

Compliance Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company's Corporate Governance philosophy is based on transparency, accountability, values and ethics and forms an integral part of the management's initiative in its ongoing pursuit towards achieving excellence, growth and value creation. Your Company is committed to adopt highest standards of Corporate Governance and disclosure practices to ensure that its affairs are managed in the best interest of all stakeholders. The comprehensive written code of conduct "Tata Code of Conduct" adopted by the Companies in the Tata Group has also been adopted by the Company, which serves as a guide on the standards of values, ethics and business principles to be followed in running its affairs. The Company has adopted the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations and the Whistle Blower Policy. The Company has also adopted the Tata Business Excellence Model, which stresses on excellence in whatever the Company does, while upholding high levels of values and business ethics.

Your Company has complied with the requirements of Corporate Governance stipulated in Clause 49 of the Listing Agreements executed with the Stock Exchanges.

2. BOARD OF DIRECTORS:

Composition:

The Board of Directors along with its Committees provides Leadership and Guidance to the Management and directs and supervises the performance of the Company, thereby enhancing Stakeholder value. The Board has a fiduciary

relationship in ensuring that the rights of all stakeholders are protected.

The Board of Directors as on 31st March, 2015 comprise of 8 Directors, of which 5 were Non-Executive Directors. The Company has a Non-Executive Chairman and 4 Independent Directors as on 31st March, 2015 constituting one-half of the total number of Directors. All Directors possess relevant qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors.

The Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and the Governance Guidelines for Board effectiveness adopted by the Company. Formal letters of appointment are issued to the Independent Directors and the terms and conditions of their appointment are disclosed on the Company's website. None of the Directors on the Board is a member of more than ten committees and Chairman of more than five committees (committees being Audit Committee and Stakeholders Relationship Committee as per Clause 49 II (D)(2) of the Listing Agreement), across all the Companies in which he/she is a Director. The necessary disclosures regarding their committee positions have been made by all the Directors. None of the Directors holds office in more than twenty Companies and in more than ten Public Companies.

Category and attendance of Directors:

Details of attendance of Directors at the Board Meetings and at the last Annual General Meeting with particulars of their Directorship and Chairmanship/Membership of Board/Committees in other Companies are as under:

Name	Category	No. of Board Meetings during 2014-15	Attendance at AGM held on 21 st July, 2014	No. of other Directorships* (As on 31.03.2015)	Committee Positions in Mandatory Committees*		No. of Shares held
					Member	Chairman	
Mr. R. Harish Bhat	C(NED)	10	Yes	4	1	–	–
Prof. Arun Monappa	NED and IND	8	Yes	–	–	–	–
Mr. S. Santhanakrishnan	NED and IND	10	Yes	6	2	2	–
Mr. Venu Srinivasan (resigned w.e.f. 01.09.2014)	NED and IND	1	No	–	–	–	–
Mr. D. R. Kaarthikeyan (retired w.e.f.01.10.2014)	NED and IND	3	No	–	–	–	–
Mr. M. Deepak Kumar (retired w.e.f.24.10.2014)	ED	3	No	–	–	–	–
Mr. Hameed Huq (retired w.e.f.31.03.2015)	MD	10	Yes	–	–	–	1990
Mr. T. Radhakrishnan	ED	9	Yes	–	–	–	–
Ms. Sunalini Menon (appointed w.e.f.23.09.2014)	NED and IND	6	–	–	–	–	–
Mr. K. Venkataramanan (appointed w.e.f.25.10.2014)	ED and CFO	5	–	2	1	–	–
Mr. V. Leeladhar (appointed w.e.f.22.12.2014)	NED and IND	3	–	5	1	2	–

C-Chairman; NED-Non-Executive Director; IND – Independent Director; MD- Managing Director; ED-Executive Director; CFO - Chief Financial Officer

* Excludes Directorships in Associations, Private Limited Companies, Foreign Companies, Government Bodies and Companies registered under Section 8 of the Companies Act, 2013. Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions.

During the Financial Year 2014-15, the Board met ten times on 13th May, 21st July, 22nd July, 23rd September, 21st October, 15th November, 25th November, 26th December in 2014 and 24th January, and 27th March in 2015.

Board Procedure:

The annual calendar of the Board Meetings is circulated to the members of the Board in advance. The agenda is circulated in advance of the Board meetings to the Board members along with comprehensive back-ground information on the items in the agenda to enable the Board to arrive at appropriate decisions. The information as required under Annexure X to Clause 49 is made available to the Board. The Board also reviews the declarations made by the Managing Director and Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis.

Code of Conduct:

The Company has adopted the Tata Code of Conduct for all employees of the Company, including the Managing Director. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are posted on the Company's website.

