

Notice

NOTICE is hereby given that the 72nd Annual General Meeting of Tata Coffee Limited will be held at the Registered Office of the Company at Pollibetta 571 215, Kodagu, Karnataka on Monday the 3rd August, 2015 at 10.00 A.M. to transact the following businesses:

ORDINARY BUSINESS

1. (a) To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, together with the Reports of the Board of Directors and Auditors thereon.
- (b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015, together with the Report of the Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. T. Radhakrishnan (DIN: 03527405) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. R. Harish Bhat (DIN: 00478198) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, Messers SNB Associates, Chartered Accountants, Chennai (ICAI Regn No. – 015682N), the retiring Auditors of the Company be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration (which includes Service Tax, out-of-pocket and other travelling expenses etc.) to be fixed by the Board of Directors to audit the accounts of the Company for the Financial Year 2015-16.

SPECIAL BUSINESS

6. Appointment of Ms. Sunalini Menon as an Independent Director.

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

“RESOLVED THAT Ms. Sunalini Menon (DIN: 06983334), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd September, 2014 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing her candidature to the Office of Director be and is hereby appointed as a Non-Executive Director of the Company.”

FURTHER RESOLVED THAT pursuant to Sections 149 & 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, Ms. Sunalini Menon (DIN: 06983334), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term, from 3rd August, 2015 to 2nd August, 2020.

7. Appointment of Mr. V. Leeladharasan Independent Director.

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

“RESOLVED THAT Mr. V. Leeladhar (DIN: 02630276), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd December, 2014 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director be and is hereby appointed as a Non-Executive Director of the Company.”

FURTHER RESOLVED THAT pursuant to Sections 149 & 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, Mr. V. Leeladhar (DIN: 02630276), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and hold office for five consecutive years for a term, 3rd August, 2015 to 2nd August, 2020.

8. Appointment of Mr. Siraj Azmat Chaudhry as an Independent Director.

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

“RESOLVED THAT Mr. Siraj Azmat Chaudhry (DIN: 00161853), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th May 2015 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director be and is hereby appointed as a Non-Executive Director of the Company.”

FURTHER RESOLVED THAT pursuant to Sections 149 & 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, Mr. Siraj Azmat Chaudhry (DIN: 00161853), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term, 3rd August, 2015 to 2nd August, 2020.

9. Appointment of Mr. K. Venkataramanan as a Director.

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

“RESOLVED THAT Mr. K. Venkataramanan (DIN: 01728072) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th October, 2014 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice

in writing from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company.”

10. Appointment of Mr. Sanjiv Sarin as a Director.

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

“RESOLVED THAT Mr. Sanjiv Sarin (DIN: 02063332), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th April, 2015 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company.”

11. Appointment of Mr. Sanjiv Sarin as Managing Director and CEO.

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 Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the terms and conditions of such appointment and remuneration payable to Mr. Sanjiv Sarin (DIN: 02063332) as Managing Director and CEO for the period of three years w.e.f. 25th April, 2015 to 24th April, 2018 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of inadequacy of profits in any Financial Year with liberty to the Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sanjiv Sarin.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

12. Approval of Cost Auditor’s Remuneration.

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 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s Rao, Murthy & Associates, Cost Accountants, (Firm Registration Number 000065) appointed by the Company to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2016, be paid a remuneration of ₹ 2,75,000 plus service tax as applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit.

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

By Order of the Board

N.S. Suryanarayanan
Company Secretary

Place: Bengaluru

Date: 15th May, 2015

NOTES:

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 6 to 12 are annexed hereto. Information under Clause 49 of the Listing Agreement relating to Directors proposed to be appointed/re-appointed are provided in Annexure to this Notice.
 - The Register of Members of the Company will remain closed from 21st July, 2015 to 3rd August, 2015 (both days inclusive) for the purpose of payment of Dividend.
 - Dividend on Equity Shares, if declared by the Company will be paid on or after 6th August, 2015 to those members whose names appear on the Register of Members of the Company as on 21st July, 2015. The dividend in respect of Shares held in electronic form would be payable to the beneficial owners of the shares as on beginning of 21st July, 2015, as per details that may be provided by the Depositories for this purpose.
 - A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll in his/her stead and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms etc. must be accompanied by appropriate resolution/authority as applicable, issued on behalf of the nominating organization.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent 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 shareholder.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
 - The business set out in the Notice will be transacted through E-voting system through NSDL. Complete details of the instructions for E-voting are annexed to this Notice. In accordance with Clause 35B of Listing Agreement the Company has provided the facility for voting through physical ballot or shareholder who do not have access to internet. Facility for voting through Poll will also be provided to the shareholders at the Meeting who have not cast their Ballot either through Ballot Paper or e-Voting.
 - The Company has transferred the unclaimed/unpaid dividends declared up to financial year 2006-07 on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of IEPF (uploading of information regarding unclaimed/unpaid amounts lying with companies) Rules 2012, the Company has uploaded the details of the same as on 21st July, 2014 (date of last Annual General Meeting) on the websites of the Company and the Ministry of Corporate Affairs (MCA). The balance lying in the unpaid dividend account for the year ended 31st March, 2008 will be transferred to IEPF shortly. Shareholders are requested to note that once unpaid/unclaimed amounts are transferred to the Fund, no claim shall lie against the Fund or the Company. Shareholders who have not yet en-cashed their dividend warrants are requested to do so sufficiently in advance before the said transfers take place.
 - 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 remittance of dividend. NECS facility is available at bank branches which are enrolled under Core Banking System (CBS) of Reserve Bank of India. NECS facility is available at locations identified by 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 Share Registrars and Transfer Agents, TSR Darashaw Ltd. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

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.

10. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.
11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.
12. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the Annual General Meeting along with the Annual Report for 2014-15 are sent by electronic mode to those members whose e-mail address are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies are being sent by the permitted mode.
13. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
14. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form; the nomination form may be filed with the respective DP.
15. Shareholders, who have not yet exchanged their shares of Asian Coffee Ltd./Coffee Lands Ltd./Consolidated Coffee Ltd. with the Share Certificates of Tata Coffee Ltd., are requested to surrender their Share Certificate(s) for exchange. They may contact the Company's Registrar and Share Transfer Agent TSR Darashaw Limited for exchange of such un-exchanged shares.
16. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Bank Holidays during business hours up to the date of the Meeting.

Details of Directors seeking appointment/re-appointment

Name of Director	Mr. T Radhakrishnan	Mr. R. Harish Bhat	Ms. Sunalini Menon	Mr. V. Leeladhar	Mr. Siraj Azmat Chaudhry	Mr. K. Venkataramanan	Mr. Sanjiv Sarin
Date of Birth	07.09.1960	08.11.1962	01.11.1948	07.12.1946	08.01.1967	30.07.1961	25.04.1955
Date of Appointment	26.07.2013	27.07.2012	23.09.2014	22.12.2014	15.05.2015	25.10.2014	25.04.2015
Qualifications	B.Tech (Chemical)	B.E (Hons.), PGDM	Post Graduate in Food Technology from University of Madras.	B.Sc. (Engg.)	Post Graduate from the Indian Institute of Foreign Trade	ACA, ICWA	Management Degree from Asian Institute of Management Manila, Philippines. Master Degree in Economics from Bombay University
Expertise in specific functional area	33 years experience in the area of Chemical Engineering	Overall Business Management including functional expertise in Sales, Marketing and Corporate Management.	More than 35 years of experience in coffee industry relating to quality and quality- related aspects of Domestic and International Coffee.	Rich and Wide experience in Banking and Finance.	26 years of experience in the Agri Business/ Commodity trading.	27 years experience in the area of Finance.	38 years extensive global experience in various areas of management including marketing, team building, organization development and managing new products.
Directorships held in other Companies (excluding foreign Companies and Section 8 Companies)	Nil	Public Limited Companies Tata Global Beverages Ltd. Infiniti Retail Ltd. Trent Ltd. Tata Industrial Services Ltd. Private Limited Companies Tata Starbucks Private Ltd.	Nil	Public Limited Companies Tata Global Beverages Ltd. India Collections Management Ltd. Tata Cleantech Capital Ltd. TRIL Constructions Ltd. Axis Mutual Fund Trustee Limited Private Limited Companies IFMR Rural Channels and Services Pvt. Ltd.	Private Limited Companies Cargill India Private Ltd.	Public Limited Companies TRIL Constructions Ltd. Tata Housing Development Company Ltd. Private Limited Companies Amalgamation Plantations Pvt. Ltd. Kanan Devan Hills Plantations Company Pvt. Ltd. Tata Tea Holdings Pvt. Ltd. Tata Starbucks Pvt. Ltd.	Nil
Memberships/ Chairmanships of committees of other Public Companies (includes only Audit Committee and Stake Holder Relationship Committee)	Nil	Audit Committee Tata Global Beverages Ltd. (Member)	Nil	Audit Committee Tata Global Beverages Ltd. (Chairman) Tata Cleantech Capital Ltd. (Member) Stakeholders Relationship Committee: Tata Global Beverages Ltd. (Chairman)	Nil	Audit Committee TRIL Constructions Ltd. (Member)	Nil
No. of Shares held in the Company	Nil	Nil	Nil	Nil	Nil	Nil	1,000

