



June 5, 2020

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| <p>1. The Dy. General Manager
Corporate Relationship Dept.
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code No: 532301</p> | <p>2. The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. C/1, G. Block
Bandra-Kurla Complex, Bandra (E)
MUMBAI – 400 051
Scrip symbol: TATACOFFEE</p> |
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Dear Sir(s),

Sub: 77th Annual General Meeting - Annual Report 2019-20

Further to our letter dated May 25, 2020, we would like to inform you that the 77th Annual General Meeting (“AGM”) of the Company will be held on Monday, June 29, 2020 at 11.00 A.M. (IST) through (“VC”) / Other Audio-Visual Means (“OAVM”).

The Board of Directors have recommended a dividend of ₹1.50 per equity share of ₹1 each for approval by the shareholders at the AGM.

We would like to inform you that the dividend, as recommended by the Board, if declared at the AGM, will be paid on or after July 2, 2020, as under:

- (i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as of the beginning of the business hours on June 16, 2020.
- (ii) to all Members in respect of Shares held in physical form, after giving effect to valid share transfers lodged with the Company on or before June 16, 2020.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2019-20, which is being sent in electronic mode to the Members.

TATA COFFEE LIMITED

57 Railway Parallel Road, Kumara Park West Bengaluru 560 020
Tel: 91 80 23560695 - 97 23561976 - 81 Fax: 91 80 23341843
Registered Office: Pollibetta 571 215 South Kodagu Karnataka India
Corporate Identity Number (CIN) -L01131KA1943PLC000833
Website address - www.tatacoffee.com





The Annual Report containing the Notice of AGM is also uploaded on the Company's website <https://tatacoffee.com/sites/default/files/collaterals/Annual-Report-2019-20.pdf>

Thanking you,

For Tata Coffee Limited

Anantha Murthy N
Head – Legal & Company Secretary



Encl.: Notice of 77th Annual General Meeting

C.C.

1. National Securities Depository Ltd.
2. Central Depository Services (India) Ltd.
3. TSR Darashaw Consultants Pvt. Ltd. – Registrar & Share Transfer Agent

TATA COFFEE LIMITED

57 Railway Parallel Road, Kumara Park West Bengaluru 560 020
Tel: 91 80 23560695 - 97 23561976 - 81 Fax: 91 80 23341843
Registered Office: Pollibetta 571 215 South Kodagu Karnataka India
Corporate Identity Number (CIN) -L01131KA1943PLC000833
Website address - www.tatacoffee.com

Notice

NOTICE is hereby given that the 77th Annual General Meeting of the Members of Tata Coffee Limited will be held on Monday, June 29, 2020 at 11.00 A.M (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts – Standalone

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

2. Adoption of Accounts – Consolidated

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2020.

4. Appointment of a Director retiring by rotation

To appoint a Director in place of Mr. R. Harish Bhat (DIN: 00478198), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Re-appointment of Ms. Sunalini Menon (DIN: 06983334) as an Independent Director for a second term

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date and Schedule IV to the Act, and Regulation 16(1)(b) and 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to date, Ms. Sunalini Menon (DIN: 06983334), who was appointed as an Independent Director at the 72nd Annual General Meeting of the Company held on August 3, 2015 and who holds office upto August 2, 2020 and who is eligible for re-appointment

and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Non-Executive Director on the Board of the Company, not liable to retire by rotation, with effect from August 3, 2020 to October 31, 2023.

6. Re-appointment of Mr. V. Leeladhar (DIN: 02630276) as an Independent Director for a second term

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, – if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date, and Schedule IV to the Act, and Regulation 16(1)(b) and 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to date, Mr. V. Leeladhar (DIN: 02630276), who was appointed as an Independent Director at the 72nd Annual General Meeting of the Company held on August 3, 2015 and who holds office upto August 2, 2020 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Non-Executive Director on the Board of the Company, not liable to retire by rotation, with effect from August 3, 2020 to December 6, 2021".

