

Notice

NOTICE is hereby given that the 75th Annual General Meeting of the Members of Tata Coffee Limited will be held on **Monday, the 2nd July, 2018 at 11.00 A.M.** at the Registered Office of the Company at Pollibetta 571215, Kodagu, Karnataka, to transact the following businesses:

ORDINARY BUSINESS:

1. (a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.
- (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year 2017-18.
3. 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.

SPECIAL BUSINESS:

4. Appointment of Mr. L Krishnakumar as a Director

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. L Krishnakumar (DIN: 00423616), who was appointed as an Additional Director by the Board on 7th November 2017 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. L Krishnakumar as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

5. Re-appointment of Mr. Sanjiv Sarin, as Managing Director & CEO

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time read with Schedule V to the Act, the Company hereby approves the re-appointment and terms of remuneration of Mr. Sanjiv Sarin (DIN: 02063332) as Managing Director & CEO of the Company for a further period i.e., from 25th April, 2018 to 31st March 2019, upon the principal terms and conditions set out in the explanatory statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the shareholders, the terms and conditions of the said re-appointment including the remuneration, 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 constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

6. Re-appointment of Mr. Chacko Purackal Thomas, as Executive Director & Deputy CEO

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time read with Schedule V to the Act, the Company hereby approves the re-appointment and terms of remuneration of Mr. Chacko Purackal Thomas (DIN: 05215974) as Executive Director and Deputy CEO of the Company for a further period of three years i.e., from 4th August 2018 to 3rd August 2021, upon the principal terms and conditions set out in the explanatory statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the shareholders, the terms and conditions of the said re-appointment including the remuneration, in such manner, as may be agreed to between the Board of Directors and Mr. Chacko Purackal Thomas.

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

7. Ratification of Cost Auditor's Remuneration

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, as amended from time to time, payment of ₹ 2,75,000/- (Rupees Two Lacs and Seventy Five Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals, to M/s. Rao, Murthy & Associates, Cost Accountants, Bengaluru (Firm Registration No. 000065), who have been appointed by the Board as Cost Auditors of the Company for conducting the cost audit of the accounts for the financial year ending 31st March, 2019, be and is hereby ratified.

8. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 1000 Crores (Rupees One Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities

premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

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

By Order of the Board

Place: Bengaluru
Date: 7th May 2018

N. Anantha Murthy
Head – Legal & Company Secretary

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') setting out material facts in respect of Item Nos. 4, 5, 6, 7 and 8 is annexed hereto. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), of persons seeking appointment /re-appointment as Directors are provided in the Annexure to this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OR MEMBERS, AS THE CASE MAY BE, 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 companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.

Members are requested to note that 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. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Book Closure and Dividend:

- (a) The Register of Members and the Share Transfer Books of the Company will remain closed from 20th June, 2018 to 2nd July, 2018 (both days inclusive) for the purpose of payment of dividend.
- (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the

payment of such dividend will be made on or after 5th July 2018, as under:

- (i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as at the end of business hours on 19th June, 2018.
- (ii) to all Members in respect of Shares held in physical form, after giving effect to valid share transfers lodged with the Company on or before 19th June, 2018.

4. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
5. 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.
6. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend, and debenture interest amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.

It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who have not yet encashed the dividend warrants, redemption amount on 7% Non-convertible Debentures (NCD) and interest thereon from the financial year ended 31st March 2011 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend, redemption amount on 7% NCD and interest thereon is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amount, redemption amount on 7% NCD and interest thereon which were lying with the Company upto the year ended on 31st March 2010, have already been transferred to IEPF. The details of the unclaimed dividends, redemption amount on 7% NCD and interest thereon are available on the Company's website at www.tatacoffee.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to contact the Company's Registrar and Share Transfer Agent – M/s. TSR Darashaw Limited, Unit: Tata Coffee Limited, 6-10, Haji Mosa Patrawala Ind. Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011, to claim the unclaimed/unpaid dividends, redemption amount on 7% NCD and interest thereon.

8. **Payment of Dividend through electronic means:**

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through various permitted modes such as National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance 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 Agent - M/s. TSR Darashaw Ltd. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
- (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.