All Board members and senior management personnel (as per Clause 49 of the Listing Agreement) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing Director and CEO forms part of this report.

Apart from receiving remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors, none of the Directors have any other material pecuniary relationship or transactions with the Company, its Promoters or its Directors, its Senior Management or its Subsidiaries and Associates. None of the Directors are inter-se related to each other.

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 that could have potential conflict of interest with the Company at large.

Separate meeting of Independent Directors:

A separate meeting of Independent Directors of the Company was held on 27th March, 2015. At the meeting, the Independent Directors reviewed the performance of non-independent Directors, the Board and the Chairman of the Company.

Board and Director's Evaluation and Criteria for evaluation:

During the year, the Board has carried out an annual 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 and procedure 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.

The criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the 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 and CEO.

The 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 Directors is detailed in the Directors' Report.

Familiarization Programme for Independent Directors:

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, 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 familiarization programme for Independent Directors is disclosed on the Company's website at the following web link: http://www.tatacoffee.com/investors/shareholder_information/TCL_familiarisation_programme.pdf.

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 as follows:

- a) Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b) Review with the management the quarterly and annual financial statements and the Auditor's report thereon, before submission to the Board for approval.
- c) Discuss with the Statutory Auditors, before the audit commences, about the nature and scope of Audit, as well as post-audit discussion to ascertain any area of concern.
- d) Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditors, remuneration and terms of appointment of Auditors, fixation of audit fees and to approve payment for any other services rendered by the Statutory Auditors.
- e) Review and monitor the Auditor's independence and performance and effectiveness of audit process.
- f) Review with the management, performance of the statutory and internal auditors.
- g) Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems.
- h) Evaluate Internal Financial Controls and Risk Management systems.
- i) Scrutinize inter-corporate loans and investments.
- j) Discuss any significant findings with internal auditors and follow-up thereon.
- k) Review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- l) Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders and creditors.
- m) Approve transactions, including any subsequent modifications, of the Company with related parties.
- n) Valuation of undertakings or assets of the Company, wherever it is necessary.
- o) Review and monitor the statement of use and application of funds raised through public offers and related matters.
- p) Review the functioning of the Whistle Blower mechanism.
- q) Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
- r) And, generally, all items listed in Clause 49 III (D) of the Listing Agreement and in Section 177 of the Companies Act, 2013.

Composition and Attendance during the year:

A qualified and independent Audit Committee has been set up by the Board in compliance with the requirements of Clause 49 of the Listing Agreement with Stock Exchanges read with Section 177 of the Companies Act, 2013. All members of the Committee are financially literate, with Mr. S. Santhanakrishnan, Chairman of the Committee, having the relevant accounting and financial management expertise.

Details of Attendance of Directors at the Audit Committee Meetings during the Financial Year 2014-15 are as under:

Name	Category	No. of Meetings attended during 2014-15
Mr. S. Santhanakrishnan – Chairman	Independent, Non-Executive	9
Prof Arun Monappa, Member	Independent, Non-Executive	8
Mr. D. R. Kaarthikeyan, Member (retired from the Board on 01.10.2014)	Independent, Non-Executive	4
Ms. Sunalini Menon, Member (appointed w.e.f 23.9.2014)	Independent, Non-Executive	4
Mr. V. Leeladhar, Member (appointed w.e.f 22.12.2014)	Independent, Non-Executive	3

During the Financial Year 2014-15 the Audit Committee met nine times on 5th May, 12th May, 24th June, 21st July, 19th August, 20th October in 2014 and on 5th January, 22nd January, 28th March in 2015. The Committee Meetings are attended by the Managing Director and CEO, Executive Director – Finance and CFO, Executive Director (ICD Operations) and the respective Departmental heads. The Company Secretary acts as the Secretary of the Audit Committee. The Statutory Auditors and Internal Auditors also attend the Audit Committee meetings by invitation.

All the recommendations of the Audit Committee have been accepted by the Board of Directors.

During the year, the Audit Committee reviewed key audit findings covering operational, financial and compliance areas, risk mitigation plan covering key risks affecting the Company, which were presented to the Committee. The Chairman of the Committee briefed the Board members about the significant discussions at Audit Committee meetings.

The Chairman of the Audit Committee Mr. S. Santhanakrishnan, was present at the Annual General meeting of the Company held on 21st July, 2014.

4. NOMINATION AND REMUNERATION COMMITTEE:

Terms of reference:

The terms of reference of the Nomination and Remuneration Committee (NRC) are as follows:

- Make recommendations regarding the composition of the Board, identify Independent Directors to be inducted

to the Board from time to time and take steps to refresh the composition of the Board from time to time.

- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.
- 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.
- Devise a policy on Board Diversity.
- Evaluate and approve the appointment and remuneration of senior executives, including KMP, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term. incentive plans of the Company, policies and programmes such as succession planning, employment agreements, severance agreements and any other benefits.
- Establish key performance metrics to measure the performance of the Managing Director and CEO, Executive Directors, KMP and the executive team including the use of financial, non-financial and qualitative measures.
- Review and recommend to the Board the remuneration and commission to the Managing and Executive Directors and define the principles, guidelines and process for determining the payment of commission to Non-Executive Directors of the Company.

The composition of the Committee and the details of Meetings attended by the Directors during the year are given below:

Composition and Attendance during the year:

The composition of the Committee and the details of Meetings attended by the Directors during the year are given below:

Name	Category	No. of Meetings attended
Mr. S. Santhanakrishnan - Chairman	Independent, Non-Executive	5
Mr. R. Harish Bhat, Member	Non-Executive	5
Prof. Arun Monappa, Member	Independent, Non-Executive	3
Mr. Venu Srinivasan, Member (till 01.09.2014)	Independent, Non-Executive	1

The NRC met five times on 13th May, 23rd September, 21st October and 26th December in 2014 and 27th March, in 2015.

The Chairman of the Nomination and Remuneration Committee, Mr. S. Santhanakrishnan was present at the Annual General Meeting of the Company held on 21st July, 2014.

Remuneration Policy:

The Company's philosophy for remuneration of Directors, Key Managerial Personnel 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, Key Managerial Personnel and other employees, which is aligned to this philosophy. The key factors considered in formulating the Policy 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.

The key principles governing the Company's Remuneration Policy are as follows:

Remuneration for Independent Directors and Non-Independent Non-Executive Directors:

- a) Independent Directors ('ID') and Non-Independent Non-Executive Directors ('NED') are paid sitting fees for attending the Meetings of the Board and of Committees of which they are members and commission within regulatory limits as recommended by the NRC and approved by the Board.
- b) Overall remuneration 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. Remuneration paid should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.

- c) 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.
- d) The remuneration payable to ID/NED shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

Remuneration for Managing Director ('MD')/ Executive Directors ('ED')/ Key Managerial Personnel ('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, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to regulatory requirements.

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, the Company provides employees with certain perquisites, allowances and benefits in accordance with terms of employment/contract.

In addition to the Basic/Fixed Salary, benefits, perquisites and allowances as provided above, the Company provides to its MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the Company in the Financial Year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the NRC and approved by the Board.

Details of the remuneration paid during the year 2014- 15:

a) Non-Executive Directors

Name	Commission for FY 2013-14, paid during 2014-15 (₹)	Sitting fee (₹)	Remarks
Mr. R. K. Krishna Kumar	20,00,000	–	retired w.e.f. 18.07.2013
Mr. U. Mahesh Rao	17,92,235	–	retired w.e.f. 02.07.2013
Mr. R. Harish Bhat	–	2,60,000	
Mr. S. Santhanakrishnan	54,13,046	4,80,000	
Prof. Arun Monappa	29,78,417	3,70,000	
Ms. Sunalini Menon	–	2,20,000	appointed w.e.f. 23.09.2014
Mr. V. Leeladhar	–	1,20,000	appointed w.e.f. 22.12.2014
Mr. Venu Srinivasan	2,06,416	30,000	resigned w.e.f. 01.09.2014
Mr. D. R. Kaarthikeyan	26,09,886	1,40,000	retired w.e.f. 01.10.2014

The Non-Executive Directors are entitled to Commission not exceeding 1% of profits calculated under section 198 of the Companies Act, 2013. It is proposed to pay a sum upto ₹ 125 Lakhs as Commission to them for the Financial Year 2014-15.

b) Managing Director and Executive Directors for the Financial Year 2014-15:

₹ in Lakhs

Name	Salary	Perquisites and Allowance	Contribution to Retiral funds	Commission for FY 2013-14, paid during 2014-15 (₹)
Mr. Hameed Huq	132.80	47.68	15.15	62.00
Mr. M. Deepak Kumar (till 24.10.2014)	77.11	20.27	6.44	35.00
Mr. T. Radhakrishnan	38.80	13.68	6.16	20.00
Mr. K. Venkataramanan (from 25.10.2014)	24.82	8.94	4.02	NA

The Company pays Sitting Fee of ₹ 20,000/- per meeting to the Non-Executive Directors for attending meetings of the Board, Audit Committee and Executive Committee and ₹10,000/- for other Committees. The payment of Commission to Non-Executive Directors is approved by the Shareholders and by the Board. The Commission payable to the Non-Executive Directors is decided each year by the Board of Directors and distributed amongst them based on their attendance and contribution at the Board. The Company also reimburses the out of pocket expenses incurred by the Non-Executive Directors for attending meetings.