7. Re-appointment of Mr. Siraj Azmat Chaudhry (DIN: 00161853) as an Independent Director for a second term

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, – if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date, and Schedule IV to the Act, and Regulation 16(1)(b) and 17 of Securities and Exchange Board of India (Listing

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Obligations and Disclosure Requirements) Regulations, 2015, as amended to date, Mr. Siraj Azmat Chaudhry (DIN: 00161853), who was appointed as an Independent Director at the 72nd Annual General Meeting of the Company held on August 3, 2015 and who holds office upto August 2, 2020 and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation and to hold office for another term of 5 (five) consecutive years on the Board of the Company, with effect from August 3, 2020 to August 2, 2025.

8. Appointment of Mr. Sunil A. D'Souza (DIN: 07194259), as a Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions – if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per Article 101 of Articles of Association of the Company, Mr. Sunil A. D'Souza (DIN: 07194259), who was appointed as an Additional Director by the Board on May 5, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. Sunil A. D'Souza as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

9. Re-appointment of Mr. K. Venkataramanan (DIN: 01728072), as Executive Director – Finance & CFO of the Company

To consider and, if thought fit, to pass the following resolution as an 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'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended to date,

consent of the Company be and is hereby accorded for the re-appointment of Mr. K. Venkataramanan (DIN: 01728072), as Executive Director – Finance & CFO of the Company, not liable to retire by rotation, for a period of 2 (two) years with effect from October 25, 2020 to October 24, 2022, upon the principal terms and conditions set out in the Explanatory Statement annexed to the Notice, including the remuneration to be paid in the event of inadequacy of profits in any Financial Year during the tenure of his re-appointment, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the Members, the terms and conditions of the said re-appointment including the remuneration, in such manner, as may be agreed to between the Board of Directors and Mr. K. Venkataramanan.

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.

10. Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules 2014, as amended to date, payment of ₹3,00,000/- (Rupees Three Lakh only), reimbursement of out-of-pocket expenses at actuals plus applicable taxes thereon incurred in connection with the audit, payable to M/s. Rao, Murthy & Associates, Cost Accountants (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 March 31, 2021 be and is hereby ratified.

By Order of the Board

N. Anantha Murthy

Place: Bengaluru
Date: May 5, 2020

Head – Legal & Company Secretary
Membership No. ACS 17134

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 5 to 10 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
4. **Book Closure and Dividend:**
 - (a) The Register of Members and the Share Transfer Books of the Company will remain closed from June 16, 2020 to June 22, 2020 (both days inclusive) for the purpose of payment of dividend.
 - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made on or after July 2, 2020, as under:
 - (i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as of the beginning of the business hours on June 16, 2020.
 - (ii) to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company on or before June 16, 2020.
5. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents - M/s. TSR Darashaw Consultants Private Limited for assistance in this regard.
6. 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.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. TSR Darashaw Consultants Private Limited, in case the shares are held in physical form.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. **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.

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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). 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, from the Financial Year ended March 31, 2013 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/ unpaid dividends at the following address:

M/s. TSR Darashaw Consultants Private Limited,
Unit: Tata Coffee Limited,
6, Haji Moosa Patrawala Industrial Estate,
20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011

10. 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 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 Consultants Private Limited. 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.

11. 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.

12. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

13. **Nomination Facility:** As per the provisions of Section 72 of the Act 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.

14. Members, 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. Such Members' are requested to contact the Company's Registrar and Share Transfer Agent – M/s. TSR Darashaw Consultants Private Limited, in this regard.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at investors@tatacoffee.com.

16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company's website at www.tatacoffee.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock

Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to tdsdividend@tatacoffee.com latest by 11:59 p.m. (IST) on June 10, 2020.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to tdsdividend@tatacoffee.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 p.m. (IST) on June 10, 2020.

19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

VOTING THROUGH ELECTRONIC MEANS

1. 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.

