- VI The operations of the Company's subsidiaries and joint ventures are considered as non-integral operations for the purpose of consolidation.
- VII Minority interest in the net assets of the consolidated subsidiaries consists of:
- The amount of equity attributable to minority shareholders at the date on which the investment in the subsidiary companies were made.
  - The minority's share of movements in equity since the date the parent - subsidiary relationship comes into existence.

Minority interest in share of net result for the year is identified and adjusted against the profit after tax of the Group. Excess of loss, if any, attributable to the minority over and above the minority interest in the equity of the subsidiary is absorbed by the Group.

**(d) Particulars of subsidiaries, joint ventures and associate have been considered in the preparation of the consolidated financial statements:**

Name of the Company	Country of Incorporation	Percentage of Voting power as at 31st March, 2015
<b>Subsidiaries</b>		
Rallis India Limited (Rallis)	India	50.06%
Rallis Chemistry Exports Limited	India	100% subsidiary of Rallis
Metahelix Life Sciences Limited	India	80.51% subsidiary of Rallis
Zero Waste Agro Organics Limited (ZWAOL)#	India	73.59% holding by Rallis
Valley Holdings Inc.	United States of America	100%
Tata Chemicals North America Inc.	United States of America	100%
General Chemical International Inc.	United States of America	100%
NHO Canada Holdings Inc.	United States of America	100%
Tata Chemicals (Soda Ash) Partners (TCSAP)**	United States of America	75%
Tata Chemicals (Soda Ash) Partners Holdings**(TCSAPH)	United States of America	75%
TCSAP LLC	United States of America	75%
General Chemical Canada Holding Inc.	Canada	100%
GCSAP Canada Inc.***	Canada	75%
Homefield Private UK Limited	United Kingdom	100%
Homefield 2 UK Limited	United Kingdom	100%
Tata Chemicals Africa Holdings Limited	United Kingdom	100%
Tata Chemicals Europe Holdings Limited	United Kingdom	100%
Tata Chemicals Europe Limited	United Kingdom	100%
Winnington CHP Limited	United Kingdom	100%
Brunner Mond Group Limited	United Kingdom	100%
Brunner Mond Limited	United Kingdom	100%



## NOTES forming part of Consolidated Financial Statement (contd.)

Name of the Company	Country of Incorporation	Percentage of Voting power as at 31st March, 2015
<b>Subsidiaries</b>		
Tata Chemicals Magadi Limited	United Kingdom	100%
Northwich Resource Management Limited	United Kingdom	100%
Brunner Mond Generation Company Limited	United Kingdom	100%
Gusiute Holdings (UK) Limited	United Kingdom	100%
Tata Chemicals North America (UK) Limited*	United Kingdom	100%
General Chemical (Great Britain) Limited	United Kingdom	100%
British Salt Limited	United Kingdom	100%
Cheshire Salt Holdings Limited	United Kingdom	100%
Cheshire Salt Limited	United Kingdom	100%
Brinefield Storage Limited	United Kingdom	100%
Cheshire Cavity Storage 2 Limited	United Kingdom	100%
Cheshire Compressor Limited	United Kingdom	100%
Irish Feeds Limited	United Kingdom	100%
New Cheshire Salt Works Limited	United Kingdom	100%
Bio Energy Venture - 1 ( Mauritius) Private Limited	Mauritius	100%
Grown Energy Zambeze Holdings Private Limited	Mauritius	100%
Tata Chemicals International Pte. Limited	Singapore	100%
Tata Chemicals South Africa (Proprietary) Limited	South Africa	100%
Grown Energy (Pty) Limited	South Africa	100%
Magadi Railway Company Limited	Kenya	100%
Grown Energy Zambeze Limitada	Mozambique	95%

# Rallis has acquired additional equity shares, consequent to which share has increased to 73.59% from 51.02% in ZWAOL during the year.

\* TCNA (UK) Limited, a subsidiary was incorporated on 22nd August, 2014.

\*\* a general partnership formed under the laws of the State of Delaware (USA).

\*\*\* GCSAP Canada Inc. dissolved as a subsidiary with effect from 28th May, 2014.

Brunner Mond B. V., a subsidiary cease to exist with effect from 11th December, 2013 via dissolution order dated 24th September, 2014. The dissolution does not have a material effect on the consolidated financial statement.

### Joint Ventures

Alcad	United States of America	50% is holding by TCSAP
The Block Salt Company Limited	United Kingdom	New Cheshire Salt Works Limited holds 50%
Joil (S) Pte. Limited and its subsidiaries	Singapore	33.78%
Indo Maroc Phosphore S. A.	Morocco	33.33%
Natronx Technologies LLC	United States of America	TCSAP holds 33.3%

### Associate

EPM Mining Ventures Inc.	Canada	25.33%
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### Promoter Group

Tata Sons Limited	India
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Kemax B.V., a jointly controlled entity cease to exist with effect from 11th December, 2013 via dissolution order dated 24th September, 2014. The dissolution does not have a material effect on the consolidated financial statement.

## NOTES forming part of Consolidated Financial Statement (contd.)

### (e) Tangible and Intangible Fixed Assets

Fixed Assets are carried at original cost net of taxes / duties, credits availed, if any, less accumulated depreciation and accumulated impairment losses, if any. The cost of fixed assets includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets. Borrowing cost and other incidental expenses are added to the cost of those assets until such time as the assets are substantially ready for their intended use which generally coincides with the commissioning date of those assets.

Machinery spares whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of asset. Subsequent expenditure relating to the fixed asset is capitalised only if such expenditure results in an increase in the future benefits from such existing asset beyond its previously assessed standard of performance.

Fixed Assets acquired and put to use for projects are capitalised and depreciation thereon is included in the project cost till the project is ready for commissioning.

Fixed Assets held for sale are stated at lower of their net book value and net realisable value and are disclosed separately in the financial statements. Any expected loss is recognised immediately in the Consolidated Statement of Profit and Loss.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the entity are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.

#### Intangibles assets

Computer software, patents, Intellectual Property Rights (IPR), trademarks, licenses and other intangibles assets of similar nature are initially recognised at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised using straight line method over their estimated useful lives / period of contractual rights or ten years whichever is lower and are tested for any impairment whenever there is an indication that the intangible asset may be impaired. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the Consolidated Statement of Profit and Loss in the year in which the expenditure is incurred.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Consolidated Statement of Profit and Loss.

#### Biological assets

Biological assets are recognised when the Group controls the asset as a result of past events, it is probable that future economic benefits associated with the asset will flow to the Group, and the fair value or cost of the asset can be measured reliably.

In cases whereby the fair value of biological assets cannot be estimated reliably, biological assets are measured at their cost less any accumulated depreciation and any accumulated impairment losses. Once the fair value of such a biological asset becomes reliably measurable, the asset is measured at its fair value less estimated point-of-sale costs.

### (f) Capital Work-in-Progress and Intangible Assets held under development

Projects under commissioning and other capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost net of impairment, if any.

### (g) Depreciation and Amortisation

- (i) Depreciation for the Company and its domestic subsidiaries has been provided as per Section 123 of the 2013 Act on a straight line method basis ("SLM") over the estimated useful lives. Management believes based on a technical evaluation that the revised useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

## NOTES forming part of Consolidated Financial Statement (contd.)

Asset	Useful life based on SLM adopted
Leasehold Land*	99 years
Salts works, Reservoirs and Pans	1-30 years
Plant and Machinery	1-60 years
Traction lines, Railway Slidings and Wagons	15 years
Factory Buildings (Works)	5-60 years
Other Buildings	5-60 years
Water Works	15 years
Furniture and Fittings	1-10 years
Office Equipments (Including Computers and Data Processing Equipments)	2-10 years
Vehicles	4-10 years

\*Leasehold land is amortised over the duration of the lease.

- (ii) Depreciation for UK and Kenyan subsidiaries is provided on all tangible fixed assets, other than freehold land at rates calculated to write off the cost, less estimated residual value, of each asset on a straight line basis over its expected useful life as follows

Buildings (including leasehold improvements)**	19-25 years
Plant and Machinery	3-20 years
Mines and quarries	143 years

\*\* Leasehold improvements is amortised over the term of the lease.

Tangible fixed assets of US subsidiaries are depreciated using the straight line method, using estimated lives which range from 2 to 30 years. Mines and quarries, plant and machinery are depreciated using the units-of-production method. Approximately 7% (previous year 9%) of plant and machinery and 100% (previous year 100%) of mines and quarries are depreciated using the units-of-production method.

### (h) Impairment of Tangible and Intangible Fixed Assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed to determine whether there is any indication that an asset may be impaired. If any indication of such impairment exists, the recoverable amount of such assets / cash generating unit is estimated and in case the carrying amount of these assets exceeds their recoverable amount, an impairment is recognised. The recoverable amount is the higher of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. Assessment is also done at each Balance Sheet date as to whether there is indication that an impairment loss recognised for an asset in prior accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Consolidated Statement of Profit and Loss.

Goodwill is not amortised but is reviewed for impairment. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (CGU) expected to benefit from the synergies of the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

### (i) Investments

Long term investments are carried individually at cost. Provision for diminution is made to recognise a decline, other than temporary, in the value of such investments. Current investments are carried individually, at lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Consolidated Statement of Profit and Loss.

## NOTES forming part of Consolidated Financial Statement (contd.)

### (j) Inventories

Inventories are valued at the lower of cost on weighted average basis (except two foreign subsidiaries and two JVs which are on FIFO basis constituting 10% (previous year 10%) of the total inventory value) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### (k) Revenue Recognition

#### Sale of Goods

Revenue from sale of goods is recognised, net of returns including estimated returns where applicable, and trade discounts, rebates, sales tax and value added tax, when all significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of goods. In respect of Urea, sales are recognised based on provisional rates of group concession as notified under the New Pricing Scheme. Equated freight claims and escalation claims for Urea sales are estimated by the Management based on the norms prescribed or notified under the said Scheme. In case of complex fertilisers, sales include price concession, as notified under the Nutrient Based Subsidy policy, or as estimated by the Management based on the norms prescribed.

#### Income from Services

Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred. Foreseeable losses on such contracts are recognised when probable.

### (l) Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is accounted for when the right to receive income is established.

### (m) Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

### (n) Research and Development Expenses

Research expenditure is charged to the Consolidated Statement of Profit and Loss. Development costs of products are also charged to the Consolidated Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. Expenditure on tangible assets used in research and development is capitalised.

### (o) Leases

Assets taken on lease by the Group in its capacity as lessee, where the Group has substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Consolidated Statement of Profit and Loss on a straight-line basis.

### (p) Debenture Issue Expenses

Debenture issue expenses and redemption premium are adjusted against the Securities Premium Account as permissible under Section 52(2) of the Companies Act, 2013.

### (q) Employee Benefits

#### (A) In respect of the Company and domestic subsidiaries

Employee benefits consist of provident fund, superannuation fund, gratuity fund, compensated absences, long service awards, post retirement medical benefits, directors' retirement obligations and family benefit scheme.

## NOTES forming part of Consolidated Financial Statement (contd.)

### (i) Post-employment benefit plans

Payments to defined contribution retirement benefit schemes for eligible employees in the form of superannuation fund and provident fund to regional provident commissioner are charged as an expense as they fall due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made.

For defined benefit schemes in the form of gratuity fund, post retirement medical benefits, directors' pension liabilities and family benefit scheme, the cost of providing benefits is actuarially determined using the projected unit credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Consolidated Statement of Profit and Loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Consolidated Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost plus the present value of available refunds and reductions in future contributions to the schemes.

The Company makes contribution towards provident fund, in substance a defined contribution retirement benefit plan. The provident fund is administered by the Trustees of the Tata Chemicals Limited Provident Fund. The rules of the Company's provident fund administered by the Trust, require that if the Board of Trustees are unable to pay interest at the rate declared by the Employees' Provident Fund by the Government under para 60 of the Employees' Provident Fund Scheme, 1952 for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company. Having regard to the assets of the fund and the return on the investments, the Company does not expect any deficiency as at the year end.

### (ii) Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives which are expected to occur within twelve months after the end of the period in which the employee renders the related services.

The cost of compensated absences is accounted as under :

- (a) In case of accumulated compensated absences, when employees render service that increase their entitlement of future compensated absences; and
- (b) In case of non - accumulating compensated absence, when the absences occur.

### (iii) Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date.

## (B) In respect of overseas subsidiaries and joint ventures, the liabilities for employee benefits are determined and accounted as per the regulations and principles followed in the respective countries.

### (i) Defined contribution schemes

The US subsidiaries sponsors defined contribution retirement savings plans. Participation in one of these plans is available to substantially all represented and non-represented employees. The Company matches employee contributions up to certain predefined limits for non-represented employees based upon eligible compensation and the employee's contribution rate. Contributions are charged as expense as they fall due.

The UK and Kenyan subsidiaries operation defined contribution schemes under which cost are charged to the Consolidated Statement of profit and loss on the basis of the contributions payable in the period.

### (ii) Defined benefit schemes

For UK and Kenyan subsidiaries, the cost of providing pension benefits is actuarially determined using the projected unit credit method and discounted at the current rate of return on a high quality corporate bond of

## NOTES forming part of Consolidated Financial Statement (contd.)

equivalent term and currency to the liability, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in "Reserves and Surplus" in the period in which they occur. Actuarial gains and losses are not reclassified to the Consolidated Statement of Profit and Loss.

The US subsidiaries use standard actuarial methods and assumptions to account for pension and other post-retirement benefit plans. Pension and post-retirement benefit obligations are actuarially calculated using best estimates of the rate used to discount the future estimated liability, the long-term rate of return on plan assets, and several assumptions related to the employee workforce (compensation increases, health care cost trend rates, expected service period, retirement age, and mortality). Pension and post-retirement benefit expense includes the actuarially computed cost of benefits earned during the current service period, the interest cost on accrued obligations, the expected return on plan assets based on fair market value and the straight-line amortisation of net actuarial gains and losses and adjustments due to plan amendments, curtailments, and settlements. Net actuarial gains and losses accumulated in "Reserves and Surplus" are amortised over the future service life of the employees.

### (r) Employee Separation Compensation

- (i) Compensation payable to employees who have opted for retirement under "Early Separation Scheme" is amortised over the period for which benefit is expected. The liability has been calculated on the basis of net present value of the future payments of pension.
- (ii) Compensation paid / payable to employees who have opted for retirement under Voluntary Retirement Scheme including ex-gratia is charged to Consolidated Statement of Profit and Loss in the year of separation.

### (s) Finance Costs

Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to Consolidated Statement of Profit and Loss, over the tenure of the loan. Fees and other transaction costs incurred on origination of the loan are amortised over the tenure of the loan on a straight-line basis. Borrowing costs, allocated to and utilised for qualifying fixed assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying assets upto the date the assets are substantially ready for their intended use which generally coincides with the date of capitalisation, is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Consolidated Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

Borrowing cost includes interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

### (t) Foreign Currency Transactions and Translation

- (i) On initial recognition, all foreign currency transactions are converted and recorded at exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Consolidated Statement of Profit and Loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Exchange difference arising on a monetary item that, in substance, forms part of the Group's net investments in a non-integral foreign operation are accumulated in a Foreign Currency Translation Reserve until disposal / recovery of the net investment.

For the purpose of consolidation, income and expenses are translated at average rates and the assets and liabilities are stated at closing rate. The net impact of such change is accumulated under foreign currency translation reserve.

During the year ended 31st March, 2012, the Company had exercised the option granted vide notification F.No.17/133/2008/CL-V dated 29th December, 2011 issued by the Ministry of Corporate Affairs and accordingly, the exchange differences arising on revaluation of long term foreign currency monetary items is accumulated in a Foreign Currency Monetary Item Translation Difference Account and recognised over the shorter of the loan repayment period and 31st March, 2020. The unamortised balance is presented as "Foreign Currency Monetary item Translation Difference Account" net of tax effect thereon.



## NOTES forming part of Consolidated Financial Statement (contd.)

- (ii) Premium / discount on forward exchange contracts, related to monetary items which are not intended for trading or speculation purposes, are amortised over the period of the contract. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.

### (u) Derivative Contracts

The Group enters into derivative contracts in the nature of full currency swaps, currency options, forward contracts with an intention to hedge firm commitments and highly probable transactions. Derivative contracts with critical terms matching that of the underlying hedged item (foreign currency loan) are accounted as per the policy stated for foreign currency transaction and translation resulting in foreign currency loan being treated as Indian rupee loan. All other contracts are marked-to-market and losses are recognised in the Consolidated Statement of Profit and Loss. Gains arising on the aforesaid contracts are not recognised on grounds of prudence in accordance with the announcement of The Institute of Chartered Accountants of India on 'Accounting for Derivatives' issued in March 2008.

### (v) Government Grants

Government grants and subsidies are recognised when there is reasonable assurance that the entity in the Group will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised over the life of the depreciable assets by way of a reduced depreciation charge. Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs which they are intended to compensate on a systematic basis.

### (w) Segment Reporting

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation. The operating segments are the segments for which separate financial information is available and for which operating profit/(loss) amounts are evaluated regularly by the Executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in conformity with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter Segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

### (x) Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period.

Current Tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961, except for the overseas subsidiaries and joint ventures where current tax provision is determined based on the local tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

Deferred Tax Assets in respect of unabsorbed depreciation and carry forward of losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Other Deferred Tax Assets are recognised if there is reasonable certainty that there will be sufficient future taxable income to realise such assets. Deferred tax assets recognised are carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

## NOTES forming part of Consolidated Financial Statement (contd.)

### (y) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. A contingent asset is neither recognised nor disclosed in the consolidated financial statements.

### (z) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

### (aa) Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid time deposits that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

		As at 31-Mar-14			
NOTE 3	SHARE CAPITAL	Number of shares	₹ in crore	Number of shares	₹ in crore
1.	Authorised:				
	Ordinary shares of ₹ 10 each	27,00,00,000	270.00	27,00,00,000	270.00
2.	Issued:				
	Ordinary shares of ₹ 10 each	25,48,42,598	254.84	25,48,42,598	254.84
3.	Subscribed and fully paid-up:				
	Ordinary shares of ₹ 10 each	25,47,56,278	254.76	25,47,56,278	254.76
4.	Forfeited shares:				
	Amount originally paid-up on forfeited shares	86,320	0.06	86,320	0.06
			254.82		254.82

#### Footnotes:

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

				As at 31-Mar-14
Issued share capital:	Number of shares	₹ in crore	Number of shares	₹ in crore
Ordinary shares :				
At the beginning of the year	25,48,42,598	254.84	25,48,42,598	254.84
Outstanding at the end of the year	25,48,42,598	254.84	25,48,42,598	254.84
Subscribed and fully paid-up:				
Ordinary shares :				
At the beginning of the year	25,47,56,278	254.76	25,47,56,278	254.76
Outstanding at the end of the year	25,47,56,278	254.76	25,47,56,278	254.76

## NOTES forming part of Consolidated Financial Statement (contd.)

(b) The Company has issued one class of ordinary shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential accounts, in proportion to their shareholding.

(c) Details of shares held by each shareholder holding more than 5% of shares :

	Number of shares	% Age	Number of shares	% Age
<b>Ordinary shares with voting rights</b>				
(i) Tata Sons Ltd.	<b>4,93,06,423</b>	<b>19.35</b>	4,93,06,423	19.35
(ii) Tata Investment Corporation Ltd.	<b>1,55,53,501</b>	<b>6.11</b>	1,57,53,501	6.18
(iii) Life Insurance Corporation of India.	<b>72,96,962</b>	<b>2.86</b>	1,61,51,552	6.34

(d) There are no shares reserved for issue under any employee stock option schemes or under agreements or contracts.

(e) Information regarding issue of shares in last five years.

- (i) The Company has not issued any shares without payment being received in cash.
- (ii) There has been no issue of bonus shares.
- (iii) The Company has not undertaken any buy-back of shares.
- (iv) The Company has not issued any shares as fully paid-up pursuant to scheme of amalgamation.