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, subject to the terms of their appointment, 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:

In terms of Section 178(5) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the following are the terms of reference of the Stakeholders Relationship Committee:

- To consider and resolve the grievances of the security holders of the Company, including complaints related to transfer of shares, non receipt of annual report, non receipt of declared dividends, etc.
- To set forth the policies relating to and to oversee the implementation of the Code of Conduct for Prevention of Insider Trading and to review the concerns received under the Tata Code of Conduct.

The Company has adopted the Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made while dealing with the shares of the Company. Mr. K Venkataramanan, Executive Director – Finance and CFO has been appointed as the Compliance Officer for the implementation of and overseeing compliance with the Regulations and the Code across the Company.

Composition and Attendance during the year:

Name	Category	No. of Meetings attended
Mr. S. Santhanakrishnan - Chairman	Independent, Non-Executive	4
Mr. R. Harish Bhat, Member	Non-Executive	5
Mr. Hameed Huq, Member (till 31.03.2015)	Managing Director	5

During the Financial Year 2014-15 the Committee met five times on 13th May, 24th June, 22nd July and 21st October in 2014 and 24th January in 2015. The Committee oversees the performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of investor service. Mr. N.S. Suryanarayanan, Company Secretary is the Compliance Officer. Given below is the position of correspondences received and attended to for the year 2014-15.

Requests/Queries received	2356
Requests/Queries attended	2326
Pending requests/queries as on 31.03.2015	30*

* Letters were received in the last week of March and have been replied to in April 2015.

The Shares of the Company are traded in dematerialized form. During the Financial Year 2014-15, 114 requests for transfer/transmission covering 45,161 shares and 202 requests for dematerialization covering 66,877 shares were received and processed. As on 31st March, 2015, there were 8 requests for transfer/transmission covering 8,259 shares and 18 requests for dematerialization covering 27,120 shares were pending. These requests were received in last week of March 2015 and have been subsequently processed.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Terms of reference:

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013. The Committee has been constituted with the following terms of reference:

- 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.
- Recommend the amount to be spent on the CSR activities.
- Monitor the Company's CSR Policy periodically.
- Attend to such other matters and functions as may be prescribed from time to time.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company www.tatacoffee.com. The Annual Report on CSR activities for the Financial Year 2014-15 forms a part of the Directors' Report

Composition and Attendance during the year:

Name	Category	No. of Meetings attended
Ms. Sunalini Menon, Chairperson	Independent, Non- Executive	2
Mr. S. Santhanakrishnan, Member	Independent, Non- Executive	2
Mr. Hameed Huq, Member (till 31.03.2015)	Managing Director	2

During the Financial Year the CSR Committee met two times on 25th November, 2014 and 28th March, 2015.

7. SUBSIDIARY COMPANIES:

The Company does not have any material non-listed Indian subsidiary as defined under Clause 49 of the Listing Agreement, viz. an unlisted subsidiary incorporated in India, whose income or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

The Company's Audit Committee reviews the consolidated financial statements of the Company as well as the financial statements of the subsidiaries, including the investments made by the subsidiaries. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company are periodically placed before the Board of Directors of the Company.

The Company has formulated a policy for determining material subsidiaries and the Policy is disclosed on the Company's website www.tatacoffee.com.

8. GENERAL BODY MEETINGS:

i. Location and time, where last three AGMs were held:

The Last three Annual General Meetings of the Company were held as under:

Year	Date & Time of Meeting	Venue
2011-12	27 th July, 2012 at 11.30 A.M	Registered Office :
2012-13	2 nd July, 2013 at 11:30 A.M	Pollibetta – 571215,
2013-14	21 st July, 2014 at 10:00 AM	Kodagu

ii. Whether any special resolutions passed in the previous three AGM's:

Two Special Resolutions were passed at the AGM held on 21st July, 2014 for approving borrowing limits of the Company and creation of mortgage/charge on the assets of the Company.

iii. Whether any Special Resolution passed last year through postal ballot- details of voting pattern:

During 2014-15, two special resolutions were approved by the shareholders through an E-voting/Postal Ballot which were carried out during December 2014/January 2015. The special resolutions related to Alteration of the Memorandum and Articles of Association of the Company

for the sub-division in the Equity Shares of the Company. Both the special resolutions were passed with the requisite majority.

The members also approved through E-voting/Postal Ballot, two ordinary resolutions relating to the sub-division of the equity shares of the Company and appointment of Mr. K. Venkataramanan as Executive Director- Finance and CFO. Both the ordinary resolutions were passed with the requisite majority.