9. Members holding shares in physical form are requested to advise change of address, if any, immediately to the Company's Registrar and Share Transfer Agent. 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 Registrar and Share Transfer Agent.

10. Members holding shares in physical form are requested to consider converting their shareholdings into dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agent for assistance in this regard.
11. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these 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 to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.
12. **Nomination Facility:** 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, as amended, 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 dematerialized form, the nomination form may be filed with the respective Depository Participant.
13. 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 – M/s. TSR Darashaw Limited, in this regard.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be 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 Annual General Meeting.
15. Electronic copy of the Annual Report 2017-18 is being sent to those Members whose e-mail addresses are registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent in the permitted mode. Members may note that this Annual Report will also be available on the Company's website at www.tatacoffee.com.
16. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
17. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended to date and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.
18. The facility for voting through poll shall also be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right to vote at the Annual General Meeting.
19. The Company has appointed Mr. S M Pramod of M/s. BMP & Co., LLP, Company Secretaries (Membership No. FCS 7834) as the Scrutinizer to scrutinize the voting at the meeting and remote e-Voting process, in a fair and transparent manner.
20. The Members who have cast their vote by remote e-Voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
21. **E-Voting Instructions:** The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step-1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

 - i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

v) Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

vi) If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii) Now, you will have to click on "Login" button.

ix) After you click on the "Login" button, Home page of e-Voting will open.

Step-2: Cast your vote electronically on NSDL e-Voting system

i) After successful login at Step-1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

ii) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

iii) Select "EVEN" of company for which you wish to cast your vote.

iv) Now you are ready for e-Voting as the Voting page opens.

v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which

you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

- vi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

22. General instructions/information for Members for voting on the Resolutions:

- a) 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: pramod@adyanta.co.in with a copy marked to ‘evoting@nsdl.co.in’.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- c) 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 download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990 or send a request at evoting@nsdl.co.in. Any query or grievance connected with the remote e-Voting may be addressed to the Head – Legal & Company Secretary, Mr. N. Anantha Murthy, at No. 57, Railway Parallel Road, Kumara Park West, Bengaluru – 560 020. Tel: +91 80 23560695, Fax: +91 80 23341834, Email:- anantha.murthy@tatacoffee.com
- d) Members holding Shares in either physical or de-materialized form as on the Cut-Off Date i.e., 25th June 2018, may cast their votes electronically. The e-Voting

period for the Members who hold shares as on the Cut-Off Date commences from 9.00 a.m. on Friday, the 29th June 2018 and ends at 5.00 p.m. on Sunday, the 1st July 2018. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

- e) The voting rights of the shareholders (for voting through remote e-Voting or by Poll at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on 25th June 2018 (“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 or voting at the meeting.
- f) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 25th June 2018, 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.
- g) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of 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.
- h) 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 and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- i) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Monday, the 2nd July 2018.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the Listing Regulations)

Name of Directors	Mr. R. Harish Bhat	Mr. L Krishnakumar	Mr. Sanjiv Sarin	Mr. Chacko Purackal Thomas
Date of Birth	08.11.1962	29.10.1958	25.04.1955	09.04.1970
Date of Appointment	27.07.2012	07.11.2017	25.04.2015	04.08.2015
Qualifications	B.E (Hons.) – BITS Pilani PGDM (IIM – Ahmedabad)	B.Com, ACA, ACS, CWA	Management Degree from Asian Institute of Management Manila, Philippines Master Degree in Economics from Bombay University	Bachelor of Science with specialization in Computer Science
Relationship between Directors inter-se	None	None	None	None
Expertise in specific functional area	Overall Business Management including functional expertise in Sales, Marketing and Corporate Management	Wide experience in Finance, Accounts, Governance and Corporate Laws	41 years extensive global experience in various areas of management including marketing, team building, organization development and managing new products	26 years of rich experience in Plantation Sector.
Directorships held in other Public Companies(excluding Foreign, Private and Section 8 Companies)	Tata Global Beverages Limited Infiniti Retail Limited Trent Limited Tata Unistore Limited Titan Company Limited Tata AIA Life Insurance Company Limited	Tata Global Beverages Limited Nourishco Beverages Limited	-	-
Memberships/ Chairmanships of committees of other Public Companies(includes only Audit Committee and Stakeholders Relationship Committee)	Tata Global Beverages Limited (Audit Committee – Member) Titan Company Limited (Audit Committee – Member, Stakeholders Relationship Committee – Member) Trent Limited (Stakeholders' Relationship Committee – Chairman)	Tata Global Beverages Limited Stakeholders' Relationship Committee - Member	-	-
No. of shares held in the Company	NIL	NIL	3000	NIL