As at  
31-Mar-2014

NOTE 4	RESERVES AND SURPLUS	₹ in crore	₹ in crore	₹ in crore
<b>1. Capital reserve:</b>				
Balance as per last account			<b>0.66</b>	0.66
<b>2. Capital redemption reserve:</b>				
Balance as per last account			<b>0.10</b>	0.10
<b>3. Securities premium:</b>				
Balance as per last account			<b>1,258.89</b>	1,258.89
<b>4. Debenture redemption reserve:</b>				
Balance as per last account	<b>240.00</b>			277.50
Less : Transferred to general reserve	-			(37.50)
			<b>240.00</b>	240.00
<b>5. Foreign currency monetary items translation difference account (net of taxes):</b>				
Balance as per last account	-			(58.77)
Less : Amortisation for the year	-			58.77
			-	-
<b>6. Foreign currency translation reserve (FCTR):</b>				
Balance as per last account	<b>1,259.60</b>			821.27
Add : Net adjustments during the year	<b>115.64</b>			438.33
			<b>1,375.24</b>	1,259.60
<b>7. Surplus on amalgamation:</b>				
Balance as per last account			<b>20.07</b>	20.07
<b>8. General reserve:</b>				
Balance as per last account	<b>1,268.87</b>			1,173.13
Add : Transferred from surplus in the Statement of Profit and Loss	<b>14.54</b>			58.24
Add : Transferred from debenture redemption reserve	-			37.50
			<b>1,283.41</b>	1,268.87

## NOTES forming part of Consolidated Financial Statement (contd.)

				As at 31-Mar-2014
NOTE 4	RESERVES AND SURPLUS	₹ in crore	₹ in crore	₹ in crore
<b>9. Actuarial gains / (losses) (net of tax)</b> (note 30(iv)(C)) :				
Balance as per last account	(445.83)			(432.40)
(Add)/Less : Net adjustments during the year	(219.42)			77.36
(Add)/Less : Derecognition of deferred tax on actuarial gains/losses	(124.00)			-
(Add)/Less : Exchange effect during the year	31.23			(90.79)
			(758.02)	(445.83)
<b>10. Other Reserves:</b>				
Balance as per last account	12.70			11.59
Add : Net adjustments during the year	-			1.11
			12.70	12.70
<b>11. Surplus in statement of profit and loss:</b>				
Balance as per last account	1,695.63			3,086.70
Less : Depreciation on transition to Schedule II of Companies Act, 2013 (net of deferred tax ₹ 11.86 crore and minority share ₹ 1.18 crore)	(21.84)			-
	1,673.79			3,086.70
Add : Profit / (Loss) for the year	596.46			(1,032.00)
Less :				
(a) Proposed dividend to be distributed to equity shareholders (₹ 12.50 per share, previous year ₹ 10 per share)	(318.44)			(254.76)
(b) Tax on proposed dividend	(73.43)			(44.96)
(c) Transfer to general reserve	(14.54)			(58.24)
(d) Transfer to other reserves	-			(1.11)
			1,863.84	1,695.63
			5,296.89	5,310.69
				As at 31-Mar-2014
NOTE 5	LONG - TERM BORROWINGS	₹ in crore	₹ in crore	₹ in crore
<b>1.</b>	Debentures (unsecured) (footnote 'a')		250.00	250.00
<b>2.</b>	<b>Term Loans (secured):</b>			
(a)	From Banks (footnote 'b')	3,491.60		4,691.28
(a)	From others (footnote 'c')	0.89		0.94
			3,492.49	4,692.22
<b>3.</b>	Finance lease obligations (secured)		0.35	0.47
<b>4.</b>	<b>Term Loans (unsecured):</b>			
	From banks			
(i)	External commercial borrowing (footnote 'd')	1,489.31		1,485.43
(ii)	Others (footnote 'e')	468.51		446.62
			1,957.82	1,932.05
<b>5.</b>	Other loans and advances (unsecured) (footnote 'f')		7.59	8.33
			5,708.25	6,883.07

## NOTES forming part of Consolidated Financial Statement (contd.)

### Footnotes:

- (a) 10% Unsecured Redeemable Non-convertible Debentures of a face value ₹ 10 lakh each redeemable at par on 2nd July, 2019. Interest is payable annually.
- (b) (i) Debt owed by Tata Chemicals Magadi Limited ('TCML'):  
The outstanding loan as at the year end is ₹ **368.56 crore (USD 59 million)** (previous year ₹ 239.79 crore (USD 40 million)). Interest on this loan is payable based on USD LIBOR plus a margin of 1.80%. The loan is repayable in instalments commencing 17th July, 2018 and ending 17th July, 2020. This loan is guaranteed by Tata Chemicals Limited.
- (ii) Debt owed by Valley Holdings Inc. ('VHI'):  
On 9th August, 2013, VHI entered into a credit agreement with several lenders led by an administrative agent. The credit agreement provides for a USD 340 million credit facility, composed of a USD 315 million term loan ("Term loan") and a USD 25 million revolving line of credit ("Revolver"). The borrowing under this facility bears interest at either London Interbank Offered Rate ("LIBOR") plus applicable margin or an alternate base rate based upon the greatest of (a) the Prime Rate in effect on such day, (b) the Federal Funds Effective Rate in effect on such day plus ½ of 1% and (c) the Adjusted LIBOR for a one month Interest Period on such day plus 1%. The applicable margin on the Term loan and Revolver is 2.75% per annum on LIBOR borrowings and 1.75% per annum on alternate base rate loans.  
The term loan is secured by a first-priority interest in the VHI's 75% interest in TCSAPH, the VHI's assets, and equity interest in foreign subsidiaries. The VHI's term loan is subject to certain covenants including, but not limited to, certain provisions that restrict the VHI's ability to make capital expenditures. As at 31st March, 2015 and 2014, the debt outstanding under this agreement was ₹ **1,934.61 crore** and ₹ 1,873.41 crore, respectively. Out of the same the amount repayable with one year ₹ **67.45 crore** and previous year ₹ 18.87 crore. Current portion has been disclosed in note 11 within the heading current maturity of long term debts under other current liabilities.
- (iii) Debt owed by Tata Chemicals International Pte. Limited ('TCIPL'):  
TCIPL has loans of ₹ **1,250.00 crore** (previous year ₹ 1,198.30 crore) (USD 200 million) which are guaranteed by Tata Chemicals Limited and bear effective interest rate of 2.75% and 2.76% and are repayable on 12th December, 2017 and 21st December, 2017.
- (iv) Debt owed by Rallis India Limited ('Rallis'):  
One of the term loans is secured by first *pari passu* charge on movable assets funded by the bank and hypothecation of plant and machinery of the cob drying unit at Hyderabad. As at 31st March 2015, the amount outstanding under this facility is ₹ **0.72 crore** and ₹ **3.67 crore** which is repayable in 22 equated monthly and 36 monthly installments respectively. The current portion amounting to ₹ **0.39 crore** and ₹ **0.62 crore** has been disclosed in note 11 within the heading current maturity of long term debts under other current liabilities.  
The other term loan is secured by a first charge on entire movable fixed assets and agricultural property funded by the bank. The balance outstanding as at 31st March, 2015 is ₹ **3.00 crore** repayable in 24 equated monthly instalments. The current portion amounting to ₹ **0.50 crore** has been disclosed in note 11 within the heading current maturity of long term debts under other current liabilities.
- (v) Debt owed by Tata Chemicals Europe Holdings Limited ('TCEHL'):  
The senior debt owed by TCEHL is repayable on 22nd November, 2015 amounting to ₹ **1,109.64 crore (£120 million)** (previous year ₹ 1,197.18 crore (£120 million)). Interest is calculated at LIBOR plus 1.6% under the terms of the loan. The entire loan has been disclosed in note 11 within the heading current maturity of long term debts under other current liabilities.  
The senior debt owed by Tata Chemicals Europe Limited comprises a revolving credit facility which is repayable on 22nd November, 2015. A maximum of £20 million can be drawn down under the facility, of which ₹ **184.94 crore (£20 million)** had been drawn down as at 31st March, 2015 (previous year ₹ 199.53 crore (£20 million)). Interest on this facility was payable at LIBOR plus 1.6%. The entire loan has been disclosed in note 11 within the heading current maturity of long term debts under other current liabilities.  
As at 31st March, 2015 the debt facilities available to Tata Chemicals Europe Holdings Limited is secured by fixed and floating charges over the assets of the European sub-group.

## NOTES forming part of Consolidated Financial Statement (contd.)

(c) Debt owed by Rallis India Limited('Rallis'):

Term loan from Biotechnology Industry Partnership Project is secured by hypothecation of all equipment, apparatus machineries, machineries spares, tools and other accessories, goods and/or the other movable property of Rallis, present and future to a value equivalent to the amount of loan and interest thereon and the royalty payable on grant-in-aid till the full and final settlement of all dues. Term loan is repayable along with interest in 10 equal half yearly installments and shall commence either from one year from the date of completion of the project. The balance payable as on 31st March, 2015 is DBT rice loan ₹ **0.49 crore** (previous year ₹ 0.49 crore) of which the current portion amounting to ₹ **0.05 crore** (previous year ₹ Nil) has been disclosed in note 11 within the heading current maturity of long term debts under other current liabilities. The balance payable on DBT maize loan is ₹ **0.45 crore** (previous year ₹ 0.49 crore). Rallis has made an application with the Biotechnology Industry Research Assistance Council on 16th March, 2015 for extension of DBT-Rice project till 31st December, 2017. Rallis is yet to receive an approval for extension.

(d) The external commercial borrowing is due for repayments on 21st October, 2016 ₹ **319.54 crore (USD 60 million)**, on 23rd October, 2017 ₹ **389.78 crore (USD 63.27 million)**, on 22nd October, 2018 ₹ **390.06 crore (USD 63.27 million)** and on 21st October, 2019 ₹ **389.93 crore (USD 63.46 million)** along with interest at Libor + spread ranging from 1.65% to 1.95% payable half yearly.

Foreign exchange gain of ₹ **73.19 crore** (previous year ₹ 12.45 crore) on full currency swaps and forwards with critical terms matching that of the external commercial borrowings have been netted off, resulting in the foreign currency loan being treated as an Indian rupee loan.

(e) (i) Debt owed by Homefield Private UK Limited:

Term Loan: A new loan was granted during the year. The amount outstanding was ₹ **281.10 crore (USD 45 million)** at 31st March, 2015. Interest on this loan is payable based on USD LIBOR plus a margin of 1.50%. The loan is repayable in full in March 2020.

Term Loan: The amounts outstanding were ₹ **174.91 crore (USD 28 million)** at 31st March, 2015 and ₹ 167.85 crore (USD 28 million) at 31st March, 2014. Interest on this loan is payable based on USD LIBOR plus a margin of 1.80%. The loan is repayable in full in March 2018.

Term Loan: The amounts outstanding were ₹ **Nil (USD Nil)** at 31st March, 2015 and ₹ 149.87 crore (USD 25 million) at 31st March, 2014. Interest on this loan was payable based on USD LIBOR plus a margin of 2.30%. The loan was repaid in full in March 2015.

Term Loan: The amounts outstanding were ₹ **Nil (USD Nil)** at 31st March, 2015 and ₹ 113.90 crore (USD 19 million) at 31st March, 2014. Interest on this loan was payable based on USD LIBOR plus a margin of 0.80%. The loan was repaid in full in March 2015.

(ii) Debt owed by Rallis India Limited:

The balance of ₹ **25.00 crore** (previous year ₹ 15.00 crore) is repayable in 8 equal quarterly instalments. The repayment begins after a moratorium of 12 months from March, 2014. The first repayment of ₹ 3.13 crore falls due in June 2015.

(f) (i) Debt owed by TCL:

The Company has entered into an agreement with Department of Biotechnology (DBT) for a project on boosting crop health and yield. DBT has approved a loan of ₹ **0.15 crore** (previous year ₹ 0.15 crore). The Company has received three installments of this loan aggregating to ₹ **0.11 crore** (previous year ₹ 0.08 crore). The loan is repayable in 10 equal half yearly installments beginning from 1st July, 2015. Current portion has been disclosed in note 11 within the heading current maturity of long term debts under other current liabilities.

(ii) Debt owed by Rallis India Limited('Rallis'):

Loan from the Council of Scientific and Industrial Research consists of two loans. ₹ **0.56 crore** (previous year ₹ 0.75 crore) is repayable in 3 annual installments of ₹ 0.19 crore of which ₹ **0.19 crore** (previous year ₹ 0.19 crore) has been grouped under note 11 within the heading current maturity of long term debts under other current liabilities and the loan of ₹ **0.58 crore** (previous year ₹ 0.67 crore) is repayable in 8 annual installments. The Sales tax deferral outstanding as at 31st March, 2015 amounts to ₹ **7.51 crore** (previous year ₹ 7.67 crore). Of the amount outstanding ₹ **0.96 crore** (previous year ₹ 0.65 crore) including ₹ **0.41 crore** (previous year: ₹ 0.58 crore) shown as a part of current maturities of long term debt in note 11 in respect of which the applicability of the deferral scheme is disputed by the Sales Tax Authorities and the matter is contested before the Sales Tax Tribunal. The consequential interest claimed by the Sales Tax Authorities is included as a part of the Company's contingent liabilities.



## NOTES forming part of Consolidated Financial Statement (contd.)

		As at 31-Mar-2014	
NOTE 6	DEFERRED TAXES	₹ in crore	₹ in crore
The significant component and classification of deferred tax assets and liabilities on account of timing differences are:			
<b>1. Deferred tax assets (net):</b>			
(a)	Provision for employee benefits	160.90	133.77
(b)	Depreciation	(29.16)	(112.05)
(c)	Other timing differences (footnote 'a')	(110.78)	64.20
		<b>20.96</b>	85.92
<b>2. Deferred tax liability (net):</b>			
(a)	Provision for doubtful debts and advances	24.90	23.31
(b)	Provision for employee benefits	2.75	97.30
(c)	Depreciation (including impairment)	(321.16)	(364.82)
(d)	Other timing differences (footnote 'b')	66.35	(32.71)
		<b>(227.16)</b>	(276.92)

### Footnotes:

- (a) Primarily relates to partnership tax basis differences in Tata Chemicals North America Inc. arising from Tata Chemicals (Soda Ash) Partners.
- (b) Primarily relates to disallowances under 43B of the Income Tax Act, 1961.

		As at 31-Mar-2014	
NOTE 7	OTHER LONG - TERM LIABILITIES	₹ in crore	₹ in crore
<b>1. Other liabilities:</b>			
(a)	Pension payable on Employee Separation Scheme	0.48	0.54
(b)	Creditors of capital goods	-	0.62
(c)	Other payables	16.68	163.75
		<b>17.16</b>	164.91
		<b>17.16</b>	164.91

		As at 31-Mar-2014	
NOTE 8	LONG - TERM PROVISIONS	₹ in crore	₹ in crore
<b>1. Provision for employee benefits:</b>			
(a)	Provision for directors pension liabilities	27.52	21.89
(b)	Domestic pension and other post retirement benefits	65.83	55.40
(c)	Overseas pension and other post retirement benefits	1,326.15	1,021.07
(d)	Others	3.69	3.22
		<b>1,423.19</b>	1,101.58
<b>2.</b>	Provision for site restoration expenditure (note 30(vi))	176.55	295.88
<b>3.</b>	Others (note 30(vi))	90.14	98.46
		<b>1,689.88</b>	1,495.92

## NOTES forming part of Consolidated Financial Statement (contd.)

		As at 31-Mar-2014	
NOTE 9	SHORT - TERM BORROWINGS	₹ in crore	₹ in crore
<b>1. Loans repayable on demand</b>			
(a) Secured - From Banks :			
(i) Cash credits (footnote 'a')	10.92		9.09
(ii) Working Capital Demand Loan (footnote 'b')	219.23		149.09
		230.15	158.18
(b) Unsecured - From Banks :			
(i) Working Capital Demand Loan	10.00		-
<b>2. Other loans and advances</b>			
(a) Secured - From Banks :			
(i) Buyer's credit (footnote 'a')	149.95		50.00
(ii) Working Capital Demand Loan(footnote 'c')	137.50		38.27
(iii) Loans against subsidy receivables (footnote 'd')	-		326.10
		287.45	414.37
(b) Unsecured - From Banks :			
(i) Buyer's credit	765.59		913.99
		765.59	913.99
		1,293.19	1,486.54

### Footnotes:

- (a) Loans from banks on cash credit and buyer's credit are secured by hypothecation of stocks of raw materials, finished products, stores and work-in-progress as well as book debts.
- (b) (i) Debt owed by Tata Chemicals Limited:  
₹ 50 crore (previous year ₹ Nil) Working capital demand loan from bank is secured by hypothecation of stocks of raw materials, finished products, stores and work-in-progress as well as book debts.
- (ii) Debt owed by Tata Chemicals Magadi Limited('TCML'):  
Outstanding loan of ₹ 27.71 crore (USD 4.45 million) (previous year ₹ 26.67 crore (USD 4.45 million)). It is secured overdraft facility against dues receivable from Kenyan Revenue Authority.  
₹ 51.62 crore (USD 8.27 million) (previous year ₹ 74.04 crore (USD 12.35 million)) has been provided as a secured overdraft facility are secured by stock and trade receivables of TCML.
- (iii) Debt owed by Rallis India Limited('Rallis'):  
₹ 73.74 crore (previous year ₹ 48.38 crore) These loans have been secured by a first charge by way of hypothecation of current assets. The hypothecation also extends to guarantees issued by the Company's Bankers in the ordinary course of business.
- (iv) Debt owed by Indo Maroc Phosphore S.A.('IMACID'):  
₹ 16.16 crore (previous year ₹ Nil) has been provided as a secured overdraft facility.
- (c) Debt owed by Tata Chemicals International Pte. Limited ('TCIPL'):  
₹ 137.50 crore (previous year ₹ 38.27 crore) towards Working Capital facility and is repayable within 30 to 90 days. The facility is secured by stocks and trade receivables.
- (d) The Department of Fertilizers, Government of India, has notified "Special Banking Arrangement" scheme to address the concern of delay in subsidy disbursement. This arrangement has been made by the Government with State Bank of India Consortium (SBI Consortium). Loans under this scheme are secured by hypothecation of subsidy receivables.

**NOTES** forming part of Consolidated Financial Statement (contd.)

		As at 31-Mar-2014	
<b>NOTE 10</b>	<b>TRADE PAYABLES</b>	<b>₹ in crore</b>	<b>₹ in crore</b>
1.	Acceptances	<b>773.01</b>	671.30
2.	Trade payables	<b>1,870.06</b>	1,367.75
		<b>2,643.07</b>	2,039.05

		As at 31-Mar-2014	
<b>NOTE 11</b>	<b>OTHER CURRENT LIABILITIES</b>	<b>₹ in crore</b>	<b>₹ in crore</b>
1.	<b>Current maturities of long term debts:</b>		
(a)	From Banks - Secured	<b>1,363.54</b>	20.40
(b)	From Banks - Unsecured	<b>0.05</b>	0.03
(c)	From others - Unsecured	<b>13.67</b>	0.84
		<b>1,377.26</b>	21.27
2.	Current maturities of Finance Lease obligation	<b>0.14</b>	2.18
3.	Interest accrued but not due on borrowings	<b>99.27</b>	70.23
4.	<b>Liability towards investor protection fund:</b>		
(a)	Unclaimed dividends	<b>13.86</b>	12.83
(b)	Unclaimed debentures and interest	<b>0.01</b>	0.01
		<b>13.87</b>	12.84
5.	Security deposits from customers	<b>53.86</b>	52.91
6.	<b>Other payables:</b>		
(a)	Advances received from customers	<b>96.63</b>	87.76
(b)	Creditors for capital goods	<b>23.79</b>	31.40
(c)	Statutory dues payable	<b>173.16</b>	161.92
(d)	Accrued marketing incentive	<b>45.42</b>	60.74
(e)	Mark-to-market losses on derivatives	<b>6.57</b>	106.43
(f)	Other (footnote 'a')	<b>348.02</b>	319.00
		<b>693.59</b>	767.25
		<b>2,237.99</b>	926.68

**Footnote:**

- (a) Primarily includes accrued expenses and payroll.

		As at 31-Mar-2014	
<b>NOTE 12</b>	<b>SHORT-TERM PROVISIONS</b>	<b>₹ in crore</b>	<b>₹ in crore</b>
1.	<b>Provision for employee benefits:</b>		
(a)	Provision for directors pension liabilities	<b>1.23</b>	1.08
(b)	Domestic pension and other post retirement benefits	<b>3.95</b>	3.44
(c)	Overseas pension and other post retirement benefits	<b>37.84</b>	37.74
(d)	Others	<b>59.69</b>	50.67
		<b>102.71</b>	92.93
2.	<b>Others:</b>		
(a)	Proposed dividend (footnote 'a')	<b>318.44</b>	254.76
(b)	Tax on dividend	<b>63.58</b>	43.30
(c)	Provision for current tax (net of advances ₹ 1,192.19 crore (previous year ₹ 1,644.56 crore))	<b>109.16</b>	127.49
(d)	Provision for site restoration expenditure (note 30(vi))	<b>52.05</b>	38.53
(e)	Others (note 30(vi))	<b>117.77</b>	121.08
		<b>661.00</b>	585.16
		<b>763.71</b>	678.09

**Footnote:**

- (a) The Board of Directors has recommended a dividend of 100% for the financial year 2014-15 and a special dividend of 25% on the occasion of the Platinum Jubilee year of the Company, aggregating to ₹ 12.50 per share.