The results of the E-Voting/Postal Ballot held in Dec. 14/Jan. 15 are as follows:

Subject	Sub-Division of Equity Shares from the Face Value of ₹ 10/- per share to ₹ 1/- per share. (Ordinary Resolution)	Alteration of Memorandum of Association of the Company. (Special Resolution)	Alteration of the Articles of Association of the Company. (Special Resolution)	Appointment of Mr. K. Venkataramanan as Executive Director- Finance and CFO. (Ordinary Resolution)
No. of Votes cast in favour of the resolution (Shares)	1,09,76,393	1,09,72,192	1,09,72,219	1,09,72,612
Voted against resolution (Shares)	597	625	725	601
Invalid votes cast (Shares)	3,025	6,361	6,276	6,346

iv. Person who conducted the E-voting/Postal Ballot exercise:

The E-voting/Postal Ballot was conducted under the supervision of Mr. P.N Parikh – Practicing Company Secretary in Mumbai. The poll was conducted at the AGM of the Company under the supervision of Mr. Sudhir Hulyalkar – Practicing Company Secretary; their reports issued in this regard have been filed with the Stock Exchanges and hosted in the web site of the Company.

v. Whether any special resolution is proposed to be conducted through Postal Ballot:

No

vi. Procedure for Postal Ballot:

Postal Ballot is carried out following the procedures set out in Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), that the resolutions appended are proposed to be passed by way of E-voting/Postal Ballot.

material nature with its promoters, their subsidiaries, the Directors or the management or relatives, etc of the Company which have potential conflict with the interests of the Company at large. Declarations have been received from the Senior Management Personnel to this effect. The Company has formulated a Related Party Transactions Policy and the same is displayed on the Company's website www.tatacoffee.com.

- The Company has complied with the requirements of the Stock Exchanges/ SEBI and statutory authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by these authorities.
- The Managing Director and CEO and the Chief Financial Officer 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.
- The Company has a well defined risk management framework in place. The company periodically places before the Audit Committee and the Board, the key risks assessment and mitigation procedures followed by the Company.

9. DISCLOSURES:

- There were no materially significant related party transactions i.e. transactions of the Company of

- e. The Company has complied with all the mandatory and non-mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. The status of compliance with the non-mandatory requirements are as under:
- i. The financial statements of the Company are unqualified.
- ii. The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director and CEO.
- iii. The Internal Audit reports to the Audit Committee.

10. MEANS OF COMMUNICATION:

The Quarterly and Annual Financial Results of the Company are e-mailed/ faxed/couriered to the Stock Exchanges in accordance with the Listing Agreement. The Results are displayed on the BSE and NSE websites. The Results are also published in leading English and Kannada Newspapers and posted on the Company's website "www.tatacoffee.com". In terms of clause 47(f) of the Listing Agreement, the Company has designated a separate email ID for entertaining investor complaints viz., investors@tatacoffee.com. The Official news releases and presentations made to Institutional Investors and Analysts are posted on the Company's website.

11. GENERAL SHAREHOLDER INFORMATION:

I. AGM: Date, Time and Venue	Monday, the 3 rd August, 2015 at 10 A.M at the Registered Office: Pollibetta – 571 215, Kodagu.
II. Financial Calendar (tentative)	Board Meeting for approval of: Audited Results for the first quarter ending 30 th June, 2015 In July/August 2015 Audited Results for the second quarter ending 30 th September, 2015 In October/November 2015 Audited Results for the third quarter ending 31 st December, 2015 In January/February 2016 Annual Accounts for the Financial Year 2015-2016 In May/June, 2016 Annual General Meeting for the year ended 31 st March, 2016 In July/August, 2016
III. Dates of Book Closure	21 st July, 2015 to 3 rd August, 2015 (both days inclusive)
IV. Dividend Payment Date	The Dividend will be paid on or after 6 th August, 2015.
V. Listing on Stock Exchanges	Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Tel: 022-22721233/34 Fax: 022-22723121 Stock Code: 532301 National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G.Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051 Tel Nos: 022-26598100-8114 Fax : 022-26598237/38 Stock Code: TATACOFFEE

