

TATA COFFEE LIMITED

CIN No. L01131KA1943PLC000833

Pollibetta – 571 215

Kodagu, Karnataka State

ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the 71st Annual General Meeting of M/s. TATA Coffee Limited will be held at the Registered Office of the Company at Pollibetta, Kodagu, on Monday the 21st July, 2014 at 10.00 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March 2014 including Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Harish Bhat (holding DIN: 00478198) who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment of Auditors
To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act, 1956, M/s. SNB Associates, Chartered Accountants Chennai (ICAI Registration No. - 015682N), the retiring Auditors of the Company, be and are hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on a remuneration to be fixed by the Board of Directors, to audit the accounts of the Company for the financial year 2014-15.

SPECIAL BUSINESS**5. Appointment of Mr. S. Santhanakrishnan as an Independent Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. S. Santhanakrishnan, (holding DIN: 00032049) a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term from, 21st July, 2014 to 20th July, 2019.”

6. Appointment of Mr. D.R. Kaarthikeyan as an Independent Director.

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

“RESOLVED THAT Mr. D.R. Kaarthikeyan, (holding DIN: 00327907), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 2nd July, 2013, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161(1) of the Companies Act, 2013) and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature to the Office of Director be and is hereby appointed as a non-executive Director of the Company.”

“FURTHER RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Mr. D.R. Kaarthikeyan, (holding DIN: 00327907), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 21st July, 2014 to 1st October, 2014.”

7. Appointment of Mr. Venu Srinivasan as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Mr. Venu Srinivasan, (holding DIN: 00051523) a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term, from 21st July, 2014 to 20th July, 2019”.

8. Appointment of Prof. Arun Monappa as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Prof. Arun Monappa, (holding DIN: 00050840) a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 21st July, 2014 to 9th March, 2017.”

9. Appointment of Mr. T. Radhakrishnan as a Director.

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

“RESOLVED THAT Mr. T. Radhakrishnan, (holding DIN: 03527405) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th July, 2013 in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161(1) of the Companies Act, 2013 and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company.”

10. Appointment of Mr. T. Radhakrishnan as an Executive Director- ICD Operations.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Mr. T. Radhakrishnan (holding DIN: 03527405) as an Executive Director – ICD Operations, for a period of three years effective from 26th July, 2013 upon the terms and conditions, including the remuneration to be paid in the event of inadequacy of profit in any financial years, as set out in the Explanatory Statement Annexed to the notice convening this meeting, with liberty Directors of the Company to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed to between the Board of Directors and Mr. T. Radhakrishnan.

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

11. Appointment of Mr. Hameed Huq as Managing Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of and terms of remuneration payable to Mr. Hameed Huq (holding DIN:00042737) as Managing Director for the period from 3rd January, 2014 to 31st March, 2015 upon the terms and conditions, including the remuneration to be paid in the event of inadequacy of profits in any financial year, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Hameed Huq.”

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

12. Appointment of Mr. M. Deepak Kumar as Executive Director- Finance.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions, of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Mr. M. Deepak Kumar (holding DIN:00519827) as Executive Director- Finance for the period from 25th October, 2013 to 24th October, 2014 upon the terms and conditions, including the remuneration to be paid in the event of inadequacy of profits in any financial year, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Deepak Kumar.”

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

13. Payment of Commission to Non-executive Directors.

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of the resolution previously passed by the shareholders at the Annual General Meeting held on 23rd July, 2010, the Directors of the Company (other than Managing Director and/or the Wholetime Directors) be paid, remuneration (including profit related commission) in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in the aggregate 1% of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, (including its Committees thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

TATA COFFEE LIMITED**14. Approval of borrowing limits of the Company.**

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

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting of the Company held on 29th July 2006 and pursuant to Section 180(1) (c) and other applicable provisions of the Companies Act 2013, consent of the Company be and is hereby accorded to the Board of Directors to borrow such sum or sums of money in any manner from time to time as may be required for the purpose of the business of the Company with or without security and upon such terms and conditions as the Board may deem fit, notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose provided that the total amounts so borrowed by the Board of Directors and outstanding at any time shall not exceed a sum of ₹ 1,000 Crores (Rupees One Thousand Crores) over and above the aggregate of the paid up capital of the Company and its free reserves.