# NOTES forming part of Consolidated Financial Statement (contd.)

## NOTE 13 TANGIBLE FIXED ASSETS AND INTANGIBLE ASSETS

Fixed Assets (At cost)	Gross Block				Depreciation / Amortisation				Net Block	
	As at 1-Apr-14	Additions during the year	Deductions / Adjustment	Exchange Fluctuations	As at 31-Mar-15	As at 1-Apr-14	For the year Adjustment	Exchange Fluctuations	Impairment*	As at 31-Mar-15
<b>(i) Tangible Assets:</b>										
<b>1. Land :</b>										
(a) Freehold	169.12	6.18	(1.13)	(9.33)	164.84	-	-	-	3.66	161.18
	145.31	1.32	(0.21)	22.70	169.12	-	-	-	-	169.12
(b) Leasehold	337.00	43.57	(74.62)	6.76	312.71	46.85	15.51	0.84	16.82	220.83
	260.45	56.43	(0.58)	20.70	337.00	32.31	12.64	2.48	-	290.15
<b>2. Works :</b>										
(a) Saltworks, Reservoirs and Pans	232.19	23.24	(0.12)	(11.88)	243.43	72.50	6.18	1.88	-	79.93
	199.31	3.13	-	29.75	232.19	62.11	7.91	2.48	-	72.50
(b) Plant and Machinery	8,405.57	419.86	236.68	(175.93)	8,886.18	5,818.78	314.37	160.53	-	6,166.85
	8,052.40	625.60	(952.23)	679.80	8,405.57	5,526.46	339.46	539.86	273.34	5,818.78
(c) Traction Lines, Railway Sidings and Wagons	308.94	3.09	(0.30)	12.94	324.67	241.65	28.24	0.34	-	279.95
	289.73	3.36	(9.44)	25.29	308.94	200.78	30.41	17.63	-	241.65
(d) Buildings (including leasehold improvements)	1,046.00	69.93	(16.81)	(21.84)	1,077.28	421.53	38.31	41.48	0.02	487.70
	1,006.32	30.39	(80.70)	89.99	1,046.00	394.59	38.13	(63.86)	7.86	421.53
<b>3. Other Buildings</b>	295.91	42.35	12.11	2.00	352.37	86.81	14.39	6.63	-	109.00
	281.28	11.17	(0.76)	4.22	295.91	79.68	4.98	(0.64)	-	86.81
<b>4. Water Works</b>	7.36	-	(0.27)	-	7.09	6.82	0.04	(0.14)	-	6.72
	7.42	-	(0.06)	-	7.36	6.82	0.06	(0.06)	-	6.82
<b>5. Furniture, Fittings and Office Equipment</b>	232.99	29.77	(3.50)	(1.88)	257.38	156.64	22.91	2.94	3.53	181.22
	194.93	27.21	(8.21)	19.06	232.99	132.62	14.81	(7.49)	0.16	156.64
<b>6. Vehicles</b>	53.90	7.05	(1.92)	0.58	59.61	40.75	4.59	(1.47)	0.02	44.44
	50.35	3.20	(2.75)	3.10	53.90	36.29	4.48	(1.55)	-	40.75
<b>7. Mines and Quarries</b>	39.31	100.15	15.14	4.22	158.82	4.27	1.16	13.84	-	19.78
	35.34	0.31	-	3.66	39.31	3.01	0.96	0.30	-	4.27
<b>Total Tangible Assets</b>	11,128.29	745.19	165.26	(194.36)	11,844.38	6,896.60	445.70	237.89	24.05	7,471.13
	10,522.84	762.12	(1,054.94)	898.27	11,128.29	6,474.67	453.84	628.42	281.36	6,896.60

# NOTES forming part of Consolidated Financial Statement (contd.)

## NOTE 13 TANGIBLE FIXED ASSETS AND INTANGIBLE ASSETS

Fixed Assets (At cost)	Gross Block			Depreciation / Amortisation			Net Block	
	As at 1-Apr-14	Additions during the year	Deductions / Adjustment	Exchange Fluctuations	For the year Adjustment	Exchange Fluctuations	Impairment*	As at 31-Mar-15
								₹ In crore
(ii) Intangible Assets:								
1. Goodwill	1.64	-	-	-	-	-	-	1.64
	1.64	-	-	-	-	-	-	1.64
2. Computer software	51.66	0.51	41.49	0.77	5.93	0.94	-	87.09
	35.79	16.72	-	(0.85)	5.91	(0.77)	-	38.73
3. Technical knowhow	42.02	5.23	-	(1.49)	9.34	(0.81)	11.44	45.76
	26.81	12.80	-	2.41	10.39	0.95	-	25.79
4. Seed Development cost	28.38	-	-	0.01	2.17	0.01	-	7.10
	19.75	8.62	-	0.01	1.10	0.01	-	23.46
5. Patents (licence fees)	0.09	-	-	-	-	-	-	0.06
	0.09	-	-	-	-	-	-	0.06
<b>Total Intangible Assets</b>	<b>123.79</b>	<b>5.74</b>	<b>41.49</b>	<b>(0.71)</b>	<b>17.44</b>	<b>0.14</b>	<b>11.44</b>	<b>28.69</b>
	84.08	38.14	-	1.57	17.40	0.19	-	52.68
(iii) Capital Work-in-Progress								<b>169.69</b>
(iv) Intangible Assets held under development								452.69
<b>Total Fixed Assets</b>								<b>19.62</b>
								14.90
								<b>4,591.25</b>
								4,751.96

### Notes:

- Gross book value and accumulated depreciation above include ₹ 13.83 crore (previous year ₹ 26.59 crore) and ₹ 5.20 crore (previous year ₹ 10.61 crore) respectively for assets held for sale. The assets held for sale have been valued at lower of carrying value or net realisable value.
- Capital work-in-progress above includes ₹ 205.29 crore (previous year ₹ 82.54 crore) for which impairment has been provided during the year.
- The Group has reassessed the useful lives of its fixed assets. As a result of the change, the charge on account of depreciation for the year ended 31st March, 2015 is higher by ₹ 27.41 crore. In case of assets whose useful lives have ended, the carrying values as at 1st April, 2014 amounting to ₹ 21.84 crore (net of deferred tax ₹ 11.86 crore and minority interest ₹ 1.18 crore) have been adjusted against the opening reserves as on 1st April, 2014 pursuant to the provisions of Schedule II to the Companies Act, 2013.
- (\*) primarily relating to the Chemical and Bio Fuel overseas business (previous year relating to the Group's Kenyan operations and the Fertiliser and Biofuel operations in India). (note 29(b)).
- Other buildings includes cost of residential flats aggregating ₹ 1.82 crore (previous year ₹ 1.82 crore) for which legal formalities relating to transfer of title are pending.
- Assets held under finance lease includes Plant and Machinery ₹ 9.20 crore (previous year ₹ 11.48 crore), office equipment ₹ 0.28 crore (previous year ₹ 0.44 crore) and vehicles ₹ 0.28 crore (previous year ₹ 0.44 crore).
- Borrowing cost capitalised of ₹ 0.29 crore (previous year ₹ 0.35 crore) is included in the additions made during the year (note 30(x)).
- The figures in light print are for the previous year.

# NOTES forming part of Consolidated Financial Statement (contd.)

## NOTE 14 NON-CURRENT INVESTMENTS

			Face Value	Holdings	As at 31st March, 2015			Face Value	Holdings	As at 31st March, 2014		
			₹	As at 31-Mar-15	Quoted	Unquoted	Total	₹	As at 31-Mar-14	Quoted	Unquoted	Total
					₹ in crore	₹ in crore	₹ in crore			₹ in crore	₹ in crore	₹ in crore
Investments (At cost):												
Other Investments in												
(a)	Investments in equity instruments (fully paid up) - Quoted											
	₹	1	72,71,666	9.82	-	9.82	1	72,71,666	9.82	-	9.82	
	₹	1	25,23,000	2.79	-	2.79	1	41,23,000	4.57	-	4.57	
	₹	10	4,75,840	6.83	-	6.83	10	4,75,840	6.83	-	6.83	
	₹	10	24,91,977	58.16	-	58.16	10	24,91,977	58.16	-	58.16	
	₹	2	18,63,705	7.89	-	7.89	2	18,63,705	7.89	-	7.89	
	₹	1	4,31,75,140	16.09	-	16.09	1	4,31,75,140	16.09	-	16.09	
	₹	1	1,38,26,180	10.31	-	10.31	1	1,38,26,180	10.31	-	10.31	
				111.89	-	111.89			113.67	-	113.67	
(b)	CAD\$	No par value	2,90,55,612	207.74		207.74		2,90,55,612	211.89	-	211.89	
(c)	Investments in equity instruments (fully paid up) - Unquoted											
	₹	900	550	-	0.02	0.02	900	550	-	0.02	0.02	
	₹	10	40,00,000	-	4.00	4.00	10	40,00,000	-	4.00	4.00	
	₹	100	98,61,303	-	170.19	170.19	100	98,61,303	-	170.19	170.19	
	₹	10	32,30,859	-	4.85	4.85	10	32,30,859	-	4.85	4.85	
	₹	1,000	48,000	-	27.34	27.34	1,000	48,000	-	27.34	27.34	
	₹	100	1,93,500	-	0.38	0.38	100	1,93,500	-	0.38	0.38	
	₹	1,000	1,260	-	0.13	0.13	1,000	1,260	-	0.13	0.13	
	₹	1,000	10,237	-	56.86	56.86	1,000	10,237	-	56.86	56.86	
	₹	10	12,85,110	-	3.11	3.11	10	12,85,110	-	3.11	3.11	
	₹	10	2,50,000	-	0.25	0.25	-	-	-	-	-	
	₹	10	60,000	-	*	*	-	-	-	-	-	
	₹	10	1,24,002	-	0.09	0.09	10	1,24,002	-	0.09	0.09	
	₹	10	50,000	-	0.05	0.05	10	50,000	-	0.05	0.05	
	₹	10	54,000	-	0.01	0.01	10	54,000	-	0.01	0.01	
	₹	10	36,750	-	0.04	0.04	10	36,750	-	0.04	0.04	
	₹	10	3,00,364	-	0.30	0.30	10	3,00,364	-	0.30	0.30	
	₹	10	10,822	-	0.01	0.01	10	10,822	-	0.01	0.01	
	₹	10	1,82,86,000	-	18.29	18.29	10	1,82,86,000	-	18.29	18.29	
	₹	10	1,30,000	-	0.53	0.53	10	1,30,000	-	0.53	0.53	
			21,00,000	-	1.46	1.46		21,00,000	-	1.46	1.46	
				-	287.91	287.91			-	287.66	287.66	
(d)	Investments in Compulsorily Convertible Debentures (fully paid up)											
	₹	10	28,90,000	-	2.89	2.89	10	28,90,000	-	2.89	2.89	
	₹	10	16,36,124	9.00	-	9.00	-	-	-	-	-	
				9.00	2.89	11.89			-	2.89	2.89	
(e)	Investments in Section 8 Company (fully paid up)											
	₹		5,000	-	0.50	0.50		5,000	-	0.50	0.50	
				328.63	291.30	619.93			325.56	291.05	616.61	
				180.31	2.20	182.51			180.31	2.09	182.40	
				148.32	289.10	437.42			145.25	288.96	434.21	
						148.32					145.25	
						1,500.30					1,304.99	
						289.10					288.96	

# Shares can be transferred only with the prior approval of the Board of Directors of Tata Teleservices Ltd.

@ Reclassification from Current Investment to Non Current Investment

\* value below ₹ 50,000

Abbreviations for Currencies

₹ : Indian Rupees

CAD\$ : Canadian Dollars



## NOTES forming part of Consolidated Financial Statement (contd.)

				As at 31-Mar-2014
NOTE 15	LONG-TERM LOANS AND ADVANCES	₹ in crore	₹ in crore	₹ in crore
<b>1. Unsecured - considered good:</b>				
(a) Capital advances		13.07		10.19
(b) Security deposits (with Government, public bodies and others)		22.77		30.22
(c) Loans and advances to employees		2.56		3.13
(d) Loans to others (footnote 'a')		7.61		7.61
(e) Advances recoverable in cash/kind		22.25		10.21
(f) MAT credit entitlement		4.76		1.91
(g) Advance payment of taxes (net of provision ₹ 445.43 crore (previous year ₹ 431.11 crore))		450.23		440.56
			523.25	503.83
<b>2. Doubtful:</b>				
(a) Advances recoverable in cash/kind		0.56		0.21
Less : Provision for advances recoverable in cash/kind		0.56		0.21
			-	-
			523.25	503.83

### Footnote:

- (a) The Company has extended an unsecured subordinate loan to Tata Power Renewable Energy Limited (TPREL) for the purpose of setting up a 25 MW photovoltaic solar power plant and associate infrastructure at Mithapur, Gujarat. The loan carries an interest rate based on State Bank of India base rate plus 1.25%. The principal amount of the loan is mandatorily convertible to equity of TPREL.

				As at 31-Mar-2014
NOTE 16	OTHER NON-CURRENT ASSETS	₹ in crore	₹ in crore	
<b>1.</b>	Unamortised cost of borrowings	72.42		89.85
<b>2.</b>	Fixed Deposit with original maturity of more than one year	0.26		-
<b>3.</b>	Gratuity Fund	1.58		6.86
<b>4.</b>	Others	24.59		229.15
		98.85		325.86

### NOTE 17 CURRENT INVESTMENTS

		Face Value	Holdings As at	As at 31st March, 2015			Face Value	Holdings As at	As at 31st March, 2014		
		₹	31-Mar-15	₹ in crore	₹ in crore	₹ in crore	₹	31-Mar-14	₹ in crore	₹ in crore	₹ in crore
Current Investments											
(At lower of cost and fair value):											
(a)	Investments in equity instruments (fully paid-up)										
	IFCI Venture Capital Funds Ltd.@	-	-	-	-	-	10	2,50,000	-	0.25	0.25
	Kowa Spinning Ltd.@	-	-	-	-	-	10	60,000	-	*	*
(b)	Investments in Mutual Funds -Unquoted										
	HDFC Cash Management Fund	-	18,91,698.54 units	-	5.50	5.50	-	24,59,715.85 units	-	6.42	6.42
Total				-	5.50	5.50			-	6.67	6.67
Aggregate amount of unquoted investments						5.50					

@ Reclassification from Current Investment to Non Current Investment

\* value below ₹ 50,000

## NOTES forming part of Consolidated Financial Statement (contd.)

		As at 31-Mar-2014	
NOTE 18	INVENTORIES	₹ in crore	₹ in crore
1.	Raw materials	787.62	635.69
2.	Work-in-progress	101.98	91.50
3.	Finished goods	646.84	384.57
4.	Stock in trade (acquired for trading)	770.59	176.03
5.	Stores and spare parts and packing materials	319.38	361.25
		<b>2,626.41</b>	<b>1,649.04</b>
Inventories include goods in transit :			
(a)	Raw materials	215.79	100.13
(b)	Stock in trade (acquired for trading)	276.28	4.36
(c)	Stores and spares	1.59	0.12

		As at 31-Mar-2014	
NOTE 19	TRADE RECEIVABLES	₹ in crore	₹ in crore
1.	Over six months old from due date:		
(a)	Secured, considered good	0.08	0.06
(b)	Unsecured, considered good	582.79	647.13
(c)	Unsecured, considered doubtful	37.68	30.82
		<b>620.55</b>	<b>678.01</b>
(d)	Less : Provision for doubtful trade receivables	(37.68)	(30.82)
		<b>582.87</b>	<b>647.19</b>
2.	Others:		
(a)	Secured, considered good	224.78	3.91
(b)	Unsecured, considered good	2,634.14	2,589.77
(c)	Unsecured, considered doubtful	1.25	1.20
		<b>2,860.17</b>	<b>2,594.88</b>
(d)	Less : Provision for doubtful trade receivables	(1.25)	(1.20)
		<b>2,858.92</b>	<b>2,593.68</b>
		<b>3,441.79</b>	<b>3,240.87</b>

### Footnote:

- (a) Trade receivables include ₹ 1,971.64 crore (previous year ₹ 1,800.23 crore) on account of subsidy receivable from the Government. Of this an amount of ₹ 546.83 crore (previous year ₹ 620.53 crore) is due for more than six months.

		As at 31-Mar-2014	
NOTE 20	CASH AND BANK BALANCE	₹ in crore	₹ in crore
1.	Cash and cash equivalents:		
	Balances with banks in:		
(a)	Current accounts	345.99	652.48
(b)	Deposit accounts (with original maturity less than 3 months)	911.44	1,018.25
		<b>1,257.43</b>	<b>1,670.73</b>
	Cheques, drafts on hand	0.82	64.87
	Cash on hand	0.71	0.38
		<b>1,258.96</b>	<b>1,735.98</b>
2.	Other bank balances:		
(a)	Earmarked balance with banks	13.82	12.93
(b)	Fixed deposits with maturity over 3 months but less than 12 months	191.48	4.09
		<b>1,464.26</b>	<b>1,753.00</b>

**NOTES** forming part of Consolidated Financial Statement (contd.)

		As at 31-Mar-2014	
NOTE 21	SHORT-TERM LOANS AND ADVANCES	₹ in crore	₹ in crore
<b>1. Unsecured - considered good:</b>			
(a)	Deposits with Government, public bodies and others	<b>168.06</b>	333.02
(b)	Advance payment of taxes (net of provision)	<b>23.78</b>	44.03
(c)	Advances to suppliers	<b>152.10</b>	85.18
(d)	Advances to employees (footnote 'a')	<b>4.65</b>	4.40
(e)	Other advances		
	(i) Considered good	<b>220.77</b>	145.34
	(ii) Considered doubtful	<b>39.04</b>	45.23
		<b>259.81</b>	190.57
	(iii) Less: Provision for doubtful advances	<b>39.04</b>	45.23
		<b>220.77</b>	145.34
		<b>569.36</b>	611.97

**Footnote:**

- (a) Advances to employees include ₹ \* crore (previous year ₹ 0.01 crore) due from officer of the Company. Maximum balance outstanding during the year ₹ **0.01 crore** (previous year ₹ 0.01 crore).

\* value below ₹ 50,000

		As at 31-Mar-2014	
NOTE 22	OTHER CURRENT ASSETS	₹ in crore	₹ in crore
<b>1.</b>	Income accrued on investments	<b>4.29</b>	5.83
<b>2.</b>	Claims receivable	<b>0.76</b>	0.71
<b>3.</b>	Unamortised cost of borrowings	<b>11.58</b>	11.83
<b>4.</b>	Others (footnote 'a')	<b>52.94</b>	67.60
		<b>69.57</b>	<b>85.97</b>

**Footnote:**

- (a) Primarily comprises other receivables towards freight incentives for United states and Canadian operations.

		Previous year	
NOTE 23	REVENUE FROM OPERATIONS	₹ in crore	₹ in crore
<b>1. Sales:</b>			
(a)	Sales (footnote 'a')	<b>17,278.84</b>	16,067.09
<b>2. Operating income:</b>			
(a)	Town income	<b>2.48</b>	2.45
(b)	Liabilities no longer required - written back	<b>39.19</b>	16.68
(c)	Insurance claims	<b>8.52</b>	0.13
(d)	Miscellaneous income (footnote 'b')	<b>240.19</b>	141.06
		<b>290.38</b>	160.32
		<b>17,569.22</b>	16,227.41

**Footnotes:**

- (a) Sales include subsidy income of ₹ **2,942.24 crore** (previous year ₹ 2,429.32 crore).
- (b) Miscellaneous income primarily includes compensation of ₹ **114.97 crore** (previous year ₹ 4.81 crore), from settlement of long term contracts, development and support fees of ₹ **33.18 crore** (previous year ₹ 34.61 crore) and sales of scrap of ₹ **20.19 crore** (previous year ₹ 24.35 crore).