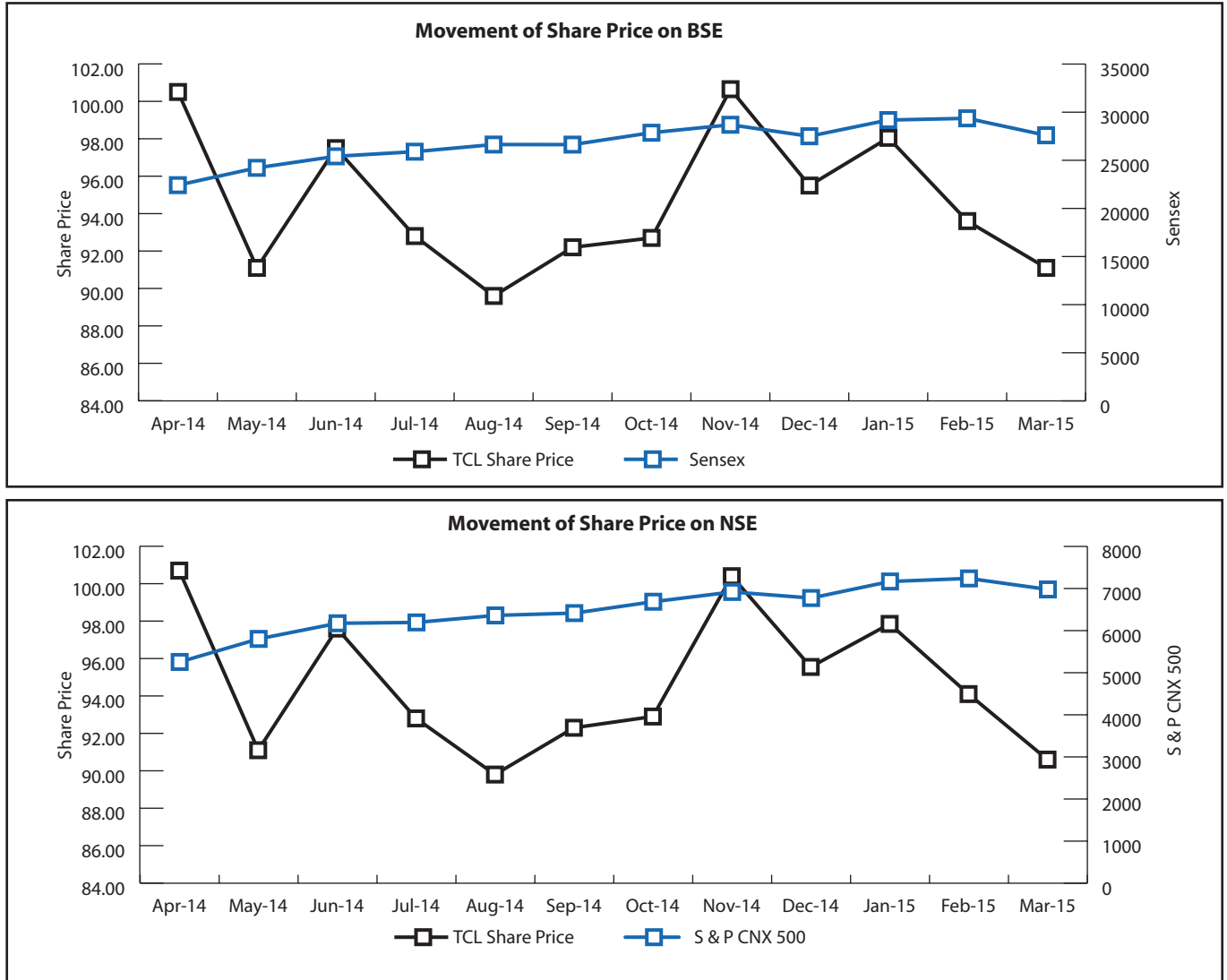
The Company has paid Listing Fees for the Financial Year 2015-16 to each of the Stock Exchanges.

VI. Market Price Data: High and Low during each month in the last Financial Year.

Month	Bombay Stock Exchange Ltd.		National Stock Exchange of India Ltd.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2014	1074.80	949.60	1075.00	948.00
May, 2014	1040.90	901.00	1041.00	901.20
June, 2014	1039.00	911.00	1038.80	905.15
July, 2014,	1003.00	906.80	1002.70	906.05
August, 2014,	935.00	891.00	935.00	890.00
September, 2014	999.00	888.00	999.00	887.05
October, 2014	959.00	906.25	955.00	906.00
November, 2014	1030.00	915.15	1030.00	913.20
December, 2014	1026.90	932.45	1027.00	930.00
January, 2015*	1038.40	97.10	1040.00	97.00
February, 2015,	101.70	85.10	101.70	85.20
March, 2015,	103.00	88.55	102.80	89.00

* The face value of the equity share of ₹ 10/- each have been sub-divided into ten equity shares of ₹ 1/- each with effect from the record date i.e 27th January 2015.

VII. Share price performance compared with Broad based indices:



Note: The face value of the equity share of ₹ 10/- each have been sub-divided into ten equity shares of ₹ 1/- each with effect from the record date i.e. 27th January 2015. For the purpose of comparison, the share prices for the period 1st April 2014 to 31st December, 2014 mentioned in the graph have been proportionally adjusted.