2. The remote e-voting period commences at 9.00 A.M. (IST) on Friday, June 26, 2020 and ends at 5.00 P.M. (IST) on Sunday, June 28, 2020. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., Monday, June 22, 2020, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. The Company has appointed Mr. S. M. Pramod of M/s. BMP & Co., LLP., Company Secretaries (Membership No. FCS 7834) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on June 22, 2020 ("Cut-Off Date").
6. 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. June 22, 2020, 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.
7. **E-voting Instructions:** The details of the process and manner for remote e-voting are explained herein below:

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

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

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

iv) Your User ID details are given below:

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

v) Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox and open the

attachment i.e. pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

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

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

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, PAN, name and registered address.

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

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

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

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

- After successful login at Step-1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-voting as the Voting page opens.

- v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for registration of email ID for obtaining Annual Report and user ID / password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, TSR Darashaw Consultants Private Limited at Csg-KYC@tsrdarashaw.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ul style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digits MICR Code Number, and e) 11 digits IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM, ARE AS UNDER:

- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsd.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting

instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

- b) Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- c) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / +91 22 24994360 / +91 99202 64780 or Mr. Thejas Narasimhamurthy, Assistant Manager- NSDL at thejasn@nsdl.co.in / +91 80 40407106 / +91 97423 53308.
- d) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@tatacoffee.com from June 20, 2020 (9:00 a.m. IST) to June 25, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

GENERAL INSTRUCTIONS / INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

- a) Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: pramod@bmpandco.com with a copy marked to 'evoting@nsdl.co.in'.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- c) In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsd.com or call on Toll Free No.: 1800-222-990 or send a request at evoting@nsdl.co.in. Any query or grievance connected with the remote e-voting may be addressed to

Notice [Contd.]

Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in / pallavid@nsdl.co.in, Tel: +91 22 2499 4545 / 1800-222-990 or Mr. Thejas Narasimhamurthy, Assistant Manager- NSDL at thejasn@nsdl.co.in / +91 80 40407106 / +91 97423 53308.

OTHER INFORMATION:

- a) 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 to a person authorized by the Chairman in writing who shall countersign the same.
- b) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results 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.
- c) 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, June 29, 2020.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

The following Statement sets out all material facts relating to Item Nos. 5 to 10 mentioned in the accompanying Notice.

Item Nos. 5, 6 and 7

The Members of the Company at the 72nd Annual General Meeting held on August 3, 2015, had appointed Ms. Sunalini Menon (DIN:06983334), Mr. V. Leeladhar (DIN: 02630276) and Mr. Siraj Azmat Chaudhry (DIN:00161853) as Independent Director(s) to hold office for a term of five consecutive years upto August 2, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152, read with Schedule IV and other applicable provisions, if any, of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations");

- i. Ms. Sunalini Menon, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director from August 3, 2020 to October 31, 2023.
- ii. Mr. V. Leeladhar, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director from August 3, 2020 to December 6, 2021.
- iii. Mr. Siraj Azmat Chaudhry, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a further period of five consecutive years from August 3, 2020 to August 2, 2025.

A brief profile / expertise of the Independent Directors to be re-appointed is provided in the Annexure to the Notice.

The Company has received declaration(s) from Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the Listing Regulations. In the opinion of the Board, Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry fulfil the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date and Regulation 16(1)(b) of the Listing Regulations for their re-appointment as Independent Non-Executive Director(s) of the Company and are independent of the management.

Copies of the draft appointment letters of Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry as Independent Non-executive Director(s) setting out the terms and conditions of re-appointment would be available for inspection by the Members, by writing an email to the Company at investors@tatacoffee.com.

The Company has immensely benefited during the tenures of Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry as Independent Director(s) of the Company and the Board is satisfied with the integrity, expertise and experience

(including the proficiency) of these Independent Directors, who are being re-appointed at this AGM.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry and accordingly the Board recommends Special Resolution(s) at Item Nos. 5, 6 and 7 in relation to the re-appointment of Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry as Independent Director(s) of the Company for the respective periods stated above, for approval by the Members of the Company.

Ms. Sunalini Menon, Mr. V. Leeladhar and Mr. Siraj Azmat Chaudhry, being appointee(s), are interested and concerned in the Resolution(s), mentioned at Item Nos. 5, 6 and 7 respectively, of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the said Resolution(s) accompanying the Notice.