## NOTES forming part of Consolidated Financial Statement (contd.)

				Previous year
		₹ in crore	₹ in crore	₹ in crore
<b>NOTE 24</b>	<b>OTHER INCOME</b>			
<b>1. Dividend income:</b>				
(a) Current investments		48.79		50.84
(b) Long-term trade investments		26.07		25.35
			74.86	76.19
<b>2. Interest income on:</b>				
(a) Current investments		3.50		5.10
(b) Bank deposits		14.45		16.79
(c) Other loans and advances		1.57		1.45
(d) Refund of taxes		17.27		42.86
			36.79	66.20
<b>3. Net gain on sale of investments</b>				
(a) Current investments		1.27		0.03
(b) Long-term investments		2.10		-
			3.37	0.03
<b>4. Profit on sale of fixed assets (net)</b>			2.95	-
			117.97	142.42
				Previous year
<b>NOTE 25</b>	<b>CHANGES IN INVENTORIES OF WORK-IN-PROGRESS, FINISHED GOODS AND STOCK-IN-TRADE</b>	₹ in crore	₹ in crore	₹ in crore
<b>Opening stock</b>				
Work-in-progress		91.50		71.85
Finished goods		384.57		481.45
Stock-in-trade (acquired for trading)		176.03		167.43
			652.10	720.73
<b>Closing stock</b>				
Work-in-progress		101.98		91.50
Finished goods		646.84		384.57
Stock-in-trade (acquired for trading)		770.59		176.03
			1,519.41	652.10
(Gain)/Loss on exchange translation			(49.87)	40.31
Net (decrease)/increase			(917.18)	108.94

**NOTES** forming part of Consolidated Financial Statement (contd.)

			Previous year
		₹ in crore	₹ in crore
<b>NOTE 26</b>	<b>EMPLOYEE BENEFITS EXPENSES</b>		
1.	Salaries, wages and bonus	<b>960.87</b>	945.17
2.	Contribution to provident and other funds	<b>112.58</b>	95.57
3.	Contribution to group insurance scheme	<b>0.03</b>	0.03
4.	Workmen and staff welfare expenditure	<b>182.29</b>	173.76
		<b>1,255.77</b>	1,214.53

			Previous year
		₹ in crore	₹ in crore
<b>NOTE 27</b>	<b>FINANCE COSTS</b>		
1.	<b>Interest expenses:</b>		
	(a) Debentures and long term borrowings	<b>370.22</b>	404.00
	(b) Other loans	<b>50.46</b>	47.20
		<b>420.68</b>	451.20
2.	Discounting and other charges	<b>33.35</b>	128.26
		<b>454.03</b>	579.46

			Previous year
		₹ in crore	₹ in crore
<b>NOTE 28</b>	<b>OTHER EXPENSES</b>		
1.	Stores and spare parts consumed	<b>276.53</b>	292.05
2.	Packing materials consumed	<b>451.11</b>	395.15
3.	Power and fuel	<b>2,040.57</b>	2,156.23
4.	Repairs - buildings	<b>11.06</b>	9.04
	- machinery	<b>392.38</b>	399.99
	- others	<b>4.96</b>	4.35
5.	Rent	<b>173.58</b>	169.09
6.	Royalty, rates and taxes	<b>271.23</b>	258.84
7.	Excise duty adjustment for stocks	<b>8.99</b>	2.75
8.	Commission and distributors' service charges/ discount	<b>138.51</b>	118.21
9.	Sales promotion expenses	<b>293.56</b>	232.23
10.	Insurance charges	<b>43.44</b>	43.89
11.	Freight and forwarding charges	<b>1,911.07</b>	1,831.92
12.	Provision for doubtful debts, bad debts written off and advances (net)	<b>13.55</b>	4.71
13.	Loss on assets sold or discarded	-	4.44
14.	Foreign exchange (gain)/loss (net)	<b>196.33</b>	104.52
15.	Directors' fees / commission	<b>12.31</b>	11.37
16.	Other expenses (footnote 'a')	<b>574.91</b>	559.58
		<b>6,814.09</b>	6,598.36

# NOTES forming part of Consolidated Financial Statement (contd.)

		Previous year
	₹ in crore	₹ in crore
<b>Footnotes:</b>		
<b>(a) Other expenses includes:</b>		
<b>1. Auditors' Remuneration</b>		
(i) For services as auditors	10.47	10.98
(ii) For other services	6.82	2.96
(iii) Reimbursement of travelling and out-of-pocket expenses	0.27	1.66
	17.56	15.60
<b>2. Contribution to Electoral Trust (included in Donations and other contributions)</b>	1.50	-
(The Objects of the Trust <i>inter alia</i> , include holding by the Trustees of "Distribution Funds" for distribution to political parties)		
		Previous year
	₹ in crore	₹ in crore
<b>3. Expenditure incurred on Scientific Research and Development activities @</b>		
(i) Revenue Expenditure (note 26 and 28 of Consolidated Statement of Profit and Loss includes) :		
(a) Innovation Centre, Pune	19.65	14.71
(b) Centre for agri-solutions and technology, Aligarh	1.64	1.89
(c) Mithapur, Okhalamandal	0.26	0.82
(d) Domestic subsidiary	25.42	22.27
(ii) Capital expenditure (note 13 of Consolidated Balance Sheet includes)		
(a) Innovation Centre, Pune	43.80	0.70
(b) Centre for agri-solutions and technology, Aligarh	0.09	0.10
(c) Mithapur, Okhalamandal	7.18	-
(d) Domestic subsidiary	10.98	10.29
@ The above figures are based on the separate accounts for the research and development (R&D) centres recognised by the Department of Scientific and Industrial Research, Ministry of Science and Technology (DSIR) for in-house research. Consonance with the DSIR Guidelines for in-house R&D Centres will be evaluated at the time of filing the return with the DSIR.		
<b>4. Amount required to be spent by the Group (included only domestic subsidiaries) during the year on CSR is ₹ 15.54 crore of which the Group has spent ₹ 12.33 crore. The Group has spent the following amounts during the year. @</b>		
		Previous year
	₹ in crore	₹ in crore
(i) Employee Benefits	0.18	-
(ii) Other approved activities (for health care, environmental sustainability, Poverty alleviation, education, women empowerment, skill development, disaster relief, promotion of traditional arts and handicrafts, etc.)	12.15	-
	12.33	-
@ Expenditure incurred on CSR in the previous year prior to introduction of Section 135 of the Companies Act, 2013 is included in donations and contributions and have not been reclassified/regrouped as there was no requirement for disclosure of such expenses in the previous year.		



## NOTES forming part of Consolidated Financial Statement (contd.)

NOTE 29	EXCEPTIONAL ITEMS	Previous year	
		₹ in crore	₹ in crore
1.	Compensation on voluntary retirement (footnote 'a')	64.14	-
2.	Impairment of assets (footnote 'b')	196.95	983.68
3.	Exchange loss (net) on foreign currency long term borrowings including revaluation thereof	-	158.47
4.	Restructuring costs at Tata Chemicals Europe Limited	-	242.28
5.	Provision for diminution in the value of investments in EPM Mining Ventures Inc.	-	180.31
6.	Compensation received on termination of a supply contract	(61.38)	(144.53)
		199.71	1,420.21

### Footnotes:

- (a) Compensation on voluntary retirement, for the year ended 31st March, 2015, amounting to ₹ 64.14 crore, is on account of redundancies consequent to the decision to scale down operations at Kenya.
- (b) During the current year, the Group has recognised a non-cash write down of goodwill of ₹ 8.52 crore (previous year ₹ 619.77 crore) and other assets (including capital work-in-progress and commitments in respect thereof) aggregating to ₹ 188.43 crore (previous year ₹ 363.91 crore) primarily relating to the Chemical and Bio Fuel overseas business (previous year relating to the Group's Kenyan operations and the Fertiliser and Biofuel operations in India).

NOTE 30		2014-15		2013-14	
(i)	<b>Earnings per Share (EPS) :</b>				
	<b>Basic and Diluted</b>				
(a)	Profit / (Loss) after tax	₹ in crore	596.46	(1,032.00)	
(b)	The weighted average number of equity shares of ₹ 10 each				
	Total number of shares	Nos.	25,47,56,278	25,47,56,278	
(c)	Earning Per Share ( face value per share ₹ 10 )	₹	23.41	(40.51)	

### (ii) Segment information:

#### (a) Information about Primary Business Segments:

	(₹ in crore)											
	Inorganic chemicals		Fertilisers		Other agri inputs		Others		Elimination		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
<b>Revenue (Net of excise):</b>												
External	7,975.78	8,029.22	6,537.34	5,497.83	2,113.91	2,023.51	285.53	174.47	-	-	16,912.56	15,725.03
Inter-segment	167.25	138.34	-	-	-	-	-	-	(167.25)	(138.34)	-	-
Total Revenue	8,143.03	8,167.56	6,537.34	5,497.83	2,113.91	2,023.51	285.53	174.47	(167.25)	(138.34)	16,912.56	15,725.03
<b>Result:</b>												
Segment result	1,267.28	(19.89)	306.56	230.34	269.63	249.59	(144.17)	(78.01)	-	-	1,699.30	382.03
Unallocated expenditure net of unallocated income											86.76	321.46
Finance costs											454.03	579.46
<b>Profit / (Loss) before Tax</b>											1,158.51	(518.89)
Tax expense											(351.12)	(288.78)
<b>Profit / (Loss) after tax before minority interest and share of loss in associate</b>											807.39	(807.67)

## NOTES forming part of Consolidated Financial Statement (contd.)

### Other information:

(₹ in crore)

	Inorganic chemicals		Fertilisers		Other agri inputs		Others		Unallocated		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Segment assets	11,849.20	12,173.02	4,488.37	3,750.23	1,689.92	1,574.47	181.92	167.99	2,596.20	2,506.20	20,805.61	20,171.91
Segment liabilities	3,149.76	3,183.45	1,631.50	1,332.69	435.75	495.19	49.53	38.12	9,313.87	8,901.73	14,580.41	13,951.18
Capital expenditure	452.13	445.54	47.28	73.21	57.12	58.73	15.04	39.26	21.87	24.40	593.44	641.14
Depreciation and amortisation	319.06	351.65	72.93	63.04	49.58	40.66	11.57	10.94	10.00	4.95	463.14	471.24
Impairment of assets	121.74	924.38	-	59.30	-	-	75.21	-	-	-	196.95	983.68
Provision for Diminution in the value of investments	-	-	-	-	-	-	-	-	0.11	180.31	0.11	180.31
Other non-cash expenses	564.73	417.06	72.30	19.65	12.05	14.86	16.86	3.76	(28.59)	197.04	637.35	652.37

### (b) Information about Secondary Geographical Segments

(₹ in crore)

	Asia		Europe		Africa		America		Others		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
External revenue	12,058.24	10,227.17	1,559.92	1,831.32	684.31	836.87	2,579.14	2,770.49	30.95	59.18	16,912.56	15,725.03
Segment assets	9,637.94	8,863.16	2,185.33	2,629.36	393.10	536.87	8,569.99	8,105.45	19.25	37.07	20,805.61	20,171.91
Capital expenditure	222.46	248.22	129.79	187.50	17.89	74.96	223.30	130.46	-	-	593.44	641.14

### (c) Notes:

- (i) Management has identified three reportable business segments, namely :
- Inorganic Chemicals: comprising soda ash, marine chemicals, caustic soda, cement, bulk chemicals and salt.
  - Fertilisers: comprising fertilisers including urea and phosphatic.
  - Other agri inputs: comprising traded seeds, pesticides, speciality crop nutrients
  - Others: comprising pulses, spices, water purifiers and nutritional solutions.
- Segments have been identified and reported taking into account the nature of products, the integration of manufacturing processes, the organisation structure and the internal financial reporting systems.
- (ii) The Geographical Segments Revenue are disclosed on the basis of sales as follows :
- Asia: comprising sales to customers located in Asia.
  - Europe: comprising sales to customers located in Europe.
  - Africa: comprising sales to customers located in Africa.
  - America: comprising sales to customers located in America.
- (iii) Segment revenue, results, assets and liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

### (iii) Related party disclosure:

#### (a) Related Parties and their relationship (as defined under AS-18 Related Party Disclosures)

Joint Ventures	Key Management Personnel	Associate
<b>Direct</b>	Mr. R. Mukundan, Managing Director	EPM Mining Venture Inc., Canada
Indo Maroc Phosphore S. A., Morocco	Mr. P. K. Ghose, Executive Director & CFO	
<b>Indirect</b>	<b>Promoter Group</b>	
Alcad, United State of America	Tata Sons Limited, India	
Kemax B.V., Netherlands #		
Joil (S) Pte. Ltd., Singapore		
The Block Salt Company Limited, United Kingdom		
Natronx Technologies LLC,		
United States of America		

# Kemax B.V. ceased to be a Joint Venture with effect from 11th December, 2013

**NOTES** forming part of Consolidated Financial Statement (contd.)**(b) Transactions with related parties (as defined under AS-18) during the year ended 31st March, 2015 and balances outstanding as at 31st March, 2015**

	Indo Maroc Phosphore S.A.	Kemax B.V.	Alcad	The Block Salt Company Limited	Natronx Technologies LLC	Key Management Personnel	Tata Sons Limited	Total
Purchase of goods (includes stock in transit)								
- net	532.70	-	90.81	3.81	0.20	-	-	627.52
Other Services - income	460.42	-	82.34	4.43	0.11	-	-	547.30
Other Services - expenses	-	-	-	-	-	-	0.11	0.11
	*	-	-	-	-	-	-	-
	-	-	-	-	-	-	35.51	35.51
	-	-	-	-	-	-	34.25	34.25
Amount payable (in respect of goods purchased and other services)	224.36	-	16.63	0.23	-	-	35.01	276.23
Amount receivable (including in respect of loans and interest there on)	200.87	-	10.94	0.54	0.02	-	34.32	246.69
	-	-	-	-	-	*	0.06	0.06
	-	0.34	-	-	-	0.01	-	0.35
Maximum amount of loan outstanding during the year	-	-	-	-	-	0.01	-	0.01
	-	0.34	-	-	-	0.01	-	0.35
Amount receivable on account of any Management Contracts including for deputation of employees and Others	0.05	-	-	0.54	0.25	-	0.01	0.85
	0.15	-	-	0.10	0.72	-	-	0.97
Managerial Remuneration®	-	-	-	-	-	10.56	-	10.56
	-	-	-	-	-	6.67	-	6.67

**Notes :**

1. ® Managerial remuneration includes salaries and commission to the Managing Director and Whole-time Director
2. The figures in light print are for previous year.
3. \* value below ₹ 50,000

## NOTES forming part of Consolidated Financial Statement (contd.)

### (iv) Employee benefits obligations :

#### (A) In respect of the Company and domestic subsidiaries

The Company makes contribution towards provident fund, in substance a defined contribution retirement benefit plan and towards pension and Superannuation fund a defined contribution retirement plan for qualifying employees. The provident fund is administered by the Trustees of the Tata Chemicals Limited Provident Fund and the Superannuation fund is administered by the Trustees of the Tata Chemicals Limited Superannuation Fund. Under the schemes, the Company is required to contribute a specified percentage of salary to the retirement benefit schemes to fund the benefit.

On account of the above Contribution Plans, a sum of ₹ **18.79 crore** (previous year ₹ 17.34 crore) has been charged to the Consolidated Statement of Profit and Loss.

The Company makes annual contributions to the Tata Chemicals Employees' Gratuity Trust and to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, for funding the defined benefit plans for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement or death while in employment or on termination of employment. Employees, upon completion of the vesting period, are entitled to a benefit equivalent to either half month, three fourth month and full month salary last drawn for each completed year of service depending upon the completed years of continuous service in case of retirement or death while in employment. In case of termination, the benefit is equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. Vesting occurs upon completion of five years of continuous service.

The Company also provides post retirement medical benefits to eligible employees under which employees at Mithapur who have retired from service of the Company are entitled for free medical facility at the Company hospital during their lifetime. Other employees are entitled to domiciliary treatment exceeding the entitled limits for the treatments covered under the Health Insurance Scheme upto slabs defined in the scheme. The floater mediclaim policy also covers retired employees based on eligibility, for such benefit.

The Company provides pension, housing / house rent allowance and medical benefits to retired Managing and Executive Directors who have completed ten years of continuous service in Tata Group and three years of continuous service as Managing Director/Executive Director or five years of continuous service as Managing Director/Executive Director. The directors are entitled to seventy five percent of last drawn salary for life and on death 50% of the pension is payable to the wife for the rest of her life.

Family benefit scheme is applicable to all permanent employees in management, officers and workmen who have completed one year of continuous service. In case of untimely death of the employee, nominated beneficiary is entitled to an amount equal to the last drawn salary till the normal retirement date of the deceased employee.

The most recent actuarial valuations of plan assets and the present values of the defined benefit obligations were carried out at 31st March, 2015. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

#### (B) In respect of overseas subsidiaries and joint ventures, the liabilities for employee benefits are determined and accounted as per the regulations and principles followed in the respective countries.

##### (i) UK and Kenyan subsidiaries

The Homefield UK Private Limited - Group operates defined contribution schemes, under which costs of ₹ **9.22 crore** (previous year ₹ 13.10 crore) are charged to the Consolidated Statement of Profit and Loss account on the basis of contributions payable.

The Group also operates defined benefit schemes, the assets of which are held in separate trustee administered funds.

##### **Defined benefit scheme - Tata Chemicals Europe Limited**

The Company operates defined benefit pension arrangements in the UK, which were available to substantially all employees but are now closed to new members. The assets of the scheme are held in separate trustee administered funds.

## NOTES forming part of Consolidated Financial Statement (contd.)

As part of the 2011 valuation, a new payment schedule has been agreed between the trustees of the pension scheme and the company whereby the company will make contributions from January 2016 to March 2033 to remove the deficit in the fund. The Company will also continue to make contributions towards the expenses of the fund and to cover cost of future accrual benefits for the remaining active members. The present value of the defined benefit obligation, the related current service cost and past service cost were measured using the projected unit method. The project unit method is an accrued benefits valuation method in which the scheme liabilities make allowance for projected earnings.

### **Defined contribution scheme - Tata Chemicals Europe Limited and Tata Chemicals Magadi Limited**

The Company also operates a defined contribution scheme under which costs are charged to the Statement of Profit and Loss account on the basis of contributions payable.

### **Defined benefit scheme - British Salt Limited**

The Company operates defined benefit pension arrangements in the UK. Eligible employees of the salt business were members of the British Salt Retirement Income and Life Assurance Plan ("RILA") which was closed to future accrual and new members on 31st January 2008.

RILA is funded by the payment of contributions to a defined benefit scheme and separately administered trust fund. The fund is valued every three years using the projected unit method by an independent, professionally qualified actuary who has also set the contribution rates for the year.

The most recent triennial valuation was performed as at 31st December 2013. The assumptions which had the most significant effect on the results of the valuation were those relating to investment returns and price inflation.

The Company has not recognised the actuarial surplus in view of the fact that it does not expect to benefit from reduced contributions or refunds from the scheme in the future. Accordingly, the scheme surplus has been capped such that no surplus or deficit is recognised.

### **(ii) US subsidiaries**

The Company also sponsors defined contribution retirement savings plans. Participation in one of these plans is available to substantially all represented and non-represented employees. The Company matches employee contributions up to certain predefined limits for non-represented employees based upon eligible compensation and the employee's contribution rate.

The Company's contribution to these plans was ₹ 2.96 crore and ₹ 3.28 crore for the years ended March 31, 2015 and 2014, respectively.

### **Pension Plans and Other Post Retirement Benefit**

The Company maintains several defined benefit pension plans covering substantially all employees. A participating employee's annual post-retirement pension benefit is determined by the employee's credited service and, in most plans, final average annual earnings with the Company. Vesting requirements are two years. The Company's funding policy is to annually contribute the statutorily required minimum amount as actuarially determined. The Company also maintains several plans providing non pension post-retirement benefits covering substantially all hourly and certain salaried employees. The Company funds these benefits on a pay-as-you-go basis.

### **Plan Assets**

The assets of the Company's defined benefit plans are managed on a commingled basis in a Master Trust. The investment policy and allocation of the assets in the Master Trust were approved by the Company's Investment Committee, which has oversight responsibility for the Company's retirement plans.

The pension fund assets are invested in accordance with the statement of Investment Policies and Procedures adopted by the Company, which are reviewed annually. Pension fund assets are invested on a going-concern basis with the primary objective of providing reasonable rates of return consistent with available market

## NOTES forming part of Consolidated Financial Statement (contd.)

opportunities, a quality standard of investment, and moderate levels of risk. The expected rate of return is expected to be 7.25% over rolling ten-year periods. This expected rate of return is estimated upon an analysis of historical returns with consideration for the current economic environment.

- (C) The actuarial gains and losses on the funds for employee benefits (pension plans) of the overseas subsidiaries have been accounted in "Reserves and Surplus" in the consolidated financial statements in accordance with the generally accepted accounting principles applicable and followed in the respective country of incorporation. The Management is of the view that due to volatility and structure of the overseas pension funds, it is not considered practicable to adopt a common accounting policy and deviation is as permitted by AS 21. Had the practice of recognising the actuarial gains and losses of pension plans of the overseas subsidiaries in the Consolidated Statement of Profit and Loss, the consolidated net profit / (loss) before tax and net profit / (loss) after tax and minority interest would have been lower by amounts as per table below .

		(₹ in crore)	
Sr. No.	Impact on	Year Ended 31st March, 2015	Year Ended 31st March, 2014
1	Consolidated net profit / (loss) before tax	285.18	140.95
2	Consolidated net profit / (loss) after tax and minority interest	219.42	77.36



**NOTES** forming part of Consolidated Financial Statement (contd.)

The following tables set out the funded status and amounts recognised in the Group's Consolidated Financial Statements as at 31st March, 2015 for the Defined Benefits Plans.