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Item Nos. 6 to 8

Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry were appointed as Additional Directors of the Company with effect from 23rd September, 2014, 22nd December, 2014 and 15th May, 2015 respectively. In terms of the provisions of Section 161 of the Act, they hold office till the date of ensuing Annual General Meeting and are eligible for re-appointment.

Notice under the provisions of the Section 160 of the Act along with the deposit of requisite amount has been received from a member signifying its intention to propose the candidatures of Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry, as Directors of the Company.

In terms of Section 149 of the Act, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and are not liable to retire by rotation. Each of these Directors has given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act as well as Clause 49 of the Listing Agreement.

The subject of appointment of Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry as Independent Directors were placed before the Nomination & Remuneration Committee, which recommended their appointment for five years from the date of the Annual General Meeting.

In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of each of these Directors as Independent Directors are now being placed before the members in General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

The Directors recommend the resolutions set out in Item Nos. 6 to 8 of the accompanying notice.

Messrs Sunalini Menon, V. Leeladhar and Siraj Azmat Chaudhry are interested and concerned in the Resolutions mentioned at Item Nos. 6 to 8 in the Notice. No other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolutions.

Item No. 9

Mr. K. Venkataraman was appointed as an Additional Director and Executive Director - Finance and CFO of the Company with effect

from 25th October, 2014. The members vide E-voting/Postal Ballot process dated 13th January, 2015, approved the terms and conditions of his appointment including the Remuneration payable. In terms of the provision of Section 161 of the Act, he holds office till the date of the ensuing AGM and is eligible for re-appointment.

Notice under the provision of Section 160 of the Act, along with the requisite deposit has been received from a member signifying its intention to propose the candidature of Mr. K. Venkataraman as a Director of the Company.

The Directors recommend the resolution set out in Item No. 9 of the accompanying notice.

Mr. K. Venkataraman is interested and concerned in the Resolution mentioned in item No. 9 in the Notice. Other than Mr. K. Venkataraman, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.

Item Nos. 10 & 11

Mr. Sanjiv Sarin was appointed as an Additional Director of the Company with effect from 25th April, 2015. In terms of the provision of Section 161 of the Act he holds office till the date of the ensuing AGM and is eligible for re-appointment. The Board of Directors, vide its Meeting dated 27th March, 2015 also appointed Mr. Sanjiv Sarin as Managing Director and CEO of the company for a period of three years with effect from 25th April, 2015 on the terms and conditions including remuneration as indicated below. In terms of the provision of Section 161 of the Act he holds office till the date of the ensuing AGM and is eligible for re-appointment.

Mr. Sanjiv Sarin's appointment is subject to the approval of the members in the Annual General Meeting.

Notice under the provision of Section 160 of the Act, along with the requisite deposit has been received from a member signifying its intention to propose the candidature of Mr. Sanjiv Sarin as a Director of the Company.

The main terms and conditions of appointment of Mr. Sanjiv Sarin (hereinafter referred to as “MD and CEO”) are given below:

- A. Tenure of Appointment:** The appointment of the MD and CEO is for a period of 3 years with effect from 25th April, 2015.
- B. Nature of Duties:** The MD and CEO shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the

Boards of such Associated Companies/Subsidiaries or any other Executive Body or a Committee of such a Company.