VIII. Name of the Depository with whom the Company has entered into Agreement:	ISIN Number
1. National Securities Depositories Limited	INE493A1027
2. Central Depository Services (India) Limited	INE493A1027

**IX. Registrar and Transfer Agent:
Share Transfer System**

Share Transfers, Dividend payments and all other investor related activities are attended to and processed at the Registered office of our Registrars and Transfer Agent (R&T). For lodgement of transfer deeds and any other documents or for any grievances/complaints kindly contact any of the offices of TSR Darashaw Limited which are open from 10.00 a.m to 3.30 p.m between Monday to Friday (Except on bank holidays)

TSR Darashaw Limited.**REGD.OFFICE:**

6-10, Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road, Mahalaxmi, MUMBAI - 400 011

Tel: 022-66568484, Fax: 022-66568494

E-mail: csg-unit@tsrdarashaw.com Web: www.tsrdarashaw.com

BRANCH OFFICES:**i. Bengaluru:**

503, Barton Centre, 5th Floor, 84,
Mahatma Gandhi Road, Bengaluru – 560 001

Tel: 080-25320321

Fax: 080-25580019

E-mail: tsrdlbgang@tsrdarashaw.com

iii. Kolkata :

Tata Centre, 1st Floor, 43, J L Nehru Road, Kolkata – 700 071

Tel: 033-22883087

Fax: 033-22883062

E-mail: tsrdlcal@tsrdarashaw.com

v. Ahmedabad (Agent):

Shah Consultancy Services Limited

3, Sumathinath Complex

2nd Dhal, Pritam Nagar

Ellisbridge

Ahmedabad – 380 006

Tel: 079- 26576038

E-mail: shahconsultancy8154@gmail.com

ii. New Delhi:

2/42 Ansari Road, 1st Floor, Daryaganj,
Sant Vihar, New Delhi – 110 002

Tel: 011-23271805

Fax: 011-23271802

E-mail: tsrdldel@tsrdarashaw.com

iv. Jamshedpur:

Bungalow No. 1, 'E' Road, Northern Town, Bistupur,
Jamshedpur – 831 001

Tel: 0657-2426616, Fax: 0657-2426937

E-mail: tsrdljsr@tsrdarashaw.com

X. Share Transfer Physical System

Shares in physical form should be lodged for transfer at the office of the Company's Registrar & Transfer Agent, TSR Darashaw Ltd., Mumbai or at their branch offices at the addresses given above. The transfers are processed, if technically found to be in order and complete in all respects. As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialised form.

Dematerialization of Shares and Liquidity

The process of conversion of shares from physical form to electronic form is known as dematerialisation. For dematerializing the shares, the Shareholder has to open a demat account with a Depository Participant (DP). The Shareholder is required to fill in a Demat Request Form and submit the same along with the Share Certificate(s) to the DP. The DP will allocate a demat request number and shall forward the request physically and electronically, through NSDL/CDSL to the R & T Agent. On receipt of the demat request, both physically and electronically and after verification, the Shares are dematerialised and an electronic credit of shares is given in the account of the Shareholder.

Secretarial Audit

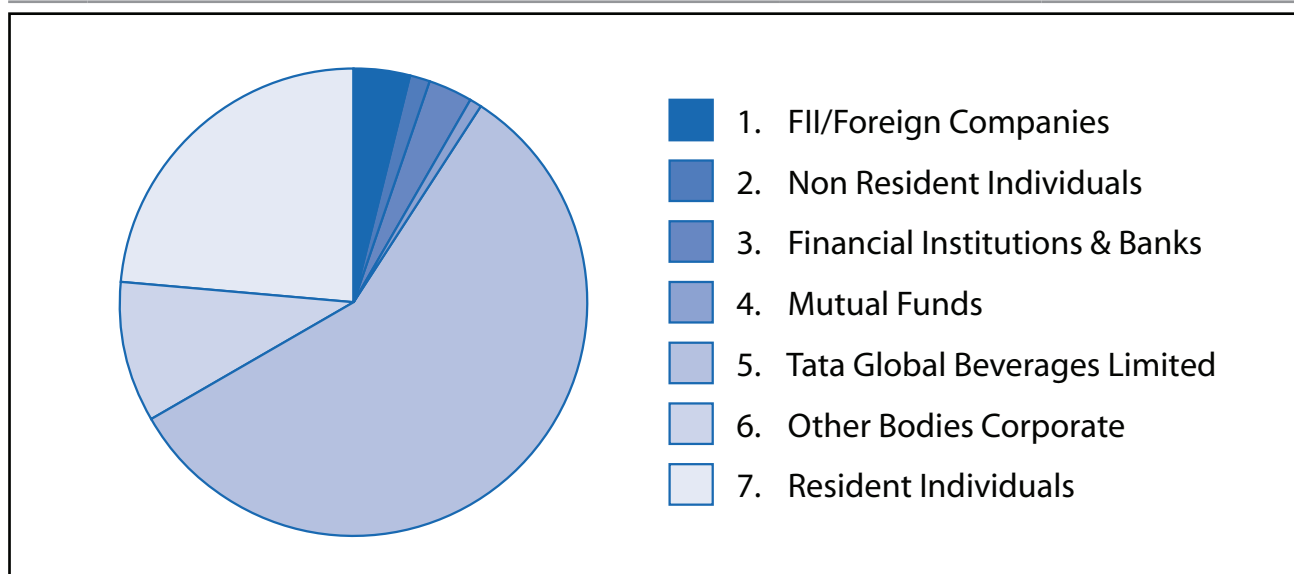
- M/s. Sudhir Huliyaikar & Associates, Practicing Company Secretaries have conducted a Secretarial Audit of the Company for the year 2014-15. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act and the Rules made there under, Listing Agreements with the Stock Exchanges, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Directors' Report.
- Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates have been issued on a half-yearly basis, by M/s. Parikh & Associates, Practicing Company Secretaries, certifying due compliance of share transfer formalities by the Company.
- M/s. Parikh & Associates, Practicing Company Secretaries carry 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 dematerialized form (held with NSDL and CDSL).

