

Notice

NOTICE is hereby given that the 74th Annual General Meeting of the Members of Tata Coffee Limited will be held on **Monday, the 17th July, 2017 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, 2017, 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, 2017, together with the Report of the Auditors thereon.
2. To declare Dividend including Special Dividend on Equity Shares for the Financial Year 2016-17.
3. To appoint a Director in place of Mr. R. Harish Bhat, who retires by rotation and being eligible offers himself for re-appointment.
4. **Ratification of appointment of Statutory Auditors**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 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, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company to hold office from the conclusion of 73rd Annual General Meeting until the conclusion of 78th Annual General Meeting of the Company to be held in 2021, on a remuneration as may be agreed upon by the Board of Directors and the Statutory Auditors, be and is hereby ratified”.

SPECIAL BUSINESS:

5. **Appointment of Dr. P.G. Chengappa as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV 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, Dr. P. G. Chengappa (DIN: 06771287), who was appointed as an Additional Director by the Board on 18th May 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 Dr. P. G. Chengappa (DIN: 06771287) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 18th May 2017 to 17th May, 2022 and that the term of office shall not be subject to retirement by rotation, as contemplated under the Act”.

6. **Re-appointment of Mr. K. Venkataraman as Executive Director – Finance & Chief Financial Officer**

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. K. Venkataraman (DIN: 01728072) as Executive Director – Finance & Chief Financial Officer of the Company for a period of three years with effect from 25th October, 2017 to 24th October, 2020, 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, in such manner, as may be agreed to between the Board of Directors and Mr. K. Venkataraman.”

“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 service tax 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, 2018, be and is hereby ratified”.

By Order of the Board

Place: Bengaluru
Date: 18th May, 2017

N. ANANTHA MURTHY
Head – Legal & Company Secretary

NOTES:

- The Statement pursuant to Section 102 of the Companies Act, 2013, (‘the Act’) setting out the material facts in respect of Item Nos. 5, 6 and 7 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.
- 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:

- The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the

4th July 2017 to Monday, the 17th July 2017 (both days inclusive) for the purpose of payment of dividend.

- 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 20th July 2017, as under:

- 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 3rd July 2017.

- 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 3rd July 2017.

- The route map showing directions to reach the venue of the Annual General Meeting is annexed.

- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.

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 the IEPF Rules.

It is in the 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 2010 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 2009, 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 any change of address 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 to 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 the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or 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 2016-17 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 by the permitted mode. Members may note that this Annual Report will also be available on the Company's website viz. 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. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327) 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. **The instructions for e-voting are as under:**
- A. In case a Member receives an email from NSDL (for members whose e-mail ID's are registered with the Company/ Depository Participants):**
- (i) Open the e-mail and open pdf file "Tata Coffee-e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/PIN for e-voting. Please note that this password is an initial password.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Tata Coffee-e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on "Shareholder – Login".
 - (iv) Type User ID and password as initial password/ PIN noted in step (i) above. Click Login.
- (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".
 - (vii) Select the "EVEN" (Electronic Voting Event Number) of Tata Coffee Limited. Now you are ready for e-voting as Cast Vote page opens.
 - (viii) 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.
 - (ix) 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.
 - (x) 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.
 - (xi) Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: 'cs@parikhassociates.com' with a copy marked to 'evoting@nsdl.co.in'. The scanned image

of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO.

B. In case a Member receives physical copy of the Notice of the Annual General Meeting (for Members whose e-mail addresses are not registered with the Company / Depositories):

- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
- ii. Please follow all steps from Sl. No. (ii) to (xi) as mentioned in (A) above, to cast your vote.

C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/ PIN for casting their votes.

Note: Shareholders who forgot the User Details / Password can use "[Forgot User Details / Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No. + Folio No.).

- D.** Members holding Shares in either physical or de-materialized form as on the Cut-Off Date i.e., 10th July 2017, 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 14th July 2017 and ends at 5.00 p.m. on Sunday, the 16th July 2017. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- E.** In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evoting.nsdl.com> or call on toll free No: 1800-222-990. Any query or grievance connected with the remote e-voting may be addressed to the 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

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

- (a) 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 10th July 2017 ("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.
- (b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 10th July 2017, 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.
- (c) 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.
- (d) 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.
- (e) 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 17th July 2017.