Item No. 8

The Board of Directors of the Company at the meeting held on May 5, 2020, based on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Sunil A. D'Souza (DIN:07194259) as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from that date. In terms of the provisions of Section 161 of the Act, Mr. D'Souza holds the office till the date of ensuing Annual General Meeting and is eligible for appointment. Notice under the provisions of Section 160 of the Act has been received from a member signifying its intention to propose the candidature of Mr. D'Souza as Director of the Company.

A brief profile / expertise of Mr. D'Souza is provided in the Annexure to the Notice.

The Board considers that the continued association of Mr. D' Souza would be of immense benefit to the Company and it is desirable to continue to avail his services. The Board is satisfied with the integrity, expertise and experience (including the proficiency), of Mr. D'Souza who is being appointed at this AGM. Hence, the Board recommends the Resolution set out at Item No. 8 of the accompanying Notice for approval by the Members.

Mr. D'Souza is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 9

Mr. Venkataramanan's current tenure of office as Executive Director – Finance & CFO of the Company expires on October 24, 2020.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at the meeting held on May 5, 2020, has re-appointed Mr. K. Venkataramanan as the Executive Director- Finance & CFO of the Company for a further period of two (2) years i.e., from October 25, 2020 to October 24, 2022 subject to the approval by the members of the Company on the terms and conditions of appointment as indicated below.

Mr. Venkataramanan is a qualified Chartered Accountant and a Cost Accountant with over three decades of rich experience in diverse areas covering financial and management accounting, commercial finance, taxation, treasury, and Corporate Restructuring, Corporate Governance, Risk Management.

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

A. Tenure of Re-appointment:

The re-appointment of Mr. K. Venkataramanan as Executive Director- Finance & CFO is for a period two (2) years i.e., from October 25, 2020 to October 24, 2022.

B. Nature of Duties:

The Appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board and the Managing Director of the Company, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Subsidiaries or any other Executive Body or a Committee of such a Company.

C. Remuneration:

The Appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:

- a) **Basic Salary:** ₹4,34,514/- per month with annual increments effective 1st April every year as may be decided by the Board, based on the recommendation of Nomination & Remuneration Committee, which is based on merits and considering the Company's Performance.

Notice [Contd.]

b) Benefits, Perquisites, Allowances:

In addition to the Basic Salary referred to in (a) above, the Executive Director- Finance & CFO shall be entitled to:

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

OR

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

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

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

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

* The Company will pay the amounts for these benefits directly to the entities concerned. The figures shown above are a valuation and are not payable in cash or in allowance form to the Executive unless approved otherwise.

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

- E. The Executive Director – Finance & CFO shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Executive Director – Finance & CFO is encashable in accordance with the Rules of the Company.

F. Commission / Incentive:

Such remuneration by way of commission / incentive, in addition to the salary and perquisites and allowances payable, calculated with reference to the Net Profits of the Company in a particular Financial Year, as may be determined by the Board of the Company at the end of each Financial Year, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the Executive Director – Finance & CFO will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf, which shall not exceed 18 Months' Basic Salary and will be payable annually after the Annual Accounts have been approved by the Board.

G. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of the Executive Director – Finance & CFO, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director – Finance & CFO, remuneration by way of Salary, Benefits, Perquisites and Allowances, and Commission / Incentive as specified above.

- H. The Executive Director – Finance & CFO shall be entitled to reimbursement of Interest on the Housing Loan availed by him for acquisition of Residential Property, subject to maximum Loan Amount of ₹50 Lakh and interest reimbursement upto 10% of the total interest charged by the Lending Institution, which shall not exceed the interest rates charged by M/s. Housing Development Finance Corporation (HDFC).

c) 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.
 - c) 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.
- vii. 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 – Finance & CFO and cease to be a Director of the Company.
- viii. 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.

Draft of the agreement to be entered into between the Company and Mr. Venkataramanan setting out the terms and conditions of the re-appointment would be available for inspection by the Members by writing an email to the Company at investors@tatacoffee.com.