	Domestic		Overseas		Domestic		Overseas	
	Funded	Unfunded	Funded	Unfunded	Funded	Unfunded	Funded	Unfunded
	As at 31st March, 2015				As at 31st March, 2014			
(i) Changes in the defined benefit obligation:								
At the beginning of the year	87.16	81.00	3,853.39	195.84	86.35	77.51	3,397.65	196.41
Current service cost	5.55	2.91	36.03	2.15	5.80	3.66	34.50	2.15
Interest cost	7.78	7.51	173.17	8.28	7.02	6.35	165.07	9.20
Net actuarial (gain) / loss	10.16	7.82	703.55	6.65	(5.32)	(3.05)	(172.89)	(0.02)
Benefits paid	(8.65)	(4.31)	(185.92)	(9.05)	(6.47)	(3.47)	(155.70)	(10.35)
Transfer in / transfer out	-	-	-	-	(0.22)	-	-	-
Past service cost	-	0.43	-	-	-	-	-	(23.91)
Effect of curtailment	-	-	-	-	-	-	(10.61)	-
Exchange variation	-	-	(157.74)	9.15	-	-	595.37	20.55
Retiree drug subsidy reimbursement	-	-	-	0.75	-	-	-	1.81
Projected defined benefit obligation, end of the year	102.00	95.36	4,422.48	213.77	87.16	81.00	3,853.39	195.84
(ii) Changes in the fair value of plan assets:								
At the beginning of the year	93.46	-	3,029.68	-	89.47	-	2,502.13	-
Expected return on plan assets	7.50	-	168.03	-	7.32	-	161.17	-
Employer's contributions	4.89	4.31	42.78	9.05	3.51	2.64	128.78	10.35
Net actuarial gain / (loss)	3.21	-	382.74	-	(0.14)	-	(43.66)	-
Benefits paid	(8.65)	(4.31)	(185.92)	(9.05)	(6.47)	(2.64)	(155.70)	(10.35)
Transfer in / transfer out	-	-	-	-	(0.22)	-	-	-
Exchange variation	-	-	(116.73)	-	-	-	436.97	-
Fair value of plan assets, end of the year	100.41	-	3,320.58	-	93.46	-	3,029.68	-
Effect of the Limit in Para 59(b) of AS-15	-	-	-	-	(0.26)	-	-	-
Liability (net) before capping adjustment	1.59	95.36	1,101.90	213.77	(6.05)	81.00	823.71	195.84
Adjustment to cap surplus	-	-	48.32	-	-	-	39.26	-
Liability (net)	1.59	95.36	1,150.22	213.77	(6.05)	81.00	862.97	195.84
Actual Return on Plan Assets	10.71	-	550.77	-	7.18	-	117.51	-

## NOTES forming part of Consolidated Financial Statement (contd.)

	(₹ in crore)					
	Domestic		Overseas		Overseas	
	Funded	Unfunded	Funded	Unfunded	Funded	Unfunded
	As at 31st March, 2015		As at 31st March, 2014			
<b>(iii) Net employee benefit expense (recognised in employee cost) for the year</b>						
Current service cost	5.55	2.91	36.03	2.15	34.50	2.15
Interest on defined benefit obligation	7.78	7.51	173.17	8.28	165.07	9.20
Expected return on plan assets	(7.50)	-	(168.03)	-	(161.17)	-
Net actuarial (gain) / loss recognised in the year	6.95	7.82	19.64	-	33.51	(0.32)
Past service cost	-	0.43	-	-	-	(23.91)
Effect of curtailment	-	-	-	-	(10.61)	-
Effect of the Limit in Para 59(b) of AS-15	(0.26)	-	-	-	-	-
Net benefit expense	12.52	18.67	60.81	10.43	61.31	(12.87)
Net actuarial (gain) / loss recognised in reserves	-	-	314.87	6.65	(165.67)	0.30
Minority share in Net actuarial (gain) / loss	-	-	(36.34)	-	24.42	-
Net actuarial (gain) / loss not recognised *	-	-	(13.70)	-	2.93	-

\* The Group has not recognised the actuarial surplus in case of one of its overseas subsidiary, amounting to ₹ 13.70 crore (previous year ₹ (2.93) crore) as it does not expect to benefit from reduced contributions or refunds from the scheme in the future.

## NOTES forming part of Consolidated Financial Statement (contd.)

### (iv) Categories of plan assets as a percentage of the fair value of total plan assets :

	Domestic %	Overseas %	Domestic %	Overseas %
	31st March, 2015		31st March, 2014	
Government Securities	53	-	49	3
Corporate Bonds	32	48	35	50
Equity Shares of Listed Companies	7	48	6	44
Others	8	4	10	3
Total	100	100	100	100

### (v) Assumptions used in accounting for gratuity and post retirement medical benefit obligations :

	Domestic		US Plans		UK Plans
	Funded	Unfunded	Funded	Unfunded	Funded
Discount rate	7.80% to 8% p.a. 9.05% to 9.40% p.a.	7.80% to 8% p.a. 9.05%	4.08% 4.66%	3.99% 4.52%	3.20% 4.20%
Expected rate of return on plan assets	7.97% to 9.00 % p.a. 8.50% to 9.00 % p.a.	NA NA	7.00% 7.00%	NA NA	5.30% to 5.80 % p.a. 5.45% to 7.05 % p.a.
Increase in Compensation cost	10.% for first year and 7.5% thereafter 10.% for first year and 7.5% thereafter	10.% for first year and 7.5% thereafter 10.% for first year and 7.5% thereafter	4.5% to 9.0% 4.5% to 9.0%	NA NA	NA NA
Healthcare cost increase rate	NA NA	8.00% 8.00%	NA NA	8.25% 8.50%	NA NA
Pension increase rate	NA NA	5.00% 5.00%	NA NA	NA NA	2.10 % to 3.30% p.a. 2.40 % to 3.60% p.a.

- (a) Discount rate for the domestic plans is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.
- (b) Expected rate of return on plan assets is based on the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.
- (c) The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors.
- (d) The details of the Company's post-retirement and other benefit plans for its employees given above, are certified by the actuaries and relied upon by the Auditors.
- (e) The figures in light print are for the previous year.

## NOTES forming part of Consolidated Financial Statement (contd.)

(v) The proportionate share of audited assets, liabilities, income and expenditure, contingent liabilities and capital commitments of the Joint Ventures included in the consolidated financial statements are given below:-

(₹ in crore)

	Indo Maroc Phosphore S.A.		Kemex B.V.#		Alcad		Natronx Technologies LLC		Joil (S) Pte. Limited		The Block Salt Company Limited	
Country of Incorporation	Morocco		Netherlands		United States of America		United States of America		Singapore		United Kingdom	
Percentage of ownership interest	33.33%		49.99%		50.00%		33.30%		33.78%		50.00%	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Liabilities	119.74	103.58	-	0.51	16.63	14.07	4.75	3.62	1.52	1.41	1.06	1.99
Assets	286.75	302.41	-	0.94	16.63	14.07	129.03	119.09	30.43	38.17	3.29	3.74
Income	577.04	534.89	-	-	149.84	137.70	16.04	16.32	2.60	2.56	6.09	7.60
Expenditure	536.20	531.10	-	-	99.29	91.20	22.39	24.51	13.69	13.11	5.45	6.44
Profit/ (Loss) after tax for the year	40.84	3.79	-	-	50.55	46.50	(6.35)	(8.19)	(11.09)	(10.55)	0.64	1.16
Contingent Liabilities	-	-	-	-	-	-	-	-	-	-	-	-
Capital Commitments	-	-	-	-	-	-	-	-	0.91	2.34	-	-

# Kemax B.V. a jointly controlled entity ceased to exist with effect from 11th December, 2013 via dissolution order dated 24th September, 2014. The dissolution does not have a material effect on the consolidated financial statement

(vi) Disclosure as required by AS 29 "Provisions, Contingent Liabilities and Contingent Assets" in respect of provisions as at 31st March, 2015:

- (a) The Group has made provision for various obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below.

(₹ in crore)

Particulars	Warranty		Site Restoration expenses		Others		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Opening balance	0.12	0.10	359.22	170.54	194.61	106.58	553.95	277.22
Add : Provision during the year	0.45	0.58	16.59	245.14	36.39	85.68	53.43	331.40
Less : Payments / reversal during the year	(0.19)	(0.56)	(146.90)	(83.03)	(26.26)	(3.56)	(173.35)	(87.15)
Add /(Less): Exchange difference	-	-	(0.31)	26.57	2.79	5.91	2.48	32.48
Closing balance	0.38	0.12	228.60	359.22	207.53	194.61	436.51	553.95

- (b) Nature of provisions:

- Warranty: The Company gives warranties on certain products that fail to perform satisfactorily during the warranty period. Provision made as at 31st March, 2015 represents the amount of the expected cost of meeting such obligations of rectification/replacement. The timing of the outflows is expected to be within a period of one year from the date of Consolidated Balance Sheet.
- Provision for site restoration expense is in respect of afforestation and bio-diversity charges in India, costs to be incurred following the closure of plants in UK and Netherlands, committed expenditure to demolish redundant power facilities owned by the group in the UK and cost towards reclamation of the mine and land upon the termination of the partnership in the US.
- Others: Other Provisions include provision for litigations that are expected to materialise in respect of matters in appeal and expected tax liability in respect of indirect taxes, obligations to surrender carbon emission allowances to the Environment Agency in the UK.

## NOTES forming part of Consolidated Financial Statement (contd.)

### (vii) Derivative Instruments:

(a) As at 31st March, 2015, the Group has the following derivative instruments outstanding:

				(in Million)	
Particulars		Hedged Exposure	Currency	As at 2014-15	As at 2013-14
Foreign Currency Forward Contracts	USD / INR	Foreign Currency Loans	USD	<b>146.49</b>	160.89
	USD / INR	Foreign Currency Acceptances	USD	<b>122.49</b>	109.22
	USD / INR	Highly Probable Forecast Transactions	USD	<b>35.40</b>	50.67
	USD / INR	Foreign Currency Payable	USD	<b>87.19</b>	-
	EUR / INR	Highly Probable Forecast Transactions	EUR	<b>0.88</b>	1.27
	CHF / INR	Highly Probable Forecast Transactions	CHF	-	0.33
	USD / INR	Foreign Currency Receivable	USD	-	3.75
	AUD / USD	Foreign Currency Receivable	AUD	-	1.46
	EUR / INR	Foreign Currency Receivable	EUR	<b>0.03</b>	-
	JPY / INR	Foreign Currency Payable	JPY	<b>77.60</b>	185.00
	USD / GBP	Foreign Currency Receivable	USD	<b>0.70</b>	-
	USD / ZAR	Foreign Currency Receivable	USD	<b>0.06</b>	-
Currency Option Contracts	USD / INR	External Commercial Borrowing	USD	<b>15.00</b>	15.00
Commodity Forward Contracts	GBP	Fluctuation in Natural Gas	GBP	<b>0.51</b>	-
	USD	Fluctuation in Natural Gas	USD	<b>5.60</b>	6.01
Swaps					
Interest Rate Swap	USD	Floating Interest Rate Liability	USD	<b>203.60</b>	200.46
	GBP	Floating Interest Rate Liability	GBP	<b>0.79</b>	1.51
Full Currency Swap (exchange rate / interest rate)	USD / INR	External Commercial Borrowing	USD	<b>235.00</b>	235.00
Coupon only Swap	USD / JPY	External Commercial Borrowing	USD	<b>15.00</b>	15.00

(b) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under:

		As at 2014-15		As at 2013-14	
Particulars	Foreign Currency	Amount in Foreign Currency (in Million)	₹ in crore	Amount in Foreign Currency (in Million)	₹ in crore
Receivables					
	USD	64.11	400.71	19.04	115.62
	SGD	0.03	0.12	-	-
	JPY	1.60	0.08	-	-
	GBP	0.17	1.59	-	-
	EUR	1.98	13.31	0.07	10.68
	CHF	0.06	0.39	-	-
	DKK	0.01	0.00	-	-
	SEK	0.07	0.05	-	-
	AUD	0.03	0.15	1.93	0.55

## NOTES forming part of Consolidated Financial Statement (contd.)

		As at 2014-15		As at 2013-14	
Particulars	Foreign Currency	Amount in Foreign Currency (in Million)	₹ in crore	Amount in Foreign Currency (in Million)	₹ in crore
Payables					
	USD	83.34	520.91	7.05	105.16
	JPY	83.50	4.35	255.06	14.81
	GBP	0.08	0.72	6.40	63.88
	EUR	0.89	5.99	0.05	0.41
	CHF	0.18	1.14	0.37	2.54

### (viii) Contingent Liabilities and commitments (to the extent not provided for):

#### (i) Contingent Liabilities :

##### (a) Guarantees:

Bank Guarantees issued by Banks on behalf of the Group ₹ **222.99 crore** (previous year ₹163.59 crore). These are covered by the charge created in favour of the Group's bankers by way of hypothecation of stocks and debtors.

##### (b) Claims not acknowledged by the Group relating to cases contested by the Company and which, in the opinion of the Management, are not likely to devolve on the Company relating to the following areas :

(₹ in crore)

	As at 2014-15	As at 2013-14
(i) Excise and Customs	26.74	12.92
(ii) Sales Tax / VAT	105.61	101.88
(iii) Demand for utility charges	18.38	56.61
(iv) Labour and other claims against the Group not acknowledged as debt	8.79	4.70
(v) Income Tax (pending before Appellate authorities in respect of which the Company is in appeal)	229.34	209.60
(vi) Income Tax (decided in Company's favour by Appellate authorities and Department is in further appeal)	46.93	35.76
(vii) Others	5.84	2.31

(c) Various claims pending before Industrial Tribunals and Labour Courts of which amounts are indeterminate.

(d) Bills discounted by subsidiaries ₹ **Nil** (previous year ₹ 10.61 crore)

#### (ii) Commitments:

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹**105.23 crore** (previous year ₹ 53.36 crore).

(b) Capital commitment towards investment in joint ventures/subsidiaries ₹**1.23 crore** (previous year ₹ 13.49 crore).

(c) Estimated amount of contract with minimum commitment for plant activity ₹ **8.16 crore** (previous year ₹ 15.67 crore).

(d) For commitments related to derivatives and leases refer note 29 (vii) and 29 (ix) respectively.



## NOTES forming part of Consolidated Financial Statement (contd.)

### (ix) Operating and Finance Leases:

#### As a lessee

		(₹ in crore)
	2014-15	2013-14
(a) Total of minimum lease payments	373.39	380.58
The total of minimum lease payments for a period:		
Not later than one year	107.78	96.03
Later than one year and not later than five years	221.73	244.39
Later than five years	43.89	40.17
(b) Lease payments recognised in the Consolidated Statement of Profit and Loss for the year (included in rent and cost of materials consumed)	113.18	105.44
(c) The lease deposit of ₹ Nil (previous year ₹ 25 crore) for plant and machinery remaining with the lessors is provided over the useful life of the asset and consequently a net amount of ₹ Nil (previous year ₹ Nil) has been charged to the Consolidated Statement of Profit and Loss on the principle of matching of revenue and costs.		
(d) In respect of various subsidiaries, the future minimum lease payments under finance leases ₹ 0.51 crore (previous year ₹ 2.74 crore) are as follows-		
(i) Not later than one year - ₹ 0.15 crore (previous year ₹ 2.03 crore)		
(ii) Later than one year but not later than five years - ₹ 0.36 crore (previous year ₹ 0.71 crore)		
(iii) Later than five years - ₹ Nil (previous year ₹ Nil)		

### (x) Disclosure under Borrowing Cost Capitalised:

		(₹ in crore)
Particulars	2014-15	2013-14
Borrowing costs Capitalised during the year		
- as fixed assets / intangible assets / capital work in progress	0.29	0.35

### (xi) Details of investment made in EPM Mining Ventures Inc. an Associate company, is as follows:

		(₹ in crore)
Particulars	2014-15	2013-14
Fully paid equity shares in associate company (previous year includes goodwill ₹ 134.10 crore)	31.58	196.24
Add : Exchange	1.25	18.98
Less : Share of loss in associate	(4.82)	(3.33)
Less : Loss on dilution of Investment	(0.58)	-
Less : Impairment of goodwill	-	(134.10)
Less : Provision for diminution in the value of investments	-	(46.21)
Closing balance	27.43	31.58

## NOTES forming part of Consolidated Financial Statement (contd.)

### (xii) Statement of Net Assets and Profit or Loss Attributable to Owners and Minority Interest:

Sr. No.	Name of the Company	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss	
		As % of consolidated net assets	₹ in crore	As % of consolidated profit or loss	₹ in crore
	<b>Parent</b>				
	Tata Chemicals Limited	26.03	6,043.27	223.29	637.97
	<b>Subsidiaries</b>				
	<b>Indian Subsidiaries</b>				
1	Rallis India Limited	3.44	797.96	50.90	145.42
2	Metahelix Life Sciences Limited	0.14	32.93	5.79	16.54
3	Zero Waste Agro Organics Limited	0.06	13.95	(0.32)	(0.92)
4	Rallis Chemistry Exports Limited	-	(0.15)	-	(*)
	<b>Foreign Subsidiaries</b>				
1	Tata Chemicals International Pte. Limited	13.20	3,064.11	(93.77)	(267.92)
2	Homefield Private UK Limited	(4.68)	(1,085.66)	(13.57)	(38.76)
3	Homefield 2 UK Limited	(0.29)	(67.34)	-	-
4	Tata Chemicals Europe Holdings Limited	(5.51)	(1,279.90)	(186.67)	(533.34)
5	Brunner Mond Group Limited	2.68	622.66	15.46	44.18
6	Tata Chemicals Europe Limited	(1.63)	(378.66)	(27.17)	(77.63)
7	Brunner Mond Limited	-	*	-	-
8	Tata Chemicals Magadi Limited	(2.27)	(528.00)	(50.76)	(145.02)
9	Tata Chemicals South Africa (Proprietary) Limited	0.08	19.45	0.96	2.74
10	Northwich Resource Management Limited	-	*	-	-
11	Brunner Mond Generation Company Limited	-	*	-	-
12	Tata Chemicals Africa Holdings Limited	0.03	5.98	0.70	2.01
13	Magadi Railway Company Limited	-	0.01	-	-
14	Winnington CHP Limited	(0.59)	(138.02)	(20.94)	(59.84)
15	Gusiute Holdings (UK) Limited	19.54	4,536.18	33.64	96.10
16	Valley Holdings Inc.	27.51	6,387.57	41.42	118.35
17	Tata Chemicals North America Inc.	0.83	191.86	56.16	160.47
18	Tata Chemicals North America (UK) Limited	-	*	-	-
19	General Chemical International Inc.	-	0.01	-	-
20	NHO Canada Holdings Inc.	-	*	-	-
21	Tata Chemicals (Soda Ash) Partners	6.50	1,508.21	179.86	513.89
22	General Chemical (Great Britain) Limited	-	-	0.13	0.38
23	General Chemical Canada Holding Inc.	-	-	-	-
24	Tata Chemicals (Soda Ash) Partners Holdings	(3.06)	(709.87)	(0.12)	(0.33)
25	TCSAP LLC	-	-	1.82	5.20
26	Bio Energy Venture - 1 (Mauritius) Private Limited	13.82	3,208.17	(145.73)	(416.36)
27	Grown Energy Zambeze Holdings Private Limited	-	0.16	(29.22)	(83.47)
28	Grown Energy (Pty) Limited	-	*	-	-
29	Grown Energy Zambeze Limitada	(0.26)	(60.81)	(9.69)	(27.67)
30	British Salt Limited	2.46	571.02	80.13	228.95
31	Cheshire Salt Holdings Limited	-	0.02	-	-
32	Cheshire Salt Limited	0.89	206.66	5.58	15.94
33	Brinefield Storage Limited	-	(0.06)	-	-

Sr. No.	Name of the Company	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss	
		As % of consolidated net assets	₹ in crore	As % of consolidated profit or loss	₹ in crore
34	Cheshire Cavity Storage 2 Limited	-	*	-	-
35	Cheshire Compressor Limited	-	*	-	-
36	Irish Feeds Limited	-	*	-	-
37	New Cheshire Salt Works Limited	0.07	16.42	-	-
<b>Joint Ventures (as per proportionate consolidation)</b>					
<b>Foreign</b>					
1	Alcad	0.02	3.78	17.69	50.54
2	JOil (S) Pte. Limited	0.16	37.62	(3.42)	(9.78)
3	The Block Salt Company Limited	0.01	1.68	0.26	0.74
4	Natronx Technologies LLC	-	-	(44.84)	(128.11)
5	Indo Maroc Phosphore S.A.	0.72	167.02	14.29	40.84
<b>Associates (Investment as per the Equity method)</b>					
	EPM Mining Ventures Inc.	0.12	27.43	(1.89)	(5.40)
	<b>Total</b>	<b>100</b>	<b>23,215.66</b>	<b>100</b>	<b>285.71</b>
<b>a)</b>	<b>Adjustments arising out of Consolidation</b>		<b>(16,990.46)</b>		<b>516.28</b>
<b>b)</b>	<b>Minority Interests</b>				
	<b>Indian Subsidiaries</b>				
	Rallis India Limited		(424.26)		(78.52)
	Metahelix Life Sciences Limited		(6.40)		(3.22)
	Zero Waste Agro Organics Limited		(3.67)		0.64
	<b>Foreign Subsidiaries</b>				
	Valley Holdings Inc		(239.20)		(124.46)
	JOil (S) Pte. Limited		0.04		0.03
			<b>(673.49)</b>		<b>(205.53)</b>
	Consolidated Net Assets / Profit after tax		<b>5,551.71</b>		<b>596.46</b>

\* value below ₹ 50,000

(xiii) Asterisk (\*) denotes figures below ₹ 50,000.

(xiv) Previous year's figures have been regrouped / reclassified wherever necessary to make them comparable with the current year's figures.