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	Dr. P.G. Chengappa	Mr. K. Venkataramanan
Date of Birth	08.11.1962	11.02.1952	30.07.1961
Date of Appointment	27.07.2012	18.05.2017	25.10.2014
Qualifications	B.E (Hons.), PGDM.	Ph.D. in Agricultural Economics M.Sc in Agricultural Economics	FCA, AICWA
Relationship between Directors inter-se	None	None	None
Expertise in specific functional area	Overall Business Management including functional expertise in Sales, Marketing and Corporate Management	Agricultural Economist having over three decades of experience in teaching, research, extension and academic administration	More than three decades of experience in diverse areas covering financial and management accounting, commercial finance, taxation, treasury, and corporate restructuring.
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	Sam Agri Tech Limited Sam Agri Ventures Limited	Tata Housing Development Company Limited
Memberships/Chairmanships of committees of other Public Companies(includes only Audit Committee and Stakeholders Relationship Committee)	Titan Company Limited Audit Committee – Member Stakeholders Relationship Committee - Member	-	-
No. of shares held in the Company	NIL	NIL	NIL

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

Item No. 5

The Board of Directors of the Company at the meeting held on 18th May, 2017, based on the recommendation of the Nomination & Remuneration Committee, appointed Dr. P.G. Chengappa as an Additional Director of the Company with effect from that date. In terms of the provisions of Section 161 of the Act, Dr. Chengappa holds the office till the date of ensuing Annual General Meeting and is eligible for appointment.

Notice under the provisions of the Section 160 of the Act along with the deposit of requisite amount has been received from a member signifying its intention to propose the candidature of Dr. Chengappa as Director of the Company.

In terms of Section 149 of the Act, an Independent Director can hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Dr. Chengappa has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act as well as the Listing Regulations.

In the opinion of the Board, Dr. Chengappa fulfils the conditions specified in the Act and the Rules framed thereunder for appointment

as an Independent Director and is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Dr. Chengappa as an Independent Director is placed before the Members for their approval.

The terms and conditions of appointment of Independent Director 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 resolution set out at Item No. 5 of the accompanying notice.

Dr. Chengappa 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

Mr. Venkataramanan's tenure as Executive Director – Finance & Chief Financial Officer of the Company expires on 24th October 2017. At the meeting of the Board of Directors of the Company held on 18th May 2017, the re-appointment of Mr. K Venkataramanan

as Executive Director – Finance and Chief Financial Officer for a period of 3 years with effect from 25th October 2017 was approved 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. Venkataramanan is a qualified Chartered Accountant and a Cost Accountant with over three decades of experience in diverse areas covering financial and management accounting, commercial finance, taxation, treasury, and corporate restructuring.

The principal terms and conditions of re-appointment of Mr. K. Venkataramanan (hereinafter referred to as “the appointee”) are given below:

A. Tenure of Appointment: The re-appointment of Mr. K. Venkataramanan as Executive Director – Finance & Chief Financial Officer is for a period of 3 years with effect from 25th October, 2017.

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 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: Rs.3,67,540/- p.m. as per the existing terms of remuneration 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:

- I. 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 to 85% of the Basic Salary in case residential accommodation is not provided by the Company.

II. 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.

III. Other perquisites and allowances given below subject to a maximum of 55% of the Basic Salary;

Particulars	%
a. Allowances	33.34
b. Leave Travel Concession/Allowance	8.33
c. Medical Allowance	8.33
Total	50.00
d. Personal Accident Insurance	} at actuals subject
e. Club Membership fees	} to a cap of 5.00
	55.00

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

V. 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 under Section 197 of the Act. 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.

D. 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 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. Venkataraman's tenure as Executive Director – Finance & Chief Financial Officer and the Directors

recommend the resolution for his re-appointment as set out at Item No. 6 of the accompanying notice.

Mr. K. Venkataramanan 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 18th May 2017, appointed M/s. Rao, Murthy & Associates, as Cost Auditor for conducting the Cost Audit for the Financial Year ending 31st March, 2018, at a remuneration of ₹ 2,75,000/- (Rupees Two Lacs Seventy-five Thousand only) plus applicable service tax 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.

By Order of the Board

Place: Bengaluru
Date: 18th May, 2017

N. ANANTHA MURTHY
Head – Legal & Company Secretary



TATA
TATA COFFEE LIMITED

Corporate Identification No.L01131KA1943PLC000833
Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020
Ph. No.- 080 23560695/97 Fax No.- 080 23341843
Registered Office: Pollibetta 571215, Kodagu, Karnataka, India
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 IDNo./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 74th Annual General Meeting of the Company to be held at the Registered Office of the Company at Pollibetta – 571 215, Kodagu, Karnataka on Monday, the 17th July, 2017 at 11.00 A.M. 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, 2017 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, 2017 together with the Report of the Auditors thereon.
- To declare Dividend including Special Dividend on Equity Shares for the Financial Year 2016-17.
- To appoint a Director in place of Mr. R. Harish Bhat, who retires by rotation and being eligible offers himself for re-appointment.
- Ratification of appointment of Statutory Auditors

Special Business

- Appointment of Dr. P. G. Chengappa as an Independent Director
- Re-appointment of Mr. K. Venkataraman as Executive Director – Finance & Chief Financial Officer.
- Ratification of Cost Auditor's Remuneration

Signed this day of 2017.