XI. Distribution of Shareholding as on March 31, 2015:

No. of Equity Shares held	No. of Shareholders	% to Shareholders	No. of Shares	% of Shareholdings
1- 500	54,856	81.35	85,62,803	4.58
501- 1000	6,201	9.20	52,33,220	2.80
1001-2000	2,873	4.26	45,47,747	2.44
2001-3000	1,034	1.53	27,10,177	1.45
3001-4000	507	0.75	18,42,527	0.99
4001-5000	461	0.68	22,06,559	1.18
5001 – 10000	790	1.17	59,38,496	3.18
10001 & above	715	1.06	15,57,28,841	83.38
TOTAL	67,437	100.00	18,67,70,370	100.00

XII. Categories of Shareholders as on March 31, 2015:

Sr. No.	Category of Shareholders	Total Holdings	Percentage
1.	FII/Foreign Companies	75,89,310	4.07
2.	Non Resident Individuals	24,46,876	1.31
3.	Financial Institutions & Banks	58,45,934	3.13
4.	Mutual Funds	16,82,579	0.90
5.	Tata Global Beverages Limited	10,73,59,820	57.48
6.	Other Bodies Corporate	1,82,11,100	9.75
7.	Resident Individuals	4,36,34,751	23.36
	TOTAL	18,67,70,370	100.00

**XIII. Shares in physical and demat form as on March 31, 2015**

	No. of Shares	Percentage
In Physical Form	66,40,450	3.56
In Dematerialised Form	18,01,29,920	96.44

XIV. No. of share holders whose shares as on March 31, 2015 are in physical and demat form.

	No. of Shares	Percentage
In Physical Form	9004	13.35
In Dematerialised Form	58433	86.65

XV. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity. Nil

XVI. Plant Locations:

17 Coffee Estates in Kodagu, Hassan and Chikmagalur District, 1 Tea Estate in Kodagu Dist., 1 Tea and Coffee (mixed) in Chikmagalur District.	State of Karnataka
4 Tea Estates in Tamil Nadu in Pachaimalai, Pannimade, Uralikal & Velonie and 1 Coffee Estate in Valparai	State of Tamilnadu
1 Tea Estate in Malakiparai	State of Kerala
Curing Works, R&G factory and Pepper processing Unit in Kudige, Kushalnagar	State of Karnataka
1 Instant Coffee Plant at Toopran, Brahmanpally Village	State of Telangana
1 Instant Coffee Plant at Jayamangalam Village, Theni	State of Tamil Nadu

XVII. Address for correspondence.

As stated in 11 (IX) above

12. Particulars about Director's proposed for appointment as well as the Directors who retire by rotation and are eligible for re-appointment indicating their shareholdings in the Company have been given in the Notice of the forthcoming Annual General Meeting.
13. Compliance of clause 49 pertaining to mandatory requirements and Auditors Certificate on Corporate Governance.

As required under Clause 49 of the Listing Agreement, the Auditor's Certificate on compliance of the Corporate Governance norms is attached.

DECLARATION OF MANAGING DIRECTOR ON THE COMPANY'S CODE OF CONDUCT

In terms of Clause 49 of the Listing Agreement, I hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the respective Codes of Conduct, as applicable to them for the year ended 31st March, 2015.

SANJIV SARIN
Managing Director and CEO

Place: Bengaluru
Dated: 15th May, 2015