15. Creation of mortgage/charge on the assets of the Company.

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

"RESOLVED THAT in supersession of the Resolution passed by the Company at the Annual General Meeting held on 29th July, 2006 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company ("the Board") to create such mortgage, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company, on such movable and immovable assets and properties of the Company, both present and future and in such manner as the Board may deem fit, in favour of all or any Banks, financial institutions, investment institutions and their subsidiaries, any other bodies corporate and any other lenders (hereinafter collectively referred to as "the lending agencies") and/or Trustees for the holders of debentures/bonds/other instruments to secure borrowings of the Company by way of loans/issue of debentures/bonds/other instruments which may be issued for a sum not exceeding ₹ 1,000 Crores (Rupees One Thousand Crores) over and above the aggregate of the paid up capital of the Company and its free reserves, which have been/are proposed to be obtained from or privately placed with lending agencies together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deeds and/or to the lending agencies under their respective agreements/loan agreements/Debenture Trust Deeds entered into/to be entered into by the Company in respect of the said borrowings.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise with the lending agencies/trustees or any of them, the documents for creating the mortgages/charges/hypothecations and to accept or make any alterations/changes/variations to or in the terms and conditions and to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary for the purpose of giving effect to this resolution."

Place: Chennai
Date: 13th May, 2014

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

IMPORTANT NOTES:

1. The Register of Members of the Company will remain closed from 5th July, 2014 to 21st July, 2014 both days inclusive.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the Meeting. A person can act as a proxy on behalf of members and exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Dividend, if declared at the Annual General Meeting will be paid within 30 days thereof to those members whose names appear on the Register of Members of the Company, after giving effect to valid transfers in respect of the Shares lodged with the Company on or before the close of business hours on 4th July, 2014 or to their mandates. The dividend in respect of Shares held in electronic form would be payable to the beneficial owners of Shares recorded with the Depositories as of the end of 4th July, 2014 as per details furnished by the Depositories for the purpose.
4. Instructions for e-voting:
The complete details of the instructions for e-voting is annexed to this Notice.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
6. Pursuant to Sections 205A read with Section 205C of the Companies Act, 1956, the unclaimed/unpaid dividend for the financial years ended 31st March, 1999 to 31st March, 2006 has been transferred to the Investor Education and Protection Fund of the Central Government ("the Fund"). The balance lying in the unpaid dividend account for the year ended 31st March, 2007 will be transferred to the Fund shortly. Shareholders are requested to note that once unpaid/unclaimed amounts are transferred to the Fund, no claim shall lie against the Fund or the Company. Shareholders who have not yet en-cashed their dividend warrants are requested to do so sufficiently in advance before the said transfers take place.

**Details of Directors seeking appointment/re-appointment /retiring by rotation
(In pursuance of Clause 49 of the Listing Agreement)**