Please affix
Revenue
Stamp

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, 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 Annual General Meeting.

TATA COFFEE LIMITED

Corporate Identification 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 74th Annual General Meeting of the Company held at the Registered Office of the Company at Pollibetta – 571 215, Kodagu, Karnataka on Monday, the 17th July, 2017 at 11.00 A.M.

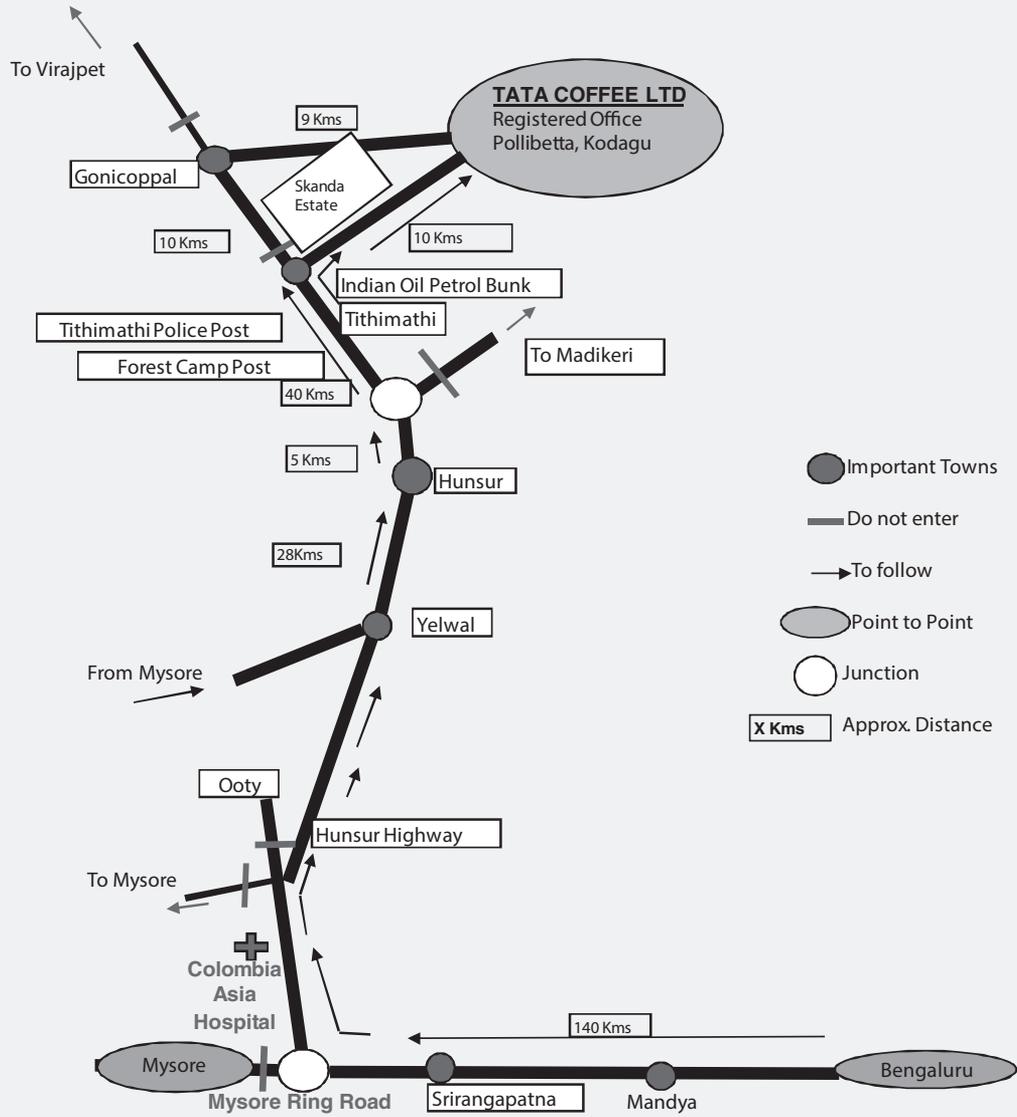
Folio No. _____ DP.ID. No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

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

Landline No. 08274 - 251411



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