Signatures to Notes '1' to '30'

For and on behalf of the Board

Cyrus P. Mistry

Chairman

Nusli N. Wadia

Director

Nasser Munjee

Director

Dr. Y. S. P. Thorat

Director

R. Mukundan

Managing Director

R. Gopalakrishnan

Vice-Chairman

Prasad R. Menon

Director

Eknath A. Kshirsagar

Director

Vibha Paul Rishi

Director

P. K. Ghose

Executive Director & CFO

Rajiv Chandan

General Counsel & Company Secretary

Mumbai, 27th May, 2015

**Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary, joint venture and associate companies**

Sr. No.	Name of the Subsidiary Company	Reporting Currency	Share Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% holding
1	Tata Chemicals International Pte. Limited	USD	3,729.61	(665.50)	4,519.10	1,454.99	4,381.48	188.49	(273.79)	-	(273.79)	-	100.00
2	Homefield Private UK Limited	USD	639.87	(1,725.53)	49.81	1,135.46	37.50	-	(39.61)	-	(39.61)	-	100.00
3	Homefield 2 UK Limited	GBP	92.47	(159.81)	33.61	100.95	33.61	-	-	-	-	-	100.00
4	Tata Chemicals Europe Holdings Limited	GBP	92.47	(1,372.37)	863.57	2,143.46	615.48	-	(500.45)	-	(500.45)	-	100.00
5	Brunner Mond Group Limited	GBP	588.27	34.39	622.66	-	-	-	41.45	-	41.45	-	100.00
6	Tata Chemicals Europe Limited	GBP	157.56	(536.22)	1,043.69	1,422.36	-	1,056.94	(54.75)	18.09	(72.84)	-	100.00
7	Brunner Mond Limited	GBP	*	-	*	-	-	-	-	-	-	-	100.00
8	Tata Chemicals Magadi Limited	KSH	9.06	(537.06)	375.00	903.00	-	527.25	(143.19)	-	(143.19)	-	100.00
9	Tata Chemicals South Africa (Proprietary) Limited	ZAR	*	19.45	93.04	73.58	-	134.86	3.85	1.11	2.74	-	100.00
10	Northwich Resource Management Limited	GBP	*	-	*	-	-	-	-	-	-	-	100.00
11	Brunner Mond Generation Company Limited	GBP	*	-	*	-	-	-	-	-	-	-	100.00
12	Tata Chemicals Africa Holdings Limited	GBP	36.49	(30.51)	5.98	-	-	-	1.89	-	1.89	-	100.00
13	Magadi Railway Company Limited	KSH	0.01	-	0.01	-	-	-	-	-	-	-	100.00
14	Winnington CHP Limited	GBP	*	(138.02)	109.97	248.00	-	373.94	(56.48)	(0.33)	(56.15)	-	100.00
15	Gusiate Holdings (UK) Limited	USD	4,272.10	264.08	4,712.62	176.44	4,646.33	-	98.21	-	98.21	-	100.00
16	Valley Holdings Inc.	USD	*	6,387.57	6,396.04	8.47	6,331.03	-	119.94	(1.00)	120.94	114.33	100.00
17	Tata Chemicals North America Inc.	USD	*	191.86	2,427.93	2,236.07	1,189.87	44.70	221.00	57.02	163.98	-	100.00
18	Tata Chemicals North America (UK) Limited	USD	*	-	*	-	-	-	-	-	-	-	100.00
19	General Chemical International Inc.	USD	0.01	-	0.01	-	-	-	-	-	-	-	100.00
20	NHO Canada Holdings Inc.	USD	*	-	*	-	-	-	-	-	-	-	100.00
21	Tata Chemicals (Soda Ash) Partners \$	USD	-	1,508.21	2,487.08	978.87	-	2,946.93	525.15	-	525.15	-	75.00
22	General Chemical (Great Britain) Limited	USD	-	-	-	-	-	-	0.39	-	0.39	-	100.00
23	General Chemical Canada Holding Inc.	USD	@	-	-	-	-	-	-	-	-	-	100.00
24	Tata Chemicals (Soda Ash) Partners Holdings \$	USD	-	(709.87)	(709.87)	-	-	-	(0.34)	-	(0.34)	-	75.00
25	TCSAP LLC	USD	-	-	-	-	-	-	5.31	-	5.31	5.31	75.00
26	Bio Energy Venture - 1 (Mauritius) Private Limited	USD	3,596.13	(387.96)	4,145.73	937.56	3,777.41	-	(425.08)	0.40	(425.48)	-	100.00
27	Grown Energy Zambeze Holdings Private Limited	USD	86.49	(86.33)	0.33	0.18	-	-	(85.30)	-	(85.30)	-	100.00
28	Grown Energy (Pty) Limited	ZAR	*	(*)	*	-	*	-	-	-	-	-	100.00
29	Grown Energy Zambeze Limitada	MZN	0.33	(61.14)	28.31	89.12	-	0.04	(24.77)	-	(24.77)	-	95.00
30	Rallis India Limited	INR	19.45	778.51	1,232.36	434.41	231.62	1,518.47	205.75	60.33	145.42	29.17	50.06
31	Rallis Chemistry Exports Limited	INR	0.05	(0.20)	0.03	0.19	-	-	(*)	-	(*)	-	100.00
32	Metahelix Life Sciences Limited	INR	0.11	32.82	214.83	181.90	-	309.99	16.52	(0.02)	16.54	-	40.30
33	Zero Waste Agro Organics Limited	INR	0.07	13.88	16.01	2.07	5.50	11.35	(1.31)	(0.39)	(0.92)	-	36.84
34	British Salt Limited	GBP	*	571.02	1,415.85	844.83	7.08	343.54	216.26	1.42	214.84	-	100.00
35	Cheshire Salt Holdings Limited	GBP	1.29	(1.27)	0.02	-	-	-	-	-	-	-	100.00
36	Cheshire Salt Limited	GBP	*	206.66	829.32	622.66	-	-	15.83	0.88	14.95	-	100.00
37	Brinefield Storage Limited	GBP	0.01	(0.07)	-	0.06	-	-	-	-	-	-	100.00
38	Cheshire Cavity Storage 2 Limited	GBP	*	-	*	-	-	-	-	-	-	-	100.00
39	Cheshire Compressor Limited	GBP	*	-	*	-	-	-	-	-	-	-	100.00

**Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary, joint venture and associate companies (contd.)**

Sr. No.	Name of the Subsidiary Company	Reporting Currency	Share Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% holding
40	Irish Feeds Limited	GBP	*	-	*	-	-	-	-	-	-	-	100.00
41	New Cheshire Salt Works Limited	GBP	7.05	9.37	16.42	-	1.39	-	-	-	-	-	100.00

**Notes**

- The financial statements of subsidiaries are converted into Indian Rupees on the basis of exchange rate as on closing day of the financial year.
- @ Shares issued with no par value
- \$ Partner's capital included as reserves
- GCSAP Canada Inc. dissolved as a subsidiary with effect from 28th May, 2014.
- Brunner Mond B.V., a subsidiary cease to exist with effect from 11th December, 2013 via dissolution order dated 24th September, 2014.
- Asterisk (\*) denotes figures below ₹ 50,000.

Sr. No.	Name	Associates/ Joint Ventures	Currency	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end		Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit / Loss for the year Considered in Consolidation	Profit / Loss for the year Not Considered in Consolidation
					Number of Shares	Amount of Investment in Associates/ Joint Venture Extend of Holding %					
1	Alcad	Joint Ventures	USD	31-Mar-15	-	37.50%	Note 5	Not Applicable	3.78	51.65	Not Applicable
2	JOIL (S) Pre. Limited	Joint Ventures	SGD	31-Mar-15	104.49	33.78%	Note 6	Not Applicable	37.62	(9.37)	Not Applicable
3	The Block Salt Company Limited	Joint Ventures	GBP	31-Mar-15	1.39	50%	Note 6	Not Applicable	1.68	0.69	Not Applicable
4	Natronx Technologies LLC	Joint Ventures	USD	31-Mar-15 and Note 1	-	24.98%	Note 5	Not Applicable	-	(130.92)	Not Applicable
5	Indo Maroc Phosphore S.A.	Joint Ventures	MAD	31st December 2014, Note 2	166.26	33.33%	Note 6	Not Applicable	167.02	40.84	Not Applicable
6	EPM Mining Ventures Inc.	Associates	USD	31st December 2014, Note 3	229.49	25.33%	Note 7	Not Applicable	71.50	(5.17)	Not Applicable

**Notes:**

- Investment impaired during the year ended 31st March, 2015.
- Local GAAP Financial Statement audited as on 31st December, 2014 and figures are based on audited fit for consolidation statement as on 31st March, 2015.
- Local GAAP Financial Statement audited as on 31st December, 2014 and figures are based on unaudited financial statement for the quarter ended 31st March, 2015.
- Kemax B.V., a jointly controlled entity cease to exist with effect from 11th December, 2013 via dissolution order dated 24th September, 2014.
- There is significant influence due to interest in joint control over the economic activities.
- There is significant influence due to shareholding and joint control over the economic activities.
- There is significant influence due to shareholding.

**Signatures to Notes '1' to '30'**

For and on behalf of the Board

Cyrus P. Mistry Chairman	R. Gopalakrishnan Vice-Chairman
Nusli N. Wadia Director	Prasad R. Menon Director
Nasser Munjee Director	Eknath A. Kshirsagar Director
Dr. Y. S. P. Thorat Director	Vibha Paul Rishi Director
R. Mukundan Managing Director	P. K. Ghose Executive Director & CFO

Rajiv Chaudan  
General Counsel & Company Secretary

Mumbai, 27th May, 2015

## BUSINESS RESPONSIBILITY STATEMENT - SUMMARY

We, at Tata Chemicals, take business responsibility as an important element in our sustainability journey. As a part of the National Voluntary guidelines (NVG) on the social, environmental and economic responsibilities of business, comprehensive principles have been articulated for adoption by companies as a part of their business practices. A structured business responsibility reporting (BRR) format requiring specified disclosures has been developed for demonstrating the steps companies have taken to implement these principles.

Although, the inclusion of BRR is not mandatory for the Company, as a responsible citizen, we have decided to voluntarily prepare the same for the information of all our stakeholders.

The NVG have nine guiding principles which are as under:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect, and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

### Principle-wise (as per NVGs) BR Policy / policies (Reply in Y / N):

Sr.	Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy / policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If Yes, Specify (50 words)*	Y (UN Global Compact- GRI)	Y (RC/ ISO14001)	Y (OHSAS – 18001)	Y (UN Global Compact_ GRI)	Y (SA-8000)	Y (ISO-14001)	Y (Tata Code of Conduct conforms to NVG)	Y (UN Global Compact- GRI)	Y (Responsible Care)
4	Has the policy been approved by the Board?	Y	Y	-	-	Y	-	Y	-	Y
	If yes, has it been signed by MD / Owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	<a href="http://www.tatachemicals.com/Sustainability/sustainability_report.htm">http://www.tatachemicals.com/Sustainability/sustainability_report.htm</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the company have a grievance Redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit /evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

\* Note – Our Policies are linked to the following National / International Standards :-

RC 14001, OHSAS – 18001, GRI, SA-8000, ISO-9001, ISO-14001 and UNGC.

**The full version of BRR can be viewed on the Company's website [www.tatachemicals.com](http://www.tatachemicals.com)**



## FINANCIAL STATISTICS - Standalone

Year	CAPITAL ACCOUNTS					REVENUE ACCOUNTS						
	Share Capital	Reserves	Borrowings	Capital employed	Gross block	Depreciation	Net block	Gross revenue	Expenses	Depreciation	Profit before taxes	Taxes
	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh
1944-45	152	8	69	229	186	7	179	16	29	—	(13)	—
1949-50	152	10	126	288	240	17	223	116	107	9	—	—
1954-55	192	24	86	302	315	105	210	223	191	18	14	14(a)
1959-60	312	64	325	701	708	207	501	351	303	21	27	19(b)
1964-65	362	220	281	863	1086	443	643	876	649	72	155	53
1974-75	994	906	1189	3089	3765	1375	2390	3464	2652	201	611	154
1979-80	994	2036	2848	5878	7480	3048	4432	5860	4421	513	926	364
1984-85	1594	6705	11987	20286	17032	7317	9715	13570	10429	968	2173	450
1989-90	4917	25926	34129	64972	35310	14017	21293	30902	23172	2056	5674	1600
1990-91	7375	26070	58398	91843	49989	16047	33942	35202	27354	2403	5445	1000
1991-92	7375	29831	62262	99468	69797	18618	51179	41204	29580	2650	8974	3000
1992-93	9262	41931	95966	147159	119358	21050	98308	48743	34754	2623	11366	3871
1993-94	11268	71225	125245	207738	194562	22632	171930	64698	40424	2266	22008	500
1994-95	11288	92630	152664	256582	209747	26717	183030	92443	59171	4601	28671	6
1995-96	18069	113349	154892	286310	224475	36872	187603	155565	103420	10489	41656	2200
1996-97	18070	125449	161606	305125	241799	47837	193962	162813	122372	11409	29032	3800
1997-98	18070	141396	152755	312221	260896	59053	201843	166151	121432	11513	33205	4350
1998-99	18070	149537	157023	324630	273995	70516	203479	150030	117432	11615	20983	2816
1999-00	18070	151240	170233	306313	284488	82244	202244	165882	139190	12347	14345	2616
2000-01	18070	176474	114627	309171	281238	92802	188436	173411	141518	13284	18609	2114
2001-02	18070	137066	106071	307638	285989	104522	181467	151605	118278	13321	20006	7324
2002-03	18070	145516	81626	289288	283490	115049	168441	170483	130588	13693	26202	6544
2003-04	21516(c)	182018	76554	324291	307025	132880	174145	272984	225961	14415	32608	10555
2004-05	21516	178268	132422	367544	311790	155551	156239	322515	263451	13770	45294	11239
2005-06	21516	195254	145449	394514	322899	167802	155097	373461	308481	13893	51087	15784
2006-07	21516	217768	104177	372583	332657	181183	151474	426923	348504	15035	63384	18963
2007-08	23406	333762	234384	619375	346082	194824	151258	484819	354233	14876	115710	20792
2008-09	23523	362407	367610	763842	390176	205801	184375	872402	790072	16303	66027	20822
2009-10	24332	403964	294651	741969	404115	221106	193009	576975	499443	18719	58813	15335
2010-11	25482	448586	297594@	771822	428661#	235898	192763	656776	580460	20446	55870	15021
2011-12	25482	468069	336709@	839127	457136#	249032	208104	846375	747472	22468	76435	17775
2012-13	25482	505250	371640@	914847	473332#	267348	205984	897412	793447	21429	82536	18205
2013-14	25482	544641	303469@	895153	489918#	286205	203713	911890	839120	15882	56888	13281
2014-15	25482	578845	271588@	895038	503548#	306019	197529	1052933	948253	19271	85409	21612
												63797
												38202
												2504
												1250
												23722

Notes: (a) Including arrears of dividends on preference shares; (b) Including interest paid out of capital on ordinary shares; (c) Includes the balance lying in share capital suspense account amounting to ₹ 3446 lakh.

\* annualised.

@ From year ended 31st March, 2011 onwards borrowings include long-term borrowings + short-term borrowings + current maturity of debt

# From year ended 31st March, 2011 onwards gross block includes capital work-in-progress + capital advances

## FINANCIAL STATISTICS - STANDALONE

EQUITY SHARES ISSUED ON CONVERSION OF BONDS / DEBENTURES			RIGHTS ISSUE		bonus issue	
	₹ Lakh	Premium		₹ Lakh		₹ Lakh
1982-83	116	₹ 8/- per share	1954-55	48	1966-67	1 for 10
1983-84	300	₹ 10/- per share	1957-58	112	1968-69	3 for 10
1984-85 / 1985-89	600	₹ 30/- per share	1961-62	50	1970-71	1 for 5
1987-88	725	₹ 40/- per share	1972-73	104	1974-75	1 for 2
1987-88	725	₹ 60/- per share			1985-86	2 for 5
1992-93	1960	₹ 40/- per share			1990-91	1 for 2
1993-94	1960	₹ 40/- per share			1995-96	3 for 5
2007-08	1889	₹ 220.78/- per share				
2008-09	117	₹ 220.78/- per share				
2009-10	809	₹ 220.78/- per share				
	<u>9201</u>			<u>314</u>		<u>10540</u>

## FINANCIAL STATISTICS - CONSOLIDATED

Year	CAPITAL ACCOUNTS					REVENUE ACCOUNTS										Profit for the year	Share of profit/(loss) in associate	Earnings per ordinary share (Basic)	Net worth per ordinary share
	Share capital	Reserves	Minority interest	Borrowings*	Capital employed	Gross block#	Depreciation	Net block#	Goodwill on consolidation	Gross revenue	Expenses	Depreciation	Profit before taxes	Taxes	Minority interest				
	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹ in lakh	₹	₹	
2005-06	21516	200419	-	182769	430024	540514	262573	277941	70749	425315	346846	18404	60065	17231	-	-	42834	19.91	103.11
2006-07	21516	235666	-	186420	469081	601187	295582	305605	76324	606283	504082	27388	74813	24009	-	-	50804	23.62	119.52
2007-08	23406	348439	4234	480669	885172	659278	322157	337121	464924	677783	528813	31383	117587	21147	-	-	96440	43.51	158.96
2008-09	23523	453455	15219	628381	1122734	750208	373512	376696	562128	1300712	1166716	42264	91732	15751	11171	-	64810	27.59	202.81
2009-10	24332	447310	35006	499372	1007837	799062	415966	383096	532470	983144	845176	44678	93290	20932	13114	1347	60591	25.61	193.89
2010-11	25482	519687	40645	569972	1161268	943730	494683	449047	563242	1136412	979211	45105	112096	27492	19257	-	65347	26.10	214.00
2011-12	25482	608145	44809	706073	1381258	1057808	562667	495141	635874	1425027	1232095	50868	138343	34392	19946	(246)	83759	32.88	248.72
2012-13	25482	615874	53614	838400	1532813	1121169	652819	468350	662702	1545211	1400520	53388	91303	30252	20703	(308)	40040	15.72	251.75
2013-14	25482	531069	65522	839306	1480479	1172986	696771	476215	672261	1636983	1641748	47124	(51889)	28878	22100	(333)	(103200)	(40.51)	218.46
2014-15	25482	529689	67349	837884	1481024	1221707	761275	460432	695699	1768719	1606554	46314	115851	35112	20553	(540)	59646	23.41	217.92

\* From year ended March 31, 2011 onwards borrowings include long-term borrowings + short-term borrowings + current maturities of long-term debts and finance lease obligations.

# From year ended March 31, 2011 onwards gross block and net block includes capital work-in-progress + intangibles assets held under development + capital advances.

## Notes

[illegible]

**Form No. SH-13****Nomination Form****[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of The Companies  
(Share Capital and Debentures) Rules, 2014]**

To,  
Tata Chemicals Limited  
Bombay House, 24 Homi Mody Street  
Fort, Mumbai 400 001

I/We \_\_\_\_\_ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –

- (a) Name :  
(b) Date of Birth:  
(c) Father's / Mother's / Spouse's name:  
(d) Occupation:  
(e) Nationality:  
(f) Address:  
(g) E-mail Id. & Telephone No. :  
(h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR –

- (a) Date of birth:  
(b) Date of attaining majority:  
(c) Name of guardian:  
(d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY --

- (a) Name :  
(b) Date of Birth:  
(c) Father's / Mother's / Spouse's name:  
(d) Occupation:  
(e) Nationality:  
(f) Address:  
(g) email Id. & Telephone No. :  
(h) Relationship with the security holder(s) :  
(i) Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature



**Form No. SH-14**  
**Cancellation or Variation of Nomination**  
**[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and Rule 19(9) of The Companies**  
**(Share Capital and Debentures) Rules, 2014]**

To,  
Tata Chemicals Limited  
Bombay House, 24 Homi Mody Street  
Fort, Mumbai 400 001

I/We hereby cancel the nomination(s) made by me/us in favour of \_\_\_\_\_ (name(s) and address of the nominee)  
in respect of the below mentioned securities.

**Or**

I/We hereby nominate the following person in place of \_\_\_\_\_ as nominee in respect of the below mentioned  
securities in whom shall vest all rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE/S –

- i. Name :
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. E-mail Id. & Telephone No. :
- viii. Relationship with the security holder:

(b) IN CASE NEW NOMINEE IS A MINOR –

- i. Date of birth:
- ii. Date of attaining majority :
- iii. Name of guardian:
- iv. Address of guardian :

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY --

- (i) Name :
- (ii) Date of Birth :
- (iii) Father's / Mother's / Spouse's name:
- (iv) Occupation :
- (v) Nationality :
- (vi) Address :
- (vii) E-mail id. & Telephone No. :
- (viii) Relationship with the security holder(s) :
- (ix) Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature





**TATA****TATA CHEMICALS LIMITED**

Corporate Identity Number (CIN) - L24239MH1939PLC002893

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

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

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

**ATTENDANCE SLIP****76th ANNUAL GENERAL MEETING ON TUESDAY, 11TH AUGUST, 2015 AT 3.00 P.M.**

at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020.

Folio No.:	DP ID No.:	Client ID No.:
------------	------------	----------------

I / We hereby record my/our presence at the SEVENTY SIXTH ANNUAL GENERAL MEETING of the Company at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, at 3.00 p.m. on Tuesday, 11th August, 2015.

Name of the Member _____	Signature _____
Name of the Proxy holder _____	Signature _____

- Notes:**
1. Only Member/Proxyholder can attend the Meeting.
  2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxyholder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
  3. A Member/Proxyholder attending the meeting should bring copy of the Annual Report for reference at the meeting.

**TATA****TATA CHEMICALS LIMITED**

Corporate Identity Number (CIN) - L24239MH1939PLC002893

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

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

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

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Folio No. / Client ID No. : \_\_\_\_\_ DP ID No.: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ Shares of Tata Chemicals Limited, hereby appoint:

1. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her;

2. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her;

3. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the SEVENTY SIXTH ANNUAL GENERAL MEETING of the Company to be held on Tuesday, 11th August, 2015 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine lines, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

**The Route Map of the AGM Venue is given below:**



Sr. No.	Resolutions
<b>Ordinary Business</b>	
1.	To receive, consider and adopt - (a) the Audited Financial Statements for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements for the financial year ended 31st March, 2015 together with the Report of the Auditors thereon.
2.	Declaration of dividend on Ordinary Shares for the financial year 2014-15.
3.	Re-appointment of Mr. Cyrus P. Mistry, who retires by rotation.
4.	Ratification of appointment of Auditors.
<b>Special Business</b>	
5.	Ratification of remuneration of Cost Auditors.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affix  
Revenue  
Stamp

Signature of the member \_\_\_\_\_ Signature of Proxyholder(s) \_\_\_\_\_

Note: **1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Bombay House, 24, Homi Mody Street, Fort, Mumbai 400 001, not less than 48 hours before the commencement of the Meeting.**

2. A proxy need not be a member of the Company.

3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the SEVENTY SIXTH ANNUAL GENERAL MEETING of the Company.