Name of Director	Harish Bhat	S. Santhanakrishnan	D.R. Kaarhikeyan	Venu Srinivasan	Prof.Arun Monappa	T Radhakrishnan	Hameed Huq	M Deepak Kumar
Date of Birth	08.11.1962	01.11.1950	02.10.1939	11.12.1952	10.03.1942	07.09.1960	31.01.1951	12.07.1952
Date of Appointment	27.07.2012	13.10.2008	02.07.2013	13.10.2008	31.03.2006	26.07.2013	03.01.2005	25.10.2010
Qualifications	BTech, MBA from IIM, Ahmedabad.	Graduate in Science, Degree in Law, Fellow Member of the ICAI	Bachelor of Science, Bachelor of Law	B. Tech. PGDM (IIM)	M.A. (Political Science & Public Administration), M.Sc., Industrial Relations, J.N.Tata School at L.S.E.	B.Tech (Chemical)	B.A. (Hons.)	B.Com, ACA, Dip in Computer Applications
Expertise in specific functional area	Overall Business Management including functional expertise in Sales, Marketing and Corporate Management.	Chartered Accountant	He has held several positions in the Police Department, in different parts of India, including Director-General of Central Reserve Police Force, Director- CBI, Director-General in the National Human Rights Commission. He is on the Board of several Companies and members of several leading International and Domestic Forums.	Overall – Business Management	Formerly Professor of Personnel Management & Industrial Relations of IIM, Ahmedabad and worked in the Personnel Departments of Organisations in Sweden, U.S.A. and India besides being a Planter.	32 years experience in the area of Chemical Engineering. He was with Tata Chemicals Ltd. from 1982 to 2009. He joined Tata Coffee in the year 2010 and was Vice President - ICD till he was elevated to the position of Executive Director - ICD with effect from 26th July, 2013.	Plantation General Management function of managing plantations. Overseas experience as CEO of two plantation companies.	34 years experience in the area of Finance. He was in Tata Tea from 1980 to 1998. He joined Tata Coffee in the year 1999 and was Vice President - Finance till he was elevated to the position of Executive Director-Finance with effect from 25th October, 2010
* Chairman/ Director of other Companies	As detailed below (1)	As detailed below (2)	As detailed below (3)	As detailed below (4)	Nil	As detailed below (5)	As detailed below (6)	As detailed below (7)
No. of Shares held in the Company	Nil	Nil	Nil	Nil	Nil	Nil	199	Nil

* Includes Audit, Remuneration and Shareholders/Investors Grievance Committees only for other companies.

TATA COFFEE LIMITED

(1) Directorships in Companies & Memberships in Committees of Mr. Harish Bhat

SI.No.	Name of the Company	Chairmanship	Membership in Committees	
			Name of the Committee	Position held
1	Tata Global Beverage Ltd.	Nil	Nil	Nil
2	Mount Everest Mineral Water Ltd	Chairman	Nil	Nil
3	Nourishco Beverages Limited	Nil	Nil	Nil
4	Tata Starbucks Ltd.	Nil	Nil	Nil
5	Infiniti Retail Ltd.	Nil	Nil	Nil

(2) Directorships in Companies & Memberships in Committees of Mr. S. Santhanakrishnan

SI.No.	Name of the Company	Chairmanship	Membership in Committees	
			Name of the Committee	Position held
1	Tata Realty and Infrastructure Ltd.	Nil	Nil	Nil
2	Tata Housing Development Company Ltd.	Nil	Audit Committee	Chairman
3	Tata Global Beverages Ltd.	Nil	Audit Committee	Chairman
			Shareholders' Investors' Grievance Committee	Member
4	The Catholic Syrian Bank Ltd.	Nil	Nil	Nil
5	IDBI Federal Life Insurance Co. Ltd.	Nil	Audit Committee	Chairman
6	Sands BKC Properties Pvt. Ltd.	Nil	Nil	Nil
7	Sands Chembur Properties Pvt. Ltd.	Nil	Nil	Nil
8	TMI e2e Academy Pvt. Ltd.	Nil	Nil	Nil
9	XBRL India	Nil	Nil	Nil

(3) Directorships in Companies & Memberships in Committees of Mr. D.R. Kaarthikeyan

