

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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To,
The Chairman
Tata Coffee Limited
Pollibetta, Kodagu
Karnataka- 571215

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

I, P.N.Parikh of M/s Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Coffee Limited vide resolution dated May 13, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Seventy First Annual General Meeting of the Company to be held on July 21, 2014.

The Notice dated May 13, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on July 21, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of May 30, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 15 in the Notice of the 71st AGM of Tata Coffee Limited.

The voting period for e-voting commenced on Sunday, July 13, 2014 at 09.00 a.m. and ended on Tuesday, July 15, 2014 at 6:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms received upto July 14, 2014 were considered.



I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	46	10923396	--
Physical	115	5488	--
Total	161	10928884	100.000

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	NIL	0	--
Physical	NIL	0	--
Total	N.A	0	N.A

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	10	1880
Total	11	1881



II. Resolution No. 2 :-

Declaration of dividend on equity shares of the Company.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	46	10923396	--
Physical	113	6878	--
Total	159	10930274	100.000*[Rounded Off]

(ii) Voted against the resolution:

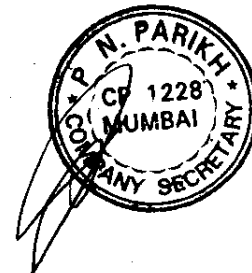
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	NIL	0	--
Physical	1	10	--
Total	1	10	0.000#

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	11	480
Total	12	481

* % of votes in favour: 99.9999

#% of votes against : 0.0001



III. Resolution No. 3 :-

Appointment of a Director in place of Mr. Harish Bhat who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the resolution:

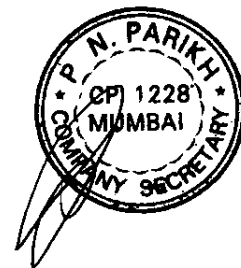
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	42	10923361	--
Physical	111	5115	--
Total	153	10928476	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	4	35	--
Physical	3	183	--
Total	7	218	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	11	2070
Total	12	2071



IV. Resolution No. 4 :-

Re-appointment of M/s. SNB Associates, Chartered Accountants Chennai (ICAI Registration No. - 015682N) as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	44	10923372	--
Physical	110	4981	--
Total	154	10928353	100.000*[Rounded Off]

(ii) Voted against the resolution:

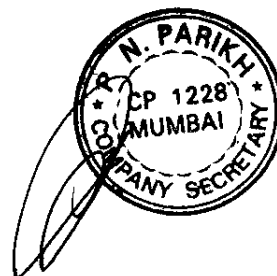
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	2	24	--
Physical	1	3	--
Total	3	27	0.000#

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	14	2384
Total	15	2385

* % of votes in favour: 99.9998

#% of votes against: 0.0002



V. Resolution No. 5 :-

Appointment of Mr. S. Santhanakrishnan as an Independent Director of the Company with effect from July 21, 2014 to July 20, 2019.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	39	10922938	--
Physical	110	5269	--
Total	149	10928207	99.996

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	7	458	-
Physical	2	4	-
Total	9	462	0.004

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	13	2095
Total	14	2096



VI. Resolution No. 6 :-

Appointment of Mr. D.R. Kaarthikeyan as an Independent Director of the Company with effect from July 21, 2014 to October 01, 2014.

(i) Voted in favour of the resolution:

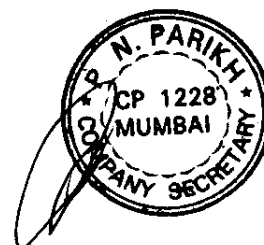
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	37	10922875	--
Physical	111	5284	--
Total	148	10928159	99.996

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	7	473	--
Physical	2	4	--
Total	9	477	0.004

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	12	2080
Total	13	2081



VII. Resolution No. 7 :-

Appointment of Mr. Venu Srinivasan as an Independent Director of the Company with effect from July 21, 2014 to July 20, 2019.

(i) Voted in favour of the resolution:

	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	35	10922853	--
Physical	115	5319	--
Total	150	10928172	99.995

(ii) Voted against the resolution:

	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	9	495	--
Physical	NIL	0	--
Total	9	495	0.005

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	10	477
Total	11	478



VIII. Resolution No. 8 :-

Appointment of Prof. Arun Monappa as an Independent Director of the Company with effect from July 21, 2014 to March 09, 2017.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	39	10923003	--
Physical	111	5270	--
Total	150	10928273	99.997

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	5	345	--
Physical	1	3	--
Total	6	348	0.003

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(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	13	2095
Total	14	2096



IX. Resolution No. 9 :-

Appointment of Mr. T. Radhakrishnan as a Director of the Company.

(i) Voted in favour of the resolution:

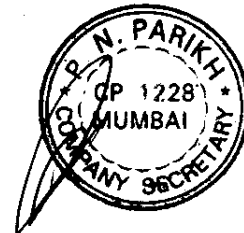
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	38	10922993	--
Physical	110	5202	--
Total	148	10928195	99.997

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	5	335	--
Physical	1	3	--
Total	6	338	0.003

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	14	2163
Total	15	2164



X. Resolution No. 10 :-

Appointment of Mr. T. Radhakrishnan as Executive Director of the Company- ICD Operations for a period of three years effective from July 26, 2013.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	41	10923318	--
Physical	112	5285	--
Total	153	10928603	100.000*[Rounded Off]

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	3	30	--
Physical	1	3	--
Total	4	33	0.000#

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	12	2080
Total	13	2081

* % of votes in favour: 99.9997

#% of votes against: 0.0003



Resolution No. 11 :-

Appointment of Mr. Hameed Huq as Managing Director of the Company for a period from January 03, 2014 to March 31, 2015.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	38	10923229	--
Physical	106	4856	--
Total	144	10928085	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	4	40	--
Physical	2	180	--
Total	6	220	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	17	2332
Total	18	2333



XI. Resolution No. 12 :-

Appointment of Mr. M. Deepak Kumar as an Executive Director of the Company-Finance for a period from October 25, 2013 to October 24, 2014.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	37	10922889	--
Physical	108	5143	--
Total	145	10928032	99.997

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	6	159	--
Physical	3	183	--
Total	9	342	0.003

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	14	2034
Total	15	2035



XII. Resolution No. 13 :-