C. Remuneration:

The MD and CEO shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

- (i) Remuneration: (a) Basic salary upto a maximum of ₹ 7,00,000 per month, with authority to the Board or a Committee thereof to fix his basic salary within the said maximum amount; (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.
- (ii) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of the MD and CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above.

D. Other terms of Appointment:

- i. The MD and CEO shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the MD and CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD and CEO subject to such approvals as may be required.
- iii. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. The employment of the MD and CEO may be terminated by the Company without notice or payment in lieu of notice:
 - (a) if the MD and CEO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - (b) in the event of any serious, repeated or continuing breach (after prior warning) or non-observance by the MD and CEO of any of the stipulations

contained in the Agreement executed between the Company and the MD and CEO ("Agreement"); or

- (c) in the event the Board expresses its loss of confidence in the MD and CEO.
- v. In the event the MD and CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- vi. Upon the termination by whatever means of the MD and CEO's employment:
 - (a) the MD and CEO shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office;
 - (b) the MD and CEO shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies. In accordance with the Articles of Association of the Company, the Managing Director will not be liable to retire by rotation.
- vii. The terms and conditions of appointment of the MD and CEO also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.
- viii. If and when the Agreement expires or is terminated for any reason whatsoever, the MD and CEO will cease to be the MD and CEO, and also cease to be a Director.

In compliance with provision of Sections 196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Directors recommend the resolutions set out in Item Nos. 10 & 11 of the accompanying notice.

Mr. Sanjiv Sarin is interested and concerned in the resolutions mentioned in item Nos. 10 & 11 in the Notice. Other than Mr. Sanjiv Sarin, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions.

Item No. 12

The Board of Directors of the Company on the recommendation of the Audit Committee approved the Appointment and Remuneration of M/s Rao, Murthy & Associates, Cost Accountants, to conduct the

Audit of Cost Records of the Company for the Financial Year ending 31st March, 2016.

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Remuneration payable to the Cost Auditor is to be ratified by the members of the Company.

The Directors recommend the resolution set out in Item No. 12 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, in the resolution.

By Order of the Board
N.S. Suryanarayanan
Company Secretary

Place: Bengaluru
Date: 15th May, 2015

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE THROUGH ELECTRONIC MEANS:

1. 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 Company is pleased to provide to the Members the facility to exercise their right to vote at the 72nd Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL (for members whose e-mail ID's are registered with the Company/ Depository Participants):

- (i) Open the e-mail and open pdf file "Tata Coffee e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/PIN for e-voting. Please note that this password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>.
- (iii) Click on "Shareholder – Login".
- (iv) Type User ID and password as initial password/ PIN noted in step (i) above. Click Login.
- (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly

recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".
- (vii) Select the "EVEN" (Electronic Voting Event Number) of Tata Coffee Limited. Now you are ready for e-voting as Cast Vote page opens.
- (viii) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 27th July, 2015 ("Cut off Date").
- (ix) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
- (x) You can similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting. During the voting period, members can login any number of times till they have voted on all the Resolutions.
- (xi) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.
- (xii) Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: 'cs@parikhassociates.com' with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO.