SI.No.	Name of the Company	Chairmanship	Membership in Committees	
			Name of the Committee	Position held
1	Benares Hotels Ltd.	Nil	Nil	Nil
2	Oriental Hotels Ltd.	Nil	Audit Committee / Remuneration Committee	Member
3	Raj TV Ltd.	Nil	Nil	Nil
4	TAJGVK- Hotels Ltd.	Nil	Audit Committee / Remuneration Committee	Member
5	Texmaco Rail & Engineering Ltd.	Nil	Nil	Nil
6	Syenergy Environics Ltd.	Nil	Nil	Nil
7	Lotus Eye Care Hospital Pvt. Ltd	Nil	Audit Committee / Remuneration Committee	Member
8	i-Grandee Software Technologies Pvt. Ltd.	Nil	Nil	Nil
9	Life Positive Pvt. Ltd.	Nil	Nil	Nil
10	Roots Industries India Ltd.	Nil	Nil	Nil
11	Radcliffe Schools Education Ltd.	Nil	Nil	Nil
12	Star Health and Allied Insurance Company Ltd.	Nil	Audit Committee	Member
13	Bengaluru International Ltd.	Nil	Nil	Nil

(4) Directorships in Companies & Memberships in Committees of Mr. Venu Srinivasan.

SI.No.	Name of the Company	Chairmanship	Membership in Committees	
			Name of the Committee	Position held
1.	TVS Motor Company Limited	Chairman	Stakeholders Relationship Committee	Member
2.	Sundaram-Clayton Limited	Chairman	Investors Grievance Committee	Member
3.	Harita-NTI Limited	Chairman	Audit Committee	Chairman
4.	TVS Credit Services Limited	Chairman	-	-
5.	Lucas TVS Limited	Nil	-	-
6.	TVS Sundaram Iyengar & Sons Limited	Nil	Audit Committee	Member
7.	Southern Roadways Limited	Nil	-	-
8.	Sundaram Fasteners Limited	Nil	-	-
9.	Cummins India Limited	Nil	-	-
10.	Sundaram Non-conventional Energy Systems Limited	Nil	-	-
11.	Sundaram Investment Limited	Nil	-	-
12.	Oriental Hotels Limited	Nil	-	-

(5) Directorships in Companies & Memberships in Committees of Mr. T. Radhakrishnan

SI.No.	Name of the Company	Chairmanship	Membership in Committees	
			Name of the Committee	Position held
1	Alliance Coffee Ltd.	Nil	Nil	Nil

(6) Directorships in Companies & Memberships in Committees of Mr. Hameed Huq

SI.No.	Name of the Company	Chairmanship	Membership in Committees	
			Name of the Committee	Position held
1	Alliance Coffee Ltd.	Nil	Nil	Nil

(7) Directorships in Companies & Memberships in Committees of Mr. Deepak Kumar

SI.No.	Name of the Company	Chairmanship	Membership in Committees	
			Name of the Committee	Position held
1	Alliance Coffee Ltd.	Nil	Nil	Nil

TATA COFFEE LIMITED**EXPLANATORY STATEMENT****Pursuant to Section 102 of the Companies Act, 2013****Item Nos. 5 to 8**

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, the Independent Directors shall hold office for a term up to five consecutive years on the Board of a company and are not liable to retire by rotation.

Messrs. S. Santhanakrishnan, D.R. Kaarthikeyan, Venu Srinivasan and Prof. Arun Monappa have given declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Messrs. S. Santhanakrishnan, D.R. Kaarthikeyan, Venu Srinivasan and Prof. Arun Monappa as Independent Directors was placed before the Nomination & Remuneration Committee, which recommended their appointment as under:

- a. Mr. S.Santhanakrishnan as an Independent Director for five years from 21st July, 2014 to 20th July, 2019.
- b. Mr. D.R.Kaarthikeyan, who was appointed as an Additional Director by the Board with effect from 2nd July, 2013 and who holds office till the ensuing Annual General Meeting, as an Independent Director from 21st July, 2014 to 1st October 2014.
- c. Mr. Venu Srinivasan as an Independent Director for five years from 21st July, 2014 to 20th July, 2019.
- d. Prof. Arun Monappa as an Independent Director from 21st July, 2014 to 9th March, 2017.