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors of the Company at the meeting held on 7th November, 2017, based on the recommendation of the Nomination & Remuneration Committee, appointed Mr. L Krishnakumar as an Additional Director (Non-Executive) of the Company with effect from that date. In terms of the provisions of Section 161 of the Act, Mr. Krishnakumar holds the office till the date of ensuing Annual General Meeting and is eligible for appointment.

Notice under the provisions of Section 160 of the Act has been received from a member signifying its intention to propose the candidature of Mr. Krishnakumar as Director of the Company.

The Directors recommend the resolution set out at Item No. 4 of the accompanying Notice.

Mr. Krishnakumar is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 5

The Board of Directors at the meeting held on 23rd March 2018, re-appointed Mr. Sanjiv Sarin as the Managing Director & CEO for a further period i.e., from 25th April 2018 to 31st March 2019 on the then existing terms of remuneration, based on the recommendations of the Nomination & Remuneration Committee and subject to the approval by the shareholders of the Company. Further, the Board of Directors at the meeting held on 7th May 2018, based on the recommendations of the Nomination & Remuneration Committee, revised the terms of remuneration of Mr. Sanjiv Sarin, effective 1st April 2018.

Mr. Sarin did his Masters in Management from the Asian Institute of Management, Manila, Philippines, graduating with a Distinction and a Masters in Economics from Bombay University, where he graduated at the top of the class and was awarded the University Gold Medal. Mr. Sarin has extensive experience in Sales, Strategy, Marketing, and General Management in India and Global markets.

The principal terms and conditions of re-appointment of Mr. Sanjiv Sarin (hereinafter referred to as "the Appointee") including the terms of remuneration are given below:

- A. Tenure of Re-appointment:** The re-appointment of Mr. Sanjiv Sarin as Managing Director & CEO is for the period from 25th April 2018 to 31st March 2019.
- B. Nature of Duties:** The Appointee 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 interests 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 Appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/ Market Standards:

a) Basic Salary: ₹ 6,43,517/- per month

b) Benefits, Perquisites, Allowances:

In addition to the basic salary referred to in (a) above, the Appointee shall be entitled to:

- A. Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the Basic Salary. (in case residential accommodation is not provided by the Company)

- B. Hospitalization, Transport, Telecommunication and other facilities:
- (i) Hospitalization and major medical expenses for self, spouse and dependent (minor) children;
 - (ii) Car, with driver provided, maintained by the Company for official and personal use.
 - (iii) Telecommunication facilities including broadband, internet and fax.
 - (iv) Housing Loan as per the Rules of the Company.
- C. Other perquisites and allowances given below subject to a maximum of 55% of the annual salary;

The categories of perquisites / allowances to be included within the 55% limit shall be –

Sl. No.	Perquisite/Allowance	%
a.	Allowances	33.34
b.	Leave Travel Concession/Allowance	8.33
c.	Medical Allowance	8.33
d.	Personal Accident Insurance	} @ actuals subject to a cap of
e.	Club Membership Fees	
Total		55.00

D. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.