*Salt of the Earth* – a book capturing the story of Tata Chemicals' journey over 75 years — was launched at events across India





**TATA**

**TATA CHEMICALS**

**Registered Office**

Bombay House, 24, Homi Mody Street, Fort,  
Mumbai - 400001 India.

CIN:L24239MH1939PLC002893

Tel: +91 22 6665 8282

Fax: +91 22 6665 8144

[www.tatachemicals.com](http://www.tatachemicals.com)

[www.humantouchofchemistry.com](http://www.humantouchofchemistry.com)

[www.tcsrd.com](http://www.tcsrd.com)

[www.facebook.com/TataChemicals](https://www.facebook.com/TataChemicals)

[www.facebook.com/humantouchofchemistry](https://www.facebook.com/humantouchofchemistry)

**In keeping with our sustainability approach, this  
annual report has been printed on ecofriendly paper.**



## BUSINESS RESPONSIBILITY REPORT FOR FY 2014-15

### Section A: General Information about the Company

1. **Corporate Identity Number (CIN) of the company** : L24239MH1939PLC002893
2. **Name of the Company** : Tata Chemicals Limited
3. **Registered address**: Bombay House, 24 Homi Mody Street, Fort, Mumbai- 400 001
4. **Website**: www.tatachemicals.com
5. **E-mail id**: corporate\_communications@tatachemicals.com; sustainability@tatachemicals.com
6. **Financial Year reported**: April 1, 2014 – March 31, 2015
7. **Sector(s) that the Company is engaged in (industrial activity code-wise)**:

Group	Description
107	Processing of salt into food-grade salt
201	Manufacture of Chemicals and Fertilisers
239	Manufacture of clinkers and cement
089	Salt production by evaporation of sea water
081	Quarrying / mining of Limestone
462	Wholesale of Pulses
477	Retail sale of seeds, Fertilisers, pesticides, machinery equipment and hand tools
360	Water Purifiers

*As per National Industrial Classification – Ministry of Statistics and Programme Implementation*

8. **List three key products / services that the company manufactures / provides (as in balance sheet):**
  - Chemicals: Soda Ash, Sodium Bicarbonate, Cement
  - Edible Salt
  - Urea, Mixed fertilisers, and Agri inputs
9. **Total number of locations where business activity is undertaken by the Company:**
  - Number of International Locations : USA, UK, Kenya, Singapore
  - Number of key National Locations: Mithapur, Babrala, Haldia, Sriperumbudur, Mumbai, Noida, Pune
10. **Markets served by the Company - Local / State / National / International:** All

**Section B: Financial Details of the Company as on March 31, 2015**

Sr. No.	Particulars	FY 14-15 Standalone Rs. (Crores)	FY 14-15 Consolidated Rs. (Crores)
1	Paid up capital (INR)	254.82	254.82
2	Total turnover (net of excise) (INR)	10,082.06	17,202.94
3	Total profit after taxes, share of loss of associate and minority interest (INR)	637.97	596.46
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	3.12% of Standalone PAT (Rs. 19.88 Crores) 1.75% (i.e. Rs. 10.20 Crores) of average profit for last 3 years – under section 135 read with Schedule VII to the Companies Act, 2013	

**5. List of activities in which expenditure in 4 above has been incurred: As per Schedule VII of the Companies Act, 2013.**
**(I) Total Social & Community Development**

- Eradicating hunger, poverty and malnutrition
- Promoting health care including preventive healthcare
- Sanitation and making available clean drinking water
- Promoting education including special education especially amongst children, women, elderly, and the differently abled
- Employment enhancing vocation skills especially amongst children, women, elderly, and the differently abled
- Livelihood enhancement projects
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans
- Measures for reducing inequalities faced by socially and economically backward groups
- Protection of natural heritage, art and culture;
- Promotion and development of traditional arts and handicrafts
- Training to promote rural sports
- Contribution to the Prime Minister's Relief Fund and any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, Scheduled Tribes, other backward castes, minorities and women
- Contributions of funds provided to technology incubators located within academic institutions which are approved by the Central Government
- Rural development projects
- Office Salary, miscellaneous expenses, general expenses

**(II) Environmental & Conservation of Natural Resource projects**

- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water

**(III) Donations exempt under IT section 80G, 35AC in areas other than the above**

- Donation to other institutions including for disaster relief work and other activities.

### Section C: Other Details

**1. Does the Company have any Subsidiary company / companies?**

Yes. The number of subsidiary companies of Tata Chemicals Limited as on March 31, 2015: 41

**2. Do the Subsidiary company / companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)**

Yes. Tata Chemicals Limited encourages its subsidiary companies to participate in its group wide Business Responsibility (BR) initiatives on a wide range of topics. All subsidiaries are aligned to the activities under the aegis of Tata Group.

**3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%]**

We do not mandate that our suppliers and partners participate in the Company's BR initiatives; however, they are encouraged to do so. Less than 30%



### Section D: BR Information

#### 1. Details of Director / Directors responsible for BR:

##### a) Details of the Director / Directors responsible for implementation of the BR policy / policies:

- DIN Number: 00778253
- Name: Mr. R. Mukundan
- Designation: Managing Director

##### b) Details of the BR head:

Sr. No.	Particulars	Details
1	DIN Number (if applicable)	NA
2	Name	Ms. Alka Talwar
3	Designation	Chief CSR and Sustainability Officer
4	Telephone Number	022-66437430
5	E-mail id	sustainability@tatachemicals.com; atalwar@tatachemicals.com

#### 2. Principle-wise (as per NVGs) BR Policy / policies (Reply in Y / N):

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly areas under:

<b>P1</b>	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
<b>P2</b>	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
<b>P3</b>	Businesses should promote the well-being of all employees.
<b>P4</b>	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
<b>P5</b>	Businesses should respect and promote human rights.
<b>P6</b>	Businesses should respect, protect, and make efforts to restore the environment.
<b>P7</b>	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
<b>P8</b>	Businesses should support inclusive growth and equitable development.
<b>P9</b>	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

**Principle-wise (as per NVGs) BR Policy / policies (Reply in Y / N):**

Sr. No.	Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy / policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If Yes, Specify (50 words)*	Y (UN Global Compact -GRI)	Y (RC/ISO 14001)	Y (OHS AS – 1800 1)	Y (UN Global Compact , GRI)	Y (SA-8000 )	Y (ISO-14001)	Y (Tata Code of Conduct conforms to NVG)	Y (UN Global Compact -GRI)	Y (Responsible Care)
	Has the policy been approved by the Board?	Y	Y	-	-	Y	-	Y	-	Y
4	If yes, has it been signed by MD / Owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	<a href="http://www.tatachemicals.com/Sustainability/sustainability_report.htm">http://www.tatachemicals.com/Sustainability/sustainability_report.htm</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the company have a grievance Redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit /evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

\* Note – Our Policies are linked to the following National / International Standards:- International Organization for Standardization (ISO-9001, ISO-14001), Occupation Health and Safety Assessment Series (OHSAS – 18001), Responsible Care (RC-14001), Social Accountability (SA-8000), Global Reporting Initiative (GRI-G4) and United Nations Global Compact (UNGC).

2a. If answer to Sr. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr. No.	Question	Business Ethics P1	Product Responsibility P2	Wellbeing of Employees P3	Stakeholder Engagement & CSR P4	Human Rights P5	Environment P6	Public Policy P7	CSR P8	Customer Relations P9
1.	The Company has not understood the Principles	NA								
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified Principles									
3.	The Company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next six months									
5.	It is planned to be done within next one year									
6.	Any other reason (please specify)									

### 3. Governance related to BR:

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:  
Within 3 months

- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Yes, The Company annually publishes Sustainability Report based on Global Reporting Initiative (GRI-G4) guidelines. The Company also produces United Nations Global Compact Communication on Progress (UNGC – CoP) and Investor Carbon Disclosure Project (CDP) reports.

The link to view this report is: [http://www.tatachemicals.com/Sustainability/sustainability\\_report.htm](http://www.tatachemicals.com/Sustainability/sustainability_report.htm)

### Section E: Principle-wise Performance

#### **Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability**

1. Does the policy relating to ethics, bribery and corruption cover only the Company? No
2. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?
  - Yes, Tata Code of conduct defines the commitment on ethical behavior by the Company. Tata Chemicals has an elaborate system and processes on the 'management of business ethics' and all employees sign the Tata Code of Conduct. The Company has a Chief Ethics Counselor located at corporate office. Each site has an Ethics Counselor. Tata Code of conduct provides an opportunity to all employees / stakeholders to communicate any unethical act of any employee or any unethical practice to the ethics counselors.
  - The Tata Code of Conduct is sent to all suppliers with the contract, for their perusal in respect of relevant clauses. Awareness programmes are conducted on Tata Code of Conduct for all employees across the locations and corporate and marketing offices.
3. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.  
 17 complaints (including those carried forward under investigation from previous FY) were received from various stakeholders in FY 2014-15. Of these, 71% have been resolved satisfactorily. Others are under investigation and will be closed shortly.

#### **Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle**

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.

(i) **Customized Fertiliser – “Paras Farmoola”:** An innovative offering “Paras Farmoola” — Ek Mein Sab — customized fertilizer is an Research & Development based offering, area (soil) and crop-specific nutrient which enhances crop productivity, promotes balanced application of nutrients and improves soil health.



(ii) **Water Purifier – Tata Swach:** Safe drinking water is a basic of human needs and its non-availability has been a major concern worldwide. The vision for Tata Swach is to reduce the incidence of water borne diseases by making safe drinking water accessible to all. Tata Swach is an offline household water purification system which purifies water without electricity or running water. Since launch, Tata Swach has been the recipient of many prestigious awards across the world.



(iii) **Agri-Solutions Services – Tata Kisan Sansar & Tata Kisan Parivar:** Tata Kisan Sansar (TKS) is one stop agri input shop to a 'one-stop farmer's solution shop' offering a range of agri products and services and played important role in empowering farmer community. The Tata Kisan Parivar Membership Program is a unique relationship Initiative aimed at the most important stakeholder in the value chain – the end consumer, farmer. This is a bond with selective membership, which attracts the progressive farmer with a positive attitude. TKS provides a range of innovative and unique services to farmers through a dedicated team of Krishi Preraks and Agronomists on the field, giving them that extra edge over traditional farming practices thus empowering farmer community. TKS promotes value added activities



like organizing farmer meets, repository of agriculture knowledge, soil, water and plant testing laboratory, demonstration farms etc. thus help improve agriculture yield. Enhance in farm produce positively contribute in national food security, farmer socio-economic improvement and enhance CO<sub>2</sub> capture. Through our 957 Tata Kisan Sansar we cover around 26,000 villages and reach out to approx. 2.6 million farmers.

**(iv) Tata Salt:** It is a pioneer in promoting iodized salt in the country. Double fortified salt (with Iron) is a new innovation targeting the social concern of anemia within the country.



**(v) Pulses:** Dal (pulses) is the mainstay of a majority of Indians, cutting across social and economic strata. Tata I-Shakti was launched with the mission to not only bridge the existing gap between demand and supply of pulses in the country; but also provide reliable quality, hygienic pulses to Indian households and pioneer the 'unpolished dals' category. Launched in 2010, it is now available across 21 states in India. Following the Farm-to-Fork model, the pulses are sourced through a strong network of farmer groups of the Company in order to provide quality, healthy, tasty and nutritious product to the consumers. The brand also introduced the Dal on Call initiative to drive direct sales connect with consumers.



**2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc) per unit of product (optional):**

**i. Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain**

- At Babrala we have achieved 5.5% reduction in Specific Energy (0.262 KL/Ton) and 1.3% reduction in Specific Water (0.068 GCal/Ton) consumptions during 2014-15 from previous year.

**ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

- With our laser levelling initiative with local farmers, total 656.64 acres of land was levelled upto 2014-15. An estimated 20-30% decrease in labour and fuel cost for irrigation of land and 15-20% decrease in irrigation water usage was achieved. Apart from the above an estimated 20-25% farms yield increase has also been achieved.



**3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**



approximate capacity of 25 tonnes and can replace 3 million plastic bags each year.

Yes, The Company has developed supplier sustainability code and has established process for vendor selection. This includes various principles & guidelines; like Tata Code of Conduct, Global Reporting Initiative, United Nations Global Compact, Social Accountability-8000, ISO certification, etc.

For sustainable transportation the following interventions have been taken up: efficient fleet access, full load based transportation, reuse of packaging material, Bulker movements – deployment of German designed patented Lupa Bulkiers to help reduce carbon footprint.

Bulker helps in continuing journey towards pollution prevention, minimization of waste, eliminating the efforts of packaging, loading and unloading. It has an

**4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors?**



Yes, The Company has a vendor development program. Over the years The Company has promoted local contractors and service providers and provides them opportunities. Additionally, the Company has also promoted skills and livelihood development in the neighboring community through various training and community development programs. The Company has also established an apprentice training center to improve capacity and skills of more than 100 apprentices every year. The Company provides support to people from socially backward community background.

The Company also keeps exploring development of suppliers from socially and economically backward communities. The Company's Consumer Products Business has a mission to increase Schedule Caste/Schedule Tribes (SC/ST) community participation in its third party workforce over a period of 3-5 years. The Company initiated a sponsored Professional Training program for developing Functional skills and competencies of SC/ST and other economically backward candidates to make them employable in sales & marketing field as front line sales force.

**5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste? (Separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The Company focuses on effective integration with the basic philosophy of resource optimization, use of alternative sources and maximization of "recycle and reuse" by innovation. Our cement plant at Mithapur is unique waste to wealth initiative in which in 2014-15 we have replaced 73.54% of virgin chemical grade limestone with recycled material like limestone fines, fly ash, effluent solids etc. Our soda ash filtration system is the first of its kind in the world and solids are filtered out of the wastewater using Larox filters. Filtered solids i.e., Effluent Solids Filter (ESF) cake is utilized to make cement.

100% of phospho-gypsum generated during manufacturing of phosphoric acid is sold as by-product. The Sulphur sludge generated in Sulphuric acid manufacturing is used as filler in Single Super Phosphate. It reduces virgin material consumption, silver sand as well as provides additional nutrient to plants as elemental Sulphur. Utilization of molten Sulphur, a neighboring refinery by-product is sourced through specially designed steam jacketed tankers directly. Utilization of molten Sulphur reduces equivalent quantity of imported Sulphur from Middle East countries. Most of our hazardous waste is recyclable and sent to Ministry of Environment and Forests (MoEF) approved recyclers.

In collaboration with a supplier of Urefix – Urea toughening agent, Babrala has taken up an initiative to re-use empty plastic drums by sending it back to the supplier.

**Percentage of materials used that are recycled input materials:**

Parameter	2014-15
Lime stone replaced (Mithapur)	73.54%
Sulphur Sludge (Haldia)	100%

**Principle 3: Businesses should promote the well-being of all employees**

**1. Please indicate the Total number of employees:**

3,067 Employees in Tata Chemicals India operations as on March 31, 2015

**2. Please indicate the Total number of employees hired on temporary / contractual / casual basis:**

5,306 as on March 31, 2015

**3. Please indicate the number of permanent women employees:**

146 as on March 31, 2015

**4. Please indicate the number of permanent employees with disabilities:**

14 as on March 31, 2015

**5. Do you have an employee association that is recognized by management?: Yes**

**6. What percentage of your permanent employees are members of this recognized employee association?: 40%**

**7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

Sr. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child labour / forced labour /involuntary labour	NIL	NIL
2	Sexual harassment	2	0
3	Discriminatory employment	NIL	NIL

**8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year?**

- 76% of permanent employees undergone for functional training
- It is mandatory for all employees to go through the safety training at sites. Refresher on safety is also conducted on regular basis. At Non-sites we conduct safety committee meetings & Drills for all employees. Last year, we conducted programs on road safety for employees in offices. Drivers were also covered in this program

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

**1. Has the Company mapped its internal and external stakeholders? Yes / No**

Yes. The Company has mapped its stakeholders as a part of its stakeholder engagement strategy development process.

**2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?**

Yes. We have a defined process for identifying key communities, their need and prioritizing interventions. Our key community consists of areas in and around our manufacturing sites. Criteria for selection of key community are based on our Mission, Vision and Values (MVV), neighborhood of the area where we operate, impact on society and benefit to underprivileged people. The needs are identified through various listening and learning methods, participatory rural appraisal, need assessment etc. The needs are prioritized based on parameters that help balance both the needs of the community and our long term strategic growth.

**3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.**

- Yes. The Company follows an integrated development approach, which specifically targets the disadvantaged, vulnerable and marginalized stakeholders.
- At Tata Chemicals, it has been our constant endeavor to focus on inclusive and collaborative growth. We began our journey a few years back by focusing on Affirmative Action i.e. disadvantaged communities and while we continue to progress on this road-map, we expanded our focus on diversity to additionally cover gender diversity, disadvantaged regions and the differently abled – all of which we believe are important segments that can help us create a more sustainable organization for the future. Towards this objective, we have reconstituted our current Affirmative Action Council into a Diversity Council. The organization has instituted Diversity Council (DC) led by Managing Director & senior leaders to focus on these four areas. The Company's leadership drives the Affirmative Action agenda across the organization with passion and commitment
- The Company's inter-related development interventions are named as BEACoN (Blossom – Enhance – Aspire – Conserve – Nurture)
- All social initiatives are being conducted under these five verticals, around Company's three areas of operation. It follows an integrated development approach to improve the quality of life, especially in their neighborhoods and for the farmers. As per the need assessment, the SC/ST community across



the three regions aspires for better education, health care, agriculture/animal husbandry extension, better livelihood skills and employment.

- The Company's entry level recruitments like Diploma Engineer Trainees, Graduate Engineer Trainees, Management Trainees focuses on colleges with areas dominant in SC/ST like the North East. Our internal job posting initiative 'SHINE' is further enhanced to include referrals for candidates from the economically and socially backward communities. Indirect employment is also being provided at Mithapur & Babrala through our rural Business Process Outsourcing (BPO) – Uday Foundation and Chem Connect, which enables the business to outsource some of its non-core activities. In the last year Seamlessly Harnessing Internal Expertise+ (SHINE+) was launched as a corporate initiative, which has more reward for recruitment consultants for shortlisting of candidates that helps improve the company's employee diversity especially for gender diversity, social and economically backward regions & communities, and for differently challenged candidates.

#### **Principle 5: Businesses should respect and promote human rights**

##### **1. Does the policy of the Company on human rights cover only the company or extend to the Group / Joint Ventures /Suppliers / Contractors / NGOs / others?**

The Company follows Principles of the International Declaration of Human Rights. Its policies support, respect and protect the Human rights of its direct as well as indirect employees. The sustainability Policy addresses these aspects.

##### **2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?**

None with respect to Human rights violation.

#### **Principle 6: Businesses should respect, protect, and make efforts to restore the environment**

##### **1. Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**

- The Company has made Supplier Sustainability Guidelines to extend the reach for capturing the sustainability aspect data from its suppliers. The Company also works with Government, Non-Governmental Organizations on different projects for environmental protection.
- The Company's policies - Safety Health & Environment (SHE), Corporate Sustainability, Community Development; extend support to all stakeholders influencing the entire value chain. This also helps in sustaining environmental impacts beyond the prescribed limits and address social responsibility.

##### **2. Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? Y / N. If yes, please give hyperlink for webpage etc.**

- Yes. Tata Chemicals has adopted Tata Group's Climate Change Policy which is an integral part of The Company's strategy to help the organization's growth in a Carbon conscious manner.
- The Company has strategy, which includes: identifying opportunities for carbon abatement, investing in low carbon growth and tapping into opportunities presented by the emerging low carbon technologies. It has identified abatement levers, low carbon growth opportunities and carbon offset opportunities towards that end. The carbon abatement measures are chosen on the basis of the techno-commercial feasibility of implementation, maturity and availability of technologies and the magnitude of emissions reduction.

#### **Biodiversity**

- We conduct Environment Impact Assessment studies to assess the impacts of its operation on nearby biodiversity and surrounding environment periodically.
- While operating in harsh ecological conditions/semi-arid conditions at Mithapur site, highly alkaline soil conditions at Babrala site, The Company has restored the ecological balance in the surrounding habitats by converting waste lands into greenbelt.
- Our commitment towards continual improvement is triggering programs such as Mangrove conservation and regeneration at West coast near Mithapur and at East Coast for Aila affected region of Sundarban near Haldia.