In the opinion of the Board, Messrs. S. Santhanakrishnan, D.R. Kaarthikeyan, Venu Srinivasan and Prof. Arun Monappa fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Messrs. S. Santhanakrishnan, D.R. Kaarthikeyan, Venu Srinivasan and Prof. Arun Monappa as Independent Directors are now being placed before the Members in General Meeting for their approval.

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

The Directors recommend the resolutions set out in Item Nos. 5 to 8 of the accompanying notice.

Messrs. S. Santhanakrishnan, D.R. Kaarthikeyan, Venu Srinivasan and Prof. Arun Monappa are interested and concerned in the Resolutions mentioned at Item Nos. 5 to 8 in the Notice. No other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 5 to 8 in the Notice.

Item Nos. 9 & 10

Mr. T. Radhakrishnan was appointed as an Additional Director of the Company by the Board at its Meeting held on 26th July 2013. In terms of Section 161 of the Companies Act, 2013 he holds office till the date of the ensuing AGM and is eligible for re-appointment.

Notice under Section 160 of the Companies Act 2013, along with the requisite deposit has been received from a member signifying his intention to propose the candidature of Mr. T. Radhakrishnan as a Director of the Company.

The Board also appointed Mr. T. Radhakrishnan as Executive Director – ICD Operations of the Company for a period of 3 years with effect from 26th July 2013 on the terms and conditions including remuneration as indicated below. Mr. Radhakrishnan's appointment is subject to the approval of the members in the Annual General Meeting.

Following are the main terms and conditions of the appointment of Mr. T. Radhakrishnan

1. **Tenure of appointment:** The appointment of Mr. T. Radhakrishnan is for a period of three years with effect from 26th July 2013.
2. **Nature of Duties:** Subject to the supervision and control of the Board and the Managing Director of the Company, Mr. Radhakrishnan shall carry out such duties and exercise such powers as may be entrusted to him from time to time.
3. **Remuneration:**

Basic Salary: ₹ 1,60,000/- per month (currently ₹ 1,90,000/- w.e.f 01.04.2014), with annual increments effective 1st April every year as may be decided by the Board, on the recommendation of the Remuneration Committee based on merit and taking into account the Company's performance; (b) incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; (c) benefits, perquisites and allowances as may be determined by the Board from time to time.

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 remuneration to the appointee by way of salary, incentive remuneration, perquisites and allowances, as specified above.

4. The terms and conditions of the appointment of the appointee as stated above may be altered or varied from time to time by the Board at its discretion, so as not to exceed the limits specified in Schedule V of the Act or any amendments made thereto.
5. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the appointee, unless specifically provided otherwise.
6. This appointment may be terminated by either party by giving to the other six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
7. The appointee shall not become interested or otherwise concerned, directly or through their spouse and/or children, in any selling agency of the Company.
8. The appointee is appointed by virtue of his employment in the Company and the appointment is subject to the provisions of Sections 164 and 165 of the Act.
9. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Executive Director and also cease to be a Director.
10. If at any time the appointee cease to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director of the Company.
11. If at any time the appointee cease to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director of the Company.
12. 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 associated 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 its subsidiaries or associated companies.

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

The Directors recommend the resolutions set out in Item Nos. 9 & 10 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Radhakrishnan is in any way concerned or interested in the resolution.

Abstract of the terms of appointment of Mr. T Radhakrishnan as Executive Director- ICD Operations has already been circulated to the members pursuant to Section 302 of the Companies Act, 1956.

Item No. 11

The Board of Directors of the Company at its Meeting held on 7th November 2013 reappointed Mr. Hameed Huq as Managing Director from 3rd January 2014 upto 31st March, 2015 and approved the terms and conditions of his appointment including remuneration.