E. The Appointee shall be entitled to Leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Appointee is encashable in accordance with the Rules of the Company.

c) Commission:

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to the Appointee will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Accounts have been approved by the Board.

d) Incentive Remuneration:

Incentive remuneration will be paid annually at the discretion of the Board, based on his individual performance and such other parameters including the Company's performance, as may be considered appropriate from time to time.

e) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company will pay to the Appointee, remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.

f) Other terms of re-appointment:

- i. The Appointee 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 re-appointment of the Appointee 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 Appointee subject to such approvals as may be required.
- iii. The re-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 Appointee may be terminated by the Company without notice or payment in lieu of notice:
 - (a) if the Appointee is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate 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 Appointee of any of the stipulations contained in the agreement to be executed between the Company and the Appointee ("Agreement"); or
 - (c) in the event the Board expresses its loss of confidence in the Appointee.
- v. In the event the Appointee 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 Appointee's employment:
 - (a) the Appointee shall immediately tender his resignation from offices held by him in any subsidiaries and associate companies and

other entities without claim for compensation for loss of office;

- (b) the Appointee 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 associate companies.
- vii. The terms and conditions of re-appointment of the Appointee also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.
- viii. If and when the Agreement relating to re-appointment expires or is terminated for any reason whatsoever, the Appointee will cease to be the Managing Director & CEO and also cease to be a Director of the Company.
- ix. The remuneration payable to the Appointee is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by them.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

The Company has immensely benefited during Mr. Sanjiv Sarin's tenure as Managing Director & CEO and the Directors recommend the resolution for his re-appointment as set out at Item No. 5 of the accompanying Notice.

Mr. Sanjiv Sarin is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

Item No. 6

The Board of Directors of the Company at the meeting held on 7th May 2018, re-appointed Mr. Chacko Purackal Thomas as the Executive Director & Dy. CEO for a further period of 3 years i.e., from 4th August 2018 to 3rd August 2021 on the terms and conditions as set out below, based on the recommendations of the Nomination & Remuneration Committee of the Board and subject to the approval by the shareholders of the Company.

Mr. Chacko Thomas holds Bachelor's Degree in Science with specialization in Computer Science and has 26 years of rich experience in Plantation Sector.

The principal terms and conditions of re-appointment of Mr. Chacko Thomas (hereinafter referred to as "the Appointee") including the terms of remuneration are given below:

- A. Tenure of Re-appointment:** The re-appointment of Mr. Chacko Thomas as Executive Director & Dy. CEO is for a period of 3 years i.e., from 4th August 2018 to 3rd August 2021.
- B. Nature of Duties:** The Appointee 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 and the Managing Director of the Company, in connection with and in the best interests 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 Appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/ Market Standards:

- a) Basic Salary:** ₹ 4,50,462/- per month with annual increments effective 1st April every year as may be decided by the Board, on the recommendation of Nomination & Remuneration Committee, based on merit and taking into account the Company's Performance;
- b) Benefits, Perquisites, Allowances:**

In addition to the Basic Salary referred to in (a) above, the Appointee shall be entitled to:

- A. Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary. (in case residential accommodation is not provided by the Company)

- B. Hospitalization, Transport, Telecommunication and other facilities:

- (i) Hospitalization and major medical expenses for self, spouse and dependent (minor) children;
 - (ii) Car, with driver provided, maintained by the Company for official and personal use.
 - (iii) Telecommunication facilities including broadband, internet and fax.
 - (iv) Housing Loan as per the Rules of the Company.
- C. Other perquisites and allowances given below subject to a maximum of 55% of the annual salary;

The categories of perquisites / allowances to be included within the 55% limit shall be –

Sl. No.	Perquisite/Allowance	%
a.	Allowances	33.34
b.	Leave Travel Concession/Allowance	8.33
c.	Medical Allowance	8.33
d.	Personal Accident Insurance	} @ actuals subject to } a cap of 5.00
e.	Club Membership Fees	
Total		55.00

- D. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- E. The Appointee shall be entitled to Leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Appointee is encashable in accordance with the Rules of the Company.

c) Commission:

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to the Appointee will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Accounts have been approved by the Board.

d) Incentive Remuneration:

Incentive remuneration will be paid annually at the discretion of the Board, based on his individual

performance and such other parameters including the Company's performance, as may be considered appropriate from time to time.

e) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company will pay to the Appointee, remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.

f) Other terms of re-appointment:

- i. The Appointee 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 re-appointment of the Appointee 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 Appointee subject to such approvals as may be required.
- iii. The re-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 Appointee may be terminated by the Company without notice or payment in lieu of notice:
 - (a) if the Appointee is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate 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 Appointee of any of the stipulations contained in the agreement to be executed between the Company and the Appointee ("Agreement"); or
 - (c) in the event the Board expresses its loss of confidence in the Appointee.