The Company has immensely benefited during Mr. Venkataramanan's tenure as Executive Director-Finance & CFO since October 2014. The Board considers that his continued association would be of immense benefit to the Company. The Board is satisfied with the integrity, expertise and experience (including the proficiency) of Mr. Venkataramanan who is being re-appointed at this AGM and accordingly, the Board recommends the resolution for his re-appointment as set out at Item No. 9 of the accompanying Notice for approval by the Members of the Company.

Notice [Contd.]

Mr. K. Venkataramanan, being an Appointee, is interested and concerned in the Resolution mentioned at Item No. 9 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 set out at Item No. 9 of the accompanying Notice.

Item No. 10

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 May 5, 2020, appointed M/s. Rao, Murthy & Associates (Firm Registration No. 000065), as Cost Auditor for conducting the Cost Audit for the Financial Year ending March 31, 2021, on a remuneration of ₹3,00,000/- (Rupees Three Lakh only), reimbursement of out-of-pocket expenses at actuals plus applicable taxes thereon.

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. 10 of the Notice.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No.10 of the accompanying Notice be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the accompanying Notice.

By Order of the Board

Place: Bengaluru
Date: May 5, 2020

N. Anantha Murthy
Head – Legal & Company Secretary
Membership No. ACS 17134

Details of Directors seeking appointment/re-appointment at the Annual General Meeting [Pursuant to regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

Name of Director	Mr. R. Harish Bhat*	Ms. Sunalini Menon	Mr. V. Leeladhar	Mr. Siraj Azmat Chaudhry	Mr. Sunil A. D'Souza	Mr. K. Venkataramanan
Date of Birth	08.11.1962	01.11.1948	07.12.1946	08.01.1967	31.12.1967	30.07.1961
Date of Appointment	27.07.2012	23.09.2014	22.12.2014	15.05.2015	05.05.2020	25.10.2014
Qualifications	B.E (Hons.) - BITS Pilani, PGDM (IIM, Ahmedabad)	Post Graduate in Food Technology from University of Madras.	B.Sc. (Engg.)	Post Graduate from the Indian Institute of Foreign Trade	B.E, PGDM (IIM, Calcutta)	ACA, ICWA
Relationship between Directors inter-se	None	None	None	None	None	None
Expertise in specific functional area	Overall Business Management including functional expertise in Sales, Marketing and Corporate Management	More than 4 decades of rich experience in coffee Industry relating to quality and quality - related aspects of Domestic and International Coffee	Rich and wide experience in Banking and Finance	More than 3 decades of rich experience in the Agri Business/ Commodity Trading / Forex	Strong domain knowledge and expertise in handling consumer products business with distinct focus on strategy, growth and execution.	More than three decades of rich experience in diverse areas covering financial and management accounting, commercial finance, taxation, treasury, and corporate restructuring, Corporate Governance and Risk Management
Directorships held in other Public Companies (excluding Foreign, Private and Section 8 Companies)	- Tata Consumer Products Limited - Tata AIA Life Insurance Company Limited - Infiniti Retail Limited - Trent Limited - Tata Unistore Limited	-	- Tata Asset Management Limited	- Tata Consumer Products Limited - National Collateral Management Services Limited	- Tata Consumer Products Limited - Nourishco Beverages Limited - TRIL Constructions Limited	Tata Housing Development Company Limited
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Chairman: Stakeholders Relationship Committee - Trent Limited Member: Audit Committee - Tata Consumer Products Limited	-	Chairman: Audit Committee - Tata Asset Management Limited	Member: Audit Committee - Tata Consumer Products Limited	-	-
No. of shares held in the Company	NIL	NIL	NIL	NIL	NIL	NIL

*Mr. R. Harish Bhat retires by rotation and being eligible, offers himself for re-appointment.

Note: For other details such as the number of meetings of the Board attended during the year, remuneration drawn in respect of the above Directors, please refer to the Corporate Governance Report, which forms part of the Annual Report