Following are the main terms and conditions of the re-appointment of Mr. Huq

1. **Tenure of appointment:** The re-appointment of Mr. Huq is from 3rd January, 2014, upto 31st March, 2015
2. **Nature of Duties:** Subject to the supervision and control of the Board, Mr. Huq will be responsible for day-to-day management and operations of the Company and shall carry out such duties and exercise such powers as may be entrusted to him from time to time by the Board.
3. **Remuneration:**

Basic Salary: ₹4,25,000/- per month as per existing terms of Remuneration (currently 4,67,500/- p.m w.e.f 01.04.2014) with annual increments effective 1st April every year as may be decided by the Board, on the recommendation of the Remuneration Committee based on merit and taking into account the Company's performance; (b) incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; (c) benefits, perquisites and allowances as may be determined by the Board from time to time.

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 remuneration to the appointee by way of salary, incentive remuneration, perquisites and allowances, as specified above.
4. The terms and conditions of the appointment of the appointee as stated above may be altered or varied from time to time by the Board at its discretion, so as not to exceed the limits specified in Schedule V of the Act or any amendments made thereto.

TATA COFFEE LIMITED

5. All Personnel Polices of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the appointee, unless specifically provided otherwise.
6. This appointment may be terminated by either party by giving to the other six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
7. The appointee shall not become interested or otherwise concerned, directly or through their spouse and/or children, in any selling agency of the Company.
8. The appointee is appointed by virtue of his employment in the Company and the appointment is subject to the provisions of Sections 164 and 165 of the Act.
9. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee shall cease to be the Managing Director and also cease to be a Director.
10. If at any time the appointee ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director of the Company.
11. If at any time the appointee ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director of the Company.
12. 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 associated 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 its subsidiaries or associated companies.

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

The Directors recommend the resolution set out in Item No.11 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Hameed Huq is in any way concerned or interested in the resolution.

Abstract of the terms of re-appointment of Mr. Hameed Huq as Managing Director has already been circulated to the members pursuant to Section 302 of the Companies Act, 1956

Item No. 12

The Board of Directors of the Company at its Meeting held on 18th October 2013 reappointed Mr. M. Deepak Kumar as Executive Director-Finance for the period commencing 25th October 2013 to 24th October 2014 and approved the terms and conditions of his appointment including remuneration.

Following are the main terms and conditions of the re-appointment of Mr. M Deepak Kumar

1. **Tenure of appointment:** The re-appointment of Mr. M. Deepak Kumar is for a period of one year with effect from 25th October, 2013.
2. **Nature of Duties:** Subject to the supervision and control of the Board and the Managing Director of the Company, Mr. M. Deepak Kumar shall carry out such duties and exercise such powers as may be entrusted to him from time to time.
3. **Remuneration:**

Basic Salary: ₹ 3,20,000/- per month as per existing terms of Remuneration, (currently ₹ 3,52,000/- p.m w.e.f 01.04.2014) with annual increments effective 1st April every year as may be decided by the Board, on the recommendation of the Remuneration Committee based on merit and taking into account the Company's performance; (b) incentive remuneration, if any, and/ or commission based on certain performance criteria to be laid down by the Board; (c) benefits, perquisites and allowances as may be determined by the Board from time to time.

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 remuneration of the appointee by way of salary, incentive remuneration, perquisites and allowances, as specified above.
4. The terms and conditions of the appointment of the appointee as stated above may be altered or varied from time to time by the Board at its discretion, so as not to exceed the limits specified in Schedule V of the Act or any amendments made thereto.

5. All Personnel Polices of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the appointee, unless specifically provided otherwise.
6. This appointment may be terminated by either party by giving to the other six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
7. The appointee shall not become interested or otherwise concerned, directly or through their spouse and/or children, in any selling agency of the Company.
8. The appointee is appointed by virtue of his employment in the Company and the appointment is subject to the provisions of Sections 164 and 165 of the Act.
9. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Executive Director and also cease to be a Director.
10. If at any time the appointee ceases to be a Director of the Company for any reason whatsoever, they shall cease to be the Executive Director of the Company.
11. If at any time the appointee cease to be in the employment of the Company for any reason whatsoever, they shall cease to be a Director of the Company.
12. 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 associated 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 its subsidiaries or associated companies.