- v. In the event the Appointee 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 Appointee's employment:
- (a) the Appointee shall immediately tender his resignation from offices held by him in any subsidiaries and associate companies and other entities without claim for compensation for loss of office;
- (b) the Appointee 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 associate companies.
- vii. The terms and conditions of re-appointment of the Appointee also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.
- viii. If and when the Agreement relating to re-appointment expires or is terminated for any reason whatsoever, the Appointee will cease to be the Executive Director & Dy. CEO and also cease to be a Director of the Company.
- ix. The remuneration payable to the Appointee is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by them.

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

The Company has immensely benefited during Mr. Chacko Thomas's tenure as Executive Director & Dy. CEO and the Directors recommend the resolution for his re-appointment as set out at Item No. 6 of the accompanying Notice.

Mr. Chacko Thomas is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. None of the other Directors or Key Managerial Personnel of the

Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

Item No. 7

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 7th May 2018, appointed M/s. Rao, Murthy & Associates, as Cost Auditor for conducting the Cost Audit for the financial year ending 31st March, 2019, on a remuneration of ₹ 2,75,000/- (Rupees Two Lacs Seventy-five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at Item No.7 of the Notice.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 7 of the accompanying Notice be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

Item No. 8

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on 31st March 2018, sixty per cent of the paid-up share capital, free

reserves and securities premium account amounts to ₹ 547.45 Crores while one hundred per cent of its free reserves and securities premium account amounts to ₹ 893.74 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is ₹ 893.74 Crores. As on 31st March 2018, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to ₹ 674.50 Crores.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution

at Item No.8 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 8 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

By Order of the Board

Place: Bengaluru
Date: 7th May 2018

N. Anantha Murthy
Head – Legal & Company Secretary



TATA COFFEE LIMITED

Corporate Identity No. L01131KA1943PLC000833
 Registered Office: Pollibetta 571215, Kodagu, Karnataka, India
 Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bangalore 560 020
 Ph. No.- 080 23560695/97 Fax No.- 080 23341843
 Email id: 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)	:	_____
Registered Address	:	_____
E-mail Id	:	_____
Folio No./DP ID No. /Client ID No.	:	_____

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

- Name _____ Address: _____
 E-mail: _____ Signature: _____ or failing him;
- Name _____ Address: _____
 E-mail: _____ Signature: _____ or failing him;
- Name _____ Address: _____
 E-mail: _____ Signature: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 75th Annual General Meeting of the Company held at the Registered Office of the Company at Pollibetta – 571 215, Kodagu, Karnataka on Monday, the 2nd July, 2018 at 11.00 AM. and any adjournment thereof in respect of such resolutions as are indicated below:

SI. No. Resolutions

Ordinary Business

- (a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.
 (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Report of the Auditors thereon.
- To declare Dividend on Equity Shares for the financial year 2017-18.
- 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.

Special Business

- Appointment of Mr. L Krishnakumar as a Director.
- Re-appointment of Mr. Sanjiv Sarin, as Managing Director & CEO.
- Re-appointment of Mr. Chacko Purackal Thomas, as Executive Director & Deputy CEO
- Ratification of Cost Auditor's Remuneration
- Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

Signed this day of 2018.

Signature of Shareholder:

Signature of Proxy holder:

Please affix
 Revenue
 Stamp

Notes:

- 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.
- A proxy need not be a member of the Company.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annul General Meeting.

TATA COFFEE LIMITED

Corporate Identity No. L01131KA1943PLC000833
 Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bengaluru 560020.
 Ph. No. 080 23560695/97 Fax No. 080 23341843
 Registered Office: Pollibetta 571215, Kodagu, Karnataka , India.
 Email id.: investors@tatacoffee.com Website: www. tatacoffee.com

ATTENDANCE SLIP

(to be presented at the entrance of the Annual General Meeting)

I/We hereby record my/our presence at the 75th Annual General Meeting of the Company held at the Registered Office of the Company at Pollibetta – 571 215, Kodagu, Karnataka on Monday, the 2nd July, 2018 at 11.00 AM.

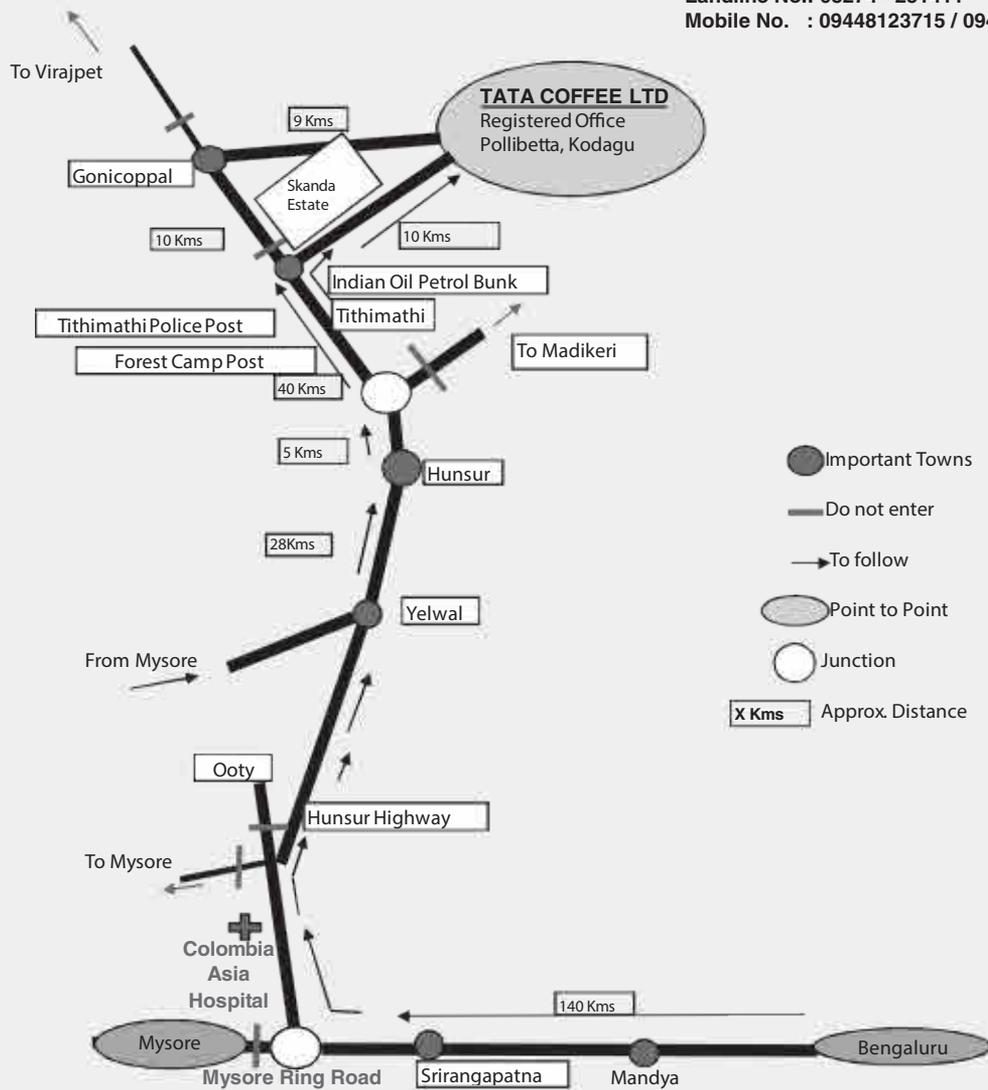
Folio No. _____ DP.ID. No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

Route Map - AGM Venue - Tata Coffee Limited, Pollibetta, Kodagu (Coorg)

Landline No.: 08274 - 251411
 Mobile No. : 09448123715 / 09480499687



Note: Map given above is indicative and the distance is approximate