- B. In case of Members whose e-mail ID's are not registered with the Company/Depository Participants, their User ID and initial password/ PIN is provided on the Ballot Form sent with the Annual General Meeting Notice.
- Please follow all steps from Sr. No. (ii) to (xi) as mentioned in (A) above, to cast your vote.
- C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/PIN for casting their votes.
- D. The e-voting period commences on 31st July, 2015 (9.00 a.m.) and ends on 2nd August, 2015 (5.00 p.m.). During this period, members holding shares in either physical or dematerialized form as on the Cut-Off Date of 27th July, 2015, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- E. In case of any query pertaining to e-voting, members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evoting.nsdl.com>.
- For the benefit of Members who do not have access to e-voting facility, a Ballot form is being sent along with the Notice of the Annual General Meeting, to enable them to send their assent or dissent by post. Members may send the duly completed Ballot Forms so as to reach the Scrutinizer not later than 29th July, 2015 (5.00 p.m.). Ballot Forms received after this date will be treated as invalid. Detailed instructions on voting through post are given on the reverse of the Ballot Form.
2. General instructions/information for Members for voting on the Resolutions:
- (a) A Member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot form of that Member shall be treated as invalid.
- (b) Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
- (c) Members who have cast their vote by remote e-voting or through Ballot Form prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- (d) The voting rights of the shareholders (for voting through remote e-voting or through Ballot Form or by Poll paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on 27th July, 2015 ("Cut-Off Date"). 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, voting through Ballot form as well as voting at the meeting.
- (e) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holdings shares as of the cut of date i.e. 27th July, 2015, may obtain the login Id and password by sending a request at 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
- (f) In case a member is desirous of obtaining a duplicate Ballot Form, or desires to vote in physical form, he may request for same by mentioning their folio/DP Id-Client Id No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 29th July, 2015 (5.00 p.m. IST) Ballot Forms received after this date will be treated as invalid.
- (g) Mr. P.N. Parikh, Practicing Company Secretary (Membership No. FCS 327) has been appointed by the Company as Scrutinizer for scrutinizing the remote e-voting process, voting through Ballot and Poll at the AGM in a fair and transparent manner.
- (h) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company.
- (i) The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and votes received through post and make, not later than two days from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (j) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.tatacoffee.com and on the website of NSDL within two (2) working days of passing of the resolutions and communicated to the Stock Exchanges where the Company is listed, viz. Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.



TATA COFFEE LIMITED

Corporate Identification No.L01131KA1943PLC000833
 Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020.
 Ph. No. 080 23560695/97 Fax No. 080 23341843
 Registered Office: Pollibetta 571215, South Kodagu, Karnataka , India.
 E-mail Address: investors@tatacoffee.com Website: www. tatacoffee.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 the member(s):		E-mail Id:	
Registered address:		Folio No/Client Id*:	
		DP Id*:	

*Applicable to shareholders holding shares in electronic form

I/We.....of.....being a Member(s) of Tata Coffee Limited, hereby appoint:

- 1) of having e-mail Id or failing him
- 2) of having e-mail Id or failing him
- 3) of having e-mail Id and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 72nd Annual General Meeting of the Company, to be held at the Registered Office of the Company at Pollibetta, Kodagu, on Monday the 3rd August, 2015 at 10.00 A.M. and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2015, together with the Report of the Auditors thereon.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Mr. T. Radhakrishnan (DIN: 03527405), who retires by Rotation and being eligible, offers himself for re-appointment.		
4.	Re-appointment of Mr. R. Harish Bhat (DIN:00478198) who retires by Rotation and being eligible, offers himself for re-appointment.		
5.	Appointment of Auditors.		
Special Business			
6.	Appointment of Ms. Sunalini Menon as an Independent Director.		
7.	Appointment of Mr. V. Leeladhar as an Independent Director.		
8.	Appointment of Mr. Siraj Azmat Chaudhry as an Independent Director.		
9.	Appointment of Mr. K. Venkataraman as Director.		
10.	Appointment of Mr. Sanjiv Sarin as Director.		
11.	Appointment of Mr. Sanjiv Sarin as Managing Director and CEO.		
12.	Approval of Cost Auditor's Remuneration.		

Signed this ____ day of ____ 2015.

Signature of Shareholder: _____

Signature of Proxy holder: _____

Note:

1. This form of Proxy , in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at Pollibetta 571215, South Kodagu, Karnataka, India not less than Forty-Eight (48) hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annul General Meeting.

Please affix
Revenue
Stamp

TATA COFFEE LIMITED

Corporate Identification No.L01131KA1943PLC000833
 Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020.
 Ph. No. 080 23560695/97 Fax No. 080 23341843
 Registered Office: Pollibetta 571215, South Kodagu, Karnataka , India.
 E-mail Address: investors@tatacoffee.com Website: www. tatacoffee.com

ATTENDANCE SLIP

DP.Id*:	
Client Id*:	

*Applicable to shareholders holding shares in electronic form

Folio No.	
No. of Shares	

Name and Address of the Shareholder:

I hereby record my presence at the 72nd Annual General Meeting of the Company held at the Registered Office of the Company at Pollibetta – 571 215, Kodagu, Karnataka on Monday, the 3rd August, 2015 at 10.00 A.M.