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

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

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. M. Deepak Kumar is in any way concerned or interested in the resolution.

Abstract of the terms of re-appointment of Mr. Deepak Kumar as Executive Director- Finance has already been circulated to the members pursuant to Section 302 of the Companies Act, 1956.

Item No. 13

It is proposed to continue with the payment of Commission to non Whole-time Directors of the Company. Accordingly, it is proposed that in terms of section 197 of the Companies Act, 2013, the Directors (apart from the Managing Director and Whole-time Directors) be paid, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

All the Directors of the Company except the Managing Director and Executive Directors are concerned or interested in the Resolution to the extent of the remuneration that may be received by each of them.

Item No. 14

In terms of Section 180(1)(c) of the Companies Act, 2013, consent of the Company in General Meeting by way of Special Resolution is required for the Board of Directors of the Company ("the Board") to borrow monies for the purpose of the business of the Company, (apart from temporary loans obtained from the Company's bankers) in excess of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

At the Annual General Meeting of the Company held on 29th July, 2006 the members had authorized the Board of Directors to borrow monies up to a limit of ₹1000 Crores. The resolution passed by the members is valid only till September 2014 as per the clarification issued by the Ministry of Corporate Affairs.

It is hence proposed that the approval of the members be sought to borrow a sum not exceeding ₹1000 Crores (One Thousand Crores) over and above aggregate of the paid-up capital and free reserves of the Company, to comply with Section 180(1)(c) of the Companies Act, 2013.

Your Directors recommend the resolution set out in item No.14 of the accompanying Notice.

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

TATA COFFEE LIMITED**Item No. 15**

To meet its long-term fund requirements, the Company will be required to borrow monies from various lending agencies from time to time including through issue of debenture/bonds. As security for these borrowings/issue of debentures or bonds, the Company is required to create mortgages/charges on certain movable and immovable properties of the Company as may be required as per the terms of the borrowings/issue of debenture or bonds. In terms of Section 180 (1)(a) of the Companies Act, 2013, it is necessary for the Company to obtain approval of the members by way of a Special Resolution for creation of mortgage/charge/hypothecation in favour of the lending agencies/debenture trustees. At the Annual General Meeting of the Company held on 29th July, 2006 approval of the shareholders was obtained to secure the Company's borrowings upto a limit of ₹1000 Crores. The resolution passed by the members is valid only till September 2014 as per the clarification issued by the Ministry of Corporate Affairs.

It is hence proposed that the approval of the members be sought to borrow a sum not exceeding ₹ 1000 Crores (One Thousand Crores) over and above aggregate of the paid-up capital and free reserves of the Company, to comply with Section 180(1)(a) of the Companies Act, 2013.

Your Directors recommend the resolution set out in item No.15 of the accompanying Notice.

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

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

Place: Chennai

Date: 13th May 2014

Process and manner for members opting for e-voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the 71st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/ Depository Participants):
 - (i) Open the email and open pdf file "Tata Coffee e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/ PIN for e-voting. Please note that this password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, email ID, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (vi) You need to login again with new credentials. Home page of e-voting will open. Click on e-voting: Active Voting Cycles.
 - (vii) Select the "EVEN" i.e. Tata Coffee Limited. Now you are ready for e-voting as Cast Vote page will open.
 - (viii) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 30th May, 2014 ("Cut off Date").
 - (ix) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote cast successfully" will be displayed.