- For preserving biodiversity of Okhamandal we conducted biodiversity reserve plantation project, implemented with the support of employee volunteers, seeks to preserve indigenous vegetation. Under the project, a total of 150 acres have been afforested with 133 native species of vegetation.
- We have initiated the process for Bio-diversity mapping and improving the same at Babrala township area. We continue to support species conservation efforts through the Dharti Ko Arpan programs detailed in the community support section.
- Our salt works provide a safe habitat for a number of migratory aquatic birds, who use this space to roost and breed. We continue to be good hosts to them.

#### **Water management, Water Footprinting, Carbon Footprinting**

- Life Cycle Assessment (LCA) Study for key products, Carbon Footprint (CFP) and Water Footprint (WFP) assessment for all sites were taken up. Based on these assessments we derived targets and strategy for climate change and water management. Our Mission Jal program is the strategy for addressing water footprint outcomes through the value chain.
- For more info visit - [http://www.tatachemicals.com/Sustainability/sustainability\\_report.htm](http://www.tatachemicals.com/Sustainability/sustainability_report.htm)

#### **3. Does the Company identify and assess potential environmental risks? Y / N**

Yes. We have formal process for Enterprise Risk Management. Through enterprise risk management process and SWOT (Strength Weakness Opportunity Threat) analysis potential environmental risks are identified at business level. The identified risks are assessed. Relevant action plans are prepared for the mitigation of risks and it is periodically reviewed. The organization has also adopted ISO 140001 and is a signatory to Responsible care which guides the organization as and when required. Aspect-Impact analysis with rating system is in place for assessing operational environmental impacts at site. The Impact register is periodically reviewed for keeping it updated and for improving environmental performance. Environmental Management Plan (EMP) is in place for mitigating the environmental impacts thus reducing operational environmental risks. The organization has also initiated Life Cycle Assessment for its major products to estimate environmental impact over its life cycle.

#### **4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

Yes. Clean Development Mechanism (CDM) is an integral part of The Company's strategy for carbon conscious growth of the organization. Tata Chemicals got registered 2 CDM projects in 2004 and 1 CDM projects in 2005. As on date, we do not have CDM projects but now it has become an unsaid practice to assess CDM potential in each & every project and to address the same in the feasibility report of the project. Currently we are exploring the opportunities of CDM in a Corporate Social Responsibility Project - Carbon Neutral Village Project.

#### **5. Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy etc? Y / N. If yes, please give hyperlink to web page etc.**

Yes. As per Tata Chemicals' strategy of Carbon conscious growth, taken various initiatives to address clean technology, renewable energy and energy efficiency etc. Abatement levers have been identified during carbon footprint base line study which is an integral part of the Long Term Sustainability Planning (LTSP) to identify key projects in the journey of green operations. Some of the initiatives taken by the organizations are as follows:

- Renewable Source of Energy
  - Solar energy to produce solar salt and in turn soda ash at Mithapur
  - Solar light and Solar water geyser at Babrala Residential Complex
  - Hot Air Generator (HAG) (Fuel shift from Furnace Oil to Biomass and Coal) at Haldia
  - Biomass based power plant (under evaluation)
- Energy Efficient Building
  - Under TERI-UTC (The Energy Research Institute – United Technologies Corporation) Energy efficient building project, evaluating the potential in existing building
- Natural Capital Accounting & Biodiversity Ecosystem
  - Natural Capital Accounting profile has been completed for Fertiliser business under CII-IBBI (Confederation of Indian Industry - Indian Business and Biodiversity Initiative) initiatives
- Waste Management
  - Well integrated mechanism to maximize the waste utilization within the operations

- Emphasizing to develop value added product out of waste such as developed Green Bricks out of Sulphur rich Fly ash
- Unique set-up of Cement plant to absorb waste generated out of other plants within the Mithapur operations
- Green Packaging application
  - Reusing secondary packaging in most products to reduce Carbon Footprint
- Organic Produce
  - Promoting Bio-fertilizer to support Organic produce
  - Neem coated Urea to promote pesticides free Agri-produce as well as to mitigate Green House Gas (GHG) emissions
- Green Supply Chain
  - Maximizing Rail transportation
  - Full load basis transportation and preference to bulker movements

Besides this, Tata Chemicals also endeavor to reduce indirect energy consumptions. Some of the initiatives are as follows:

- Preventive & reliability centered maintenance etc. to reduce downtime and smooth operations
- On – off Timer system have been implanted in all road streets light. Changed florescent bulb instead of mercury light.
- Low voltage Variable Frequency Drives for throttled & recirculation applications.
- Premium efficiency motors to replace rewind motors
- Thermograph audits & actions for steam distribution network

**6. Are the Emissions / Waste generated by the company within the permissible limits given by CPCB / SPCB for the financial year being reported?**

Our emissions/waste generated reports are regularly submitted to CPCB/SPCB and no major non-conformances have been observed for FY 2014-15.

**7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

There is no pending or unresolved show cause/legal notices received from CPCB/SPCB as on end of FY 2014-15.

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

**1. Is your Company a member of any trade and chambers or association? If Yes, name only those major ones that your business deals with.**

Yes. The Company has a stewardship role in the chemical and fertilizer industries. It is represented in Confederation of Indian Industry (CII), Indian Chemical Council (ICC), Fertilizer Association of India (FAI), Council of European Union Chambers of Commerce, in India (EUCCI), Bombay Chamber of Commerce and Industry (BCCI), Associated Chambers of Commerce and Industry (ASSOCHAM), All India Management Association (AIMA), etc., and also member of International Fertilizer Association (IFA), American Institute of Chemical Engineers - Center for Chemical Process Safety (AIChE-CCPS), etc.

**2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No**

Yes

**If yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others)**

The Company has participated in industry body consultations in the following areas:

- Governance and administration
- Inclusive development and affirmative action
- Principles for Sustainable business
- Economic / sector reform
- Skill Development and skill building

Tata Code of conduct is the guide that the Company uses for advocacy.

## **Principle 8: Businesses should support inclusive growth and equitable development**

### **1. Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes, details thereof.**

Yes, the organisation follows an integrated approach towards development programs and follows the policy of Sustainable Development, participatory approach and transparency.

The Company's inter-related development interventions are named as BEACoN (Blossom – Enhance – Aspire – Conserve – Nurture):

**Blossom** - Capacity building and empowerment of local communities through sustainable and replicable handicraft development model

- a. Promotion and development of traditional handicrafts – Okhai
- b. Clusters Development

**Enhance** - Enhance income of community

- a. Agriculture Development Program
- b. Animal Husbandry
- c. Uday Foundation – Rural BPO
- d. Infrastructure Development Support

**Aspire** - Facilitate and empower local communities to seek functional education and skills to enable sustainable socio-economic development

- a. Education (Entry level, Primary, Secondary and Higher Secondary) – for Children, Adults, migrating communities.
- b. Vocational Skill Development

**Conserve** - Maintain ecological balance and conserve natural resources through participatory approach for environmental sustainability

- a. Nature Conservation - Whale Shark conservation, Coral Reef restoration, Mangrove plantation, Biodiversity reserve plantation, Marine Turtle monitoring, Community conserved wetland, Monitoring of birdlife, Eco Clubs
- b. Climate Change mitigation - Climate Neutral Village, Solar powered electric fencing, Energy efficient cooking stoves, Bio Gas plants, Solar Street Lights
- c. Land development and Water management and conservation

**Nurture** - improve the health status of community through preventive and curative measures

- a. Health Care - Health Care camps, Eye camps, Awareness & Training programs
- b. Nutrition - Immunization and counselling drives, Malnourishment, Homestead Herbal and kitchen
- c. Sanitation - Swachh Bharat Mission cleanliness drives, Construction of toilets and sanitation units
- d. Safe Drinking Water - Roof Rain Water Harvesting Structures, Repair of hand pumps

### **Relief Programs**

Tata Chemicals continues its support to any disaster, which hits our country.

For further information on projects and achievement please visit [www.tcsrd.org](http://www.tcsrd.org); [www.okhai.org](http://www.okhai.org)

### **2. Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?**

The Company's CSR (Corporate Social Responsibility) projects are implemented through the Tata Chemicals Society for Rural Development (TCSRD) which was set up in 1980 to protect and nurture rural populations. Since then the Company has set up other focused organizations such as the Golden Jubilee Foundation, Uday foundation and Okhai- Centre for empowerment. We work with partners who respect and agree to our organizations' core CSR values. TCSRD has always worked in partnership with government agencies, voluntary bodies and local authorities in implementing CSR initiatives. The Company has partnered with various government and non-government organisation such as, Sir Ratan Tata Trust, Sir Dorabji Tata Trust, WASMO (Water and Sanitation Management Organisation), NABARD



(National Bank for Agriculture and Rural Development) and GRIMCO (Gujarat Rural Industries Marketing Corporation Ltd.).

### 3. Have you done any impact assessment of your initiative?

Yes. Impact of the activities is measured on a regular basis by doing impact assessment, social audit by third party and by assessment as per the Tata Corporate Sustainability Protocol.

A community satisfaction survey is carried out yearly to understand the perception of the community, reach of programs and the satisfaction from them.

### 4. What is the Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

For the financial year 2014-15 amount spent for community development projects: Rs. 19.88 Crores.

Details of projects undertaken:

The Company's inter-related development interventions are named as BEACoN (Blossom – Enhance – Aspire – Conserve – Nurture):

#### **Blossom - Capacity building and empowerment of local communities through sustainable and replicable handicraft development model**

##### Promotion and development of traditional handicrafts – Okhai

Tata Chemicals Society for Rural Development (TCSRSD) has been playing a pioneering role in promoting the Saurashtra handicrafts at Mithapur, Karjobi at Babrala and jute craft at Haldia under one brand "OKHAI". At present, the project is supporting 585 women. The goal is to reach out to over 1000 artisans. The sales, this year touched to 103.40 lakhs, sure signs that Okhai is on a growth trajectory.



##### Clusters Development

The program strives to develop entrepreneurship qualities in rural women and guide them adeptly to engage themselves in productive enterprises. It aims to empower women and alleviate poverty by providing them another means of livelihood. At Mithapur, six clusters have been established and are growing over the years. The sales in all the six clusters during the year increased to Rs. 11,33,021. At Babrala, Sevarthi cluster has been established where in the products of six group enterprise (bandhej, incense products, mobile charger, honey, paper envelop and Ladli sanitary napkin) are sold under the brand Sevarthi. This year, the sales in all the six clusters increased to Rs. 4,37,593. 25 days design and technical up gradation workshop was organised by NIFT (National Institute of Fashion Technology), Gandhinagar in the crafts of jute work and Mud (Clay) conducted for 60 women. Another 20 days training on jute work was provided to 46 women at Babrala.

#### **Enhance - Enhance income of community**

##### Agriculture Development Program

- At Babrala, agriculture development program has helped in increasing the productivity, enhancing the farm income and in providing opportunities for both direct and indirect employment. Promotion of modern farm technologies and equipment's, development of Krishi Gyan Kendra, diversification of cash crops, intercropping, Crop demonstration, and linkage with government schemes have benefitted 1034 farmers from 50 villages.
- Interventions like Afforestation and horticulture, I-Kisan portal, Aquaculture, Community farmers meet, Sea weeds Fertilizer, Khetamrut Organic and Natural Pesticide production, etc. were taken up covering close to 15 villages and benefitting around 300



farmers. Projects like SRI (System of Rice Intensification), Mushroom and Sunflower cultivation were taken up at Haldia.



#### Animal Husbandry

The reach of the animal husbandry program at Babrala crossed to more than 290 villages covering more than 60000 cattle owners. Programs like Animal Health Care, Vaccination, Animal Health Centre, Animal Health Camp, Breed Improvement, and Balance Nutrition benefitted the cattle owners. Mithapur and Haldia conducted activities like Deworming camp, Poultry farming and Pond management, covering 52,243 animals from 12 villages, benefitting 420 famers/households.

#### Uday Foundation

195 youth are employed by Uday at Mithapur and Babrala. Uday Foundation continues to provide customer support to Tata Sky, Tata Chemicals (Chem Connect) and Ministry of External Affairs (Passport helpline). Babrala has tied up with Rural Shores organization to deliver services to organizations such as Ministry of Corporate Affairs, National Skill Development Corporation & Ernst & Young etc.



#### Infrastructure Development Support

- Infrastructure development program is the key to rural development as it helps improves rural economy and quality of life. TCSRSD since its inception has given importance to this program as it is essential for the overall development of community.
- Projects like Construction of brick pavement track, Individual toilets and School boundary wall were undertaken at Babrala. 170 meter of track was constructed, adding to a total of 30100 meter laid so far. TCSRSD supported construction of 401 toilets and boundary walls for 3 schools benefitting 600 students.
- At Haldia, construction of boundary wall for a primary school of Kumarchak area was done. At Mithapur, 8 cattle trough, 5 cattle shed and a boundary wall for one cattle shed was constructed. 450 running meter of drainage channel was also constructed.
- To support school infrastructure, 2 rooms were constructed in Primary school and 7 rooms in High school. TCSRSD renovated 5 Anganwadis' covering Arambhada, Bhimrana, Varvala and Dwarka villages.



**Aspire - Facilitate and empower local communities to seek functional education and skills to enable sustainable socio-economic development**

#### Education

- For TCSRSD, Education is an important tool for overall development of community. TCSRSD has been tackling the issue of quality of education by introducing innovative ways of teaching and training of the teachers.
- During the reporting year, Education programs like E- Library, Learning Enhancement Program (LEP), Teacher training, Scholarships, Child learning and Improvement, SNDT (Shreemati Nathibai Damodar Thackersey Women's University) center, IGNOU (Indira Gandhi National Open University) and National Open





University, Career resource center, Shala Pravesh Utsav, Adult Literacy classes, Residential Summer Camp on Spoken English and Personality Development, and were implemented, benefiting close to 6500 across the three sites.

- Under the Learning And Migration Program (LAMP) program, America India Foundation partner organizations worked closely with community and government schools to strengthen school governance system and quality of education in 443 villages covering seven districts of Gujarat. 30761 community members reached through village level meetings. The state government funded TCSR to start three hostels for LAMP, one at Varvala and two at Gurgath. 72 children whose families migrate for nearly 8 months have been enrolled.
- Around 2345 children, 118 volunteers, 31 schools from 232 villages participated in Bal Utsav organized at Mithapur, Haldia and Babrala with an objective to increase the enthusiasm of children in studies, self-confidence, and to give them motivation through other activities along with studies.



#### Vocational Skill Development

Skills and knowledge are the driving forces of economic growth and social development of any particular area. The people become more productive, innovative and competitive through skill development training. TCSR offers a range of vocational training courses catering to the needs of different segment of the society. Over the years, it has led to a remarkable change in the life of the youth. Around 2500 benefitted through Vocation Training Centres, Corporate collaborations like Larsen & Tubro, Taj Resorts and Palaces, Sevathi outlets, Vocational training alumni meets, new Skill Development Centre, Innovation and Knowledge Sharing week and Youth Employability Scheme (YES).

### **Conserve - Maintain ecological balance and conserve natural resources through participatory approach for environmental sustainability**

- Nature Conservation projects like Whale Shark conservation, Coral Reef restoration, Mangrove plantation, Biodiversity reserve plantation, Marine Turtle monitoring, Community conserved wetland, Monitoring of birdlife, Eco Clubs Program and Organic Waste Converter continued around all three manufacturing sites.
- To further boost marine conservation in Gujarat, Wildlife Trust of India and Tata Chemicals signed a Memorandum of Understanding (MoU) on International Whale Shark Day, 30th August 2014. A total of 70 whale sharks were rescued during the year taking the total rescue figure till date to 490. Another strategic partnership MoU with Gujarat Government for the Whale Shark Conservation and Mithapur Coral Reef Restoration projects was signed in January 2015 at Gandhinagar as part of the Vibrant Gujarat Summit.
- Climate Neutral Village Project, Solar powered electric fencing, Energy efficient cooking stoves, Bio Gas plants, Solar Street Lights, etc. continued for mitigation of climate change impacts.
- Land development program and Water management and conservation like Mission Jal and drip irrigation were also carried out at Babrala, Mithapur and Haldia.



### **Nurture - improve the health status of community through preventive and curative measures**

#### Health Care

- Improving health of rural community is an important part of TCSR overall strategy.
- This year, 12548 patients were examined and treated at 105 OPD in Health Care camps organised across three sites. The most prevalent health problems at the OPD (Out Patient Department) were



skin problem, anemia, water borne diseases and cold & cough. Hemoglobin and nutrition check-up was done for 200 young girls during the camp.

- 7 eye camps were organised at Babrala, Haldia and Mithapur to address the issue of vision problems. Around 1948 people were screened, 250 patients were provided medicine and spectacles and 219 went for the free cataract operation.
- Awareness & Training programs like Capacity building of ASHA (Accredited Social Health Activist) & Anganwadi workers, AIDS Awareness, No Tobacco Day, Health awareness camps, Thalassemia awareness camps continued across three sites.



### Nutrition

- Immunization and counselling drives could cover 14894 infants and children to support reduction of Infant Mortality Rate (IMR). Mal Nutrition mitigation program addressed around 280 children. TCSR D Haldia, initiated 1000 days 'Swasthya Angan' program to reduce malnourishment among children below 2 years of age in the Sutahata block in association with ICDS (Integrated Child Development Services) & CINI (Child in Need Institute). With an objective to reduce the incidence and prevalence of malnutrition among the children (less than 5 years) in the surrounding villages of Sriperumbudur plant, 7 nutritional clubs were formed with 200 women members.
- To enhance the nutritional status and quality of life, promotion of Homestead Herbal and kitchen garden was initiated in targeted 3 villages largely dominated by SC/ST population. With an objective to improve the availability of home-made food and nutritional items such as herbs, vegetables, fruits; 29 HHGs (Homestead Herbal Gardens) were formed with 675 members. 326 women attended 6 herbal and vegetable HHG training workshops. 5,121 herbal saplings were also distributed to 509 families.



### Sanitation

Under the Swachh Bharat Mission, TCSR D, Babrala has taken up the initiative to construct toilet in 17 schools. At Mithapur, 38 individual sanitation units were constructed with support from TCSR D and beneficiary contribution. Around 40 villagers along with The Company's volunteers participated in the village cleaning. By participating in cleanliness drives, 4 Rabari groups of Vasai village have started constructing toilets at their home.



### Safe Drinking Water

In Sutahata block, renovation/construction of school toilet block with proper facilities was done in 7 Schools. Installation of sanitary napkin vending machine and electric Incinerator for girls in 5 High Schools was also provided. As a result of this program, 5000 boys have the access to improved sanitary facilities; 2500 girls have the access to improved sanitary complex. Total 3500 students underwent detailed meetings, trainings on health and hygiene including personal hygiene matters. Under the CADP (Command Area Development Programme) Phase II – Gramiya Jal Swacchata Samiti have been formed in different villages of Okhamandal. 2500 household now have piped drinking water supply. 167 Roof Rain Water Harvesting Structures (RRWHS) of 10,000 litres capacities have been constructed in farm areas (vadi vistar) of 6 villages to enhance source of irrigation. At Babrala, 55 hand pumps were repaired with support of state government and the community.

### Relief Programs

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For further information on projects and achievement please visit [www.tcsrd.org](http://www.tcsrd.org); [www.okhai.org](http://www.okhai.org)

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

Yes. Community is our key stakeholder and we believe that development of the community is only possible through engagement and partnership from all the stakeholders. The guiding principles for the engagement with the community are enshrined in the "Community development policy". These principles are sustainability, participatory approach, transparency, networking and partnership, creating a resource centre and volunteering.

The process of engagement with the community starts with identification of the key community, their needs and prioritization intervention. The needs are identified through various listening and learning methods and prioritized based on parameters that help balance both the needs of the community and our long term strategic growth.

The participation of the stakeholders is vital to success of all programs and forms the basis of all program designs. The projects are continuously monitored and evaluated to measure impact. Stakeholder Engagement Surveys and Social impact audits are conducted to assess project outcomes; that also help in fostering ownership amongst local communities.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

**1. What percentages of customer complaints / consumer cases are pending as on the end of financial year?**

CNA (Crop Nutrition & Agri – Nil  
Chemicals - < 0.3%  
WAPU (Water Purifier) - < 1%  
CP (Salt) (Consumer Products – Salt) – Nil

**2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)**

Yes. Product information about the physical dimensions and/or chemical compositions, /nutritional information/ nutrient content is provided through our product labels/pack declaration and/or catalogues. Round the clock information of our products is available on Company's website and at the call centre. All packages retail / bulk contain product information including product manager's address / Customer Relationship Manager contact number to enable consumers to correspond. All of our information is voluntary with various branding elements, with no comment on competitors or regional bias statements. Where ever applicable specific certification requirements of regulatory authorities and some markets like ISI (Indian Standards Institute), FSSAI (Food Safety and Standards Authority of India), Halal, etc. are provided on the product labels and / or catalogues.

**3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.**

There is no anti-competitive, abuse of dominant position or unfair trade practices case pending against the Company.

**4. Did your Company carry out any consumer survey / consumer satisfaction trends?**

Yes. Customer satisfaction survey is carried out by the Company every year.  
Overall customer satisfaction for FY14-15 are given below.

SBU	Consumer Satisfaction (%)
Chemicals	83
Water purifier	Consumer survey is carried out once in 2 years. It was not carried out in FY 14-15
Consumer Products (salt etc.)	76 (average of all)
CNA ( Agri products)	79