- (x) You can similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting. During the voting period, members can login any number of times till they have voted on all the Resolutions.
 - (xi) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.
 - (xii) Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signatures(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email ID: 'cs@parikhassociates.com' with a copy marked to evoting@nsdl.co.in The scanned image of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO."
- B. In case of Members whose email IDs are not registered with the Company/Depository Participants, their User ID and initial password/PIN is provided on the Ballot Form sent with the Annual General Meeting Notice. Please follow all steps from Sr. No. (ii) to (xii) as mentioned in (A) above, to cast your vote.
- C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/ PIN for casting their votes.
- D. The e-voting period commences on 13th July, 2014 (9.00 a.m) and ends on 15th July, 2014 (6.00 p.m). During this period, members holding shares in either physical or dematerialized form as on the Cut-Off Date of 30th May, 2014, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- E. In case of any query pertaining to e-voting, members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com
- F. Mr. P.N. Parikh, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- H. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.tatacoffee.com and on the website of NSDL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
4. (a) For the benefit of Members who do not have access to e-voting facility, a Ballot Form is being sent along with the Notice of the Annual General Meeting, to enable them to send their assent or dissent by post. Detailed instructions on voting through post are given on the reverse of the Ballot Form.
- (b) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- (c) A Member can opt for only one mode of voting, i.e. either by post or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.



TATA COFFEE LIMITED

Corporate Identification No.L01131KA1943PLC000833
 Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bangalore 560020.
 Ph. No. 080 233560695/97 Fax No. 080 23341843
 Registered Office: Pollibetta 571215, South Kodagu, Karnataka , India.
 Email Address: investors@tatacoffee.com Website: www.tatacoffee.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the member(s):		E-mail Id:	
Registered address:		Folio No/Client Id*:	
		DP Id*:	

*Applicable to shareholders holding shares in electronic form

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

- of having e-mail i.d or failing him
- of having e-mail i.d or failing him
- of having e-mail i.d and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 71st Annual General Meeting of the Company, to be held at the Registered Office of the Company at Pollibetta, Kodagu, on Monday the 21st July, 2014 at 10.00 AM and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	FOR	AGAINST
1.	Adoption of Financial Statements, Directors and Auditors' Report for the year ended 31 st March, 2014		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Mr. Harish Bhat as Director, who retires by Rotation.		
4.	Appointment of Auditors.		
5.	Appointment of Mr. S. Santhanakrishnan as an Independent Director.		
6.	Appointment of Mr. D. R. Kaarthikeyan as an Independent Director.		
7.	Appointment of Mr. Venu Srinivasan as an Independent Director.		
8.	Appointment of Prof. Arun Monappa as an Independent Director.		
9.	Appointment of Mr. T. Radhakrishnan as Director .		
10.	Appointment of Mr. T. Radhakrishnan as Executive Director – ICD Operations.		
11.	Appointment of Mr. Hameed Huq as Managing Director.		
12.	Appointment of Mr. M. Deepak Kumar as Executive Director – Finance.		
13.	Payment of commission to Non-executive Directors.		
14.	Approval of Borrowing limits of the Company.		
15.	Creation of mortgage/charge on the assets of the Company.		

Signed this ____ day of ____ 2014.

Signature of Shareholder: _____

Signature of Proxy holder _____

Note:

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Seventy-first Annual General Meeting.

Please affix
Revenue
Stamp

TATA COFFEE LIMITED

Corporate Identification No.L01131KA1943PLC000833
 Corporate Office: No. 57, Railway parallel Road, Kumara Park West, Bangalore 560020.
 Ph. No. 080 233560695/97 Fax No. 080 23341843
 Registered Office: Pollibetta 571215, South Kodagu, Karnataka, India.
 Email Address: investors@tatacoffee.com Website: www.tatacoffee.com

ATTENDANCE SLIP

DP.Id*:	
Client Id*:	

*Applicable to shareholders holding shares in electronic form

Folio No.	
No. of Shares	

Name and Address of the Shareholder:

I hereby record my presence at the 71st Annual General Meeting of the Company held at the Registered Office of the Company at Pollibetta – 571 215, Kodagu, Karnataka on Monday, the 21st July,2014 at 10.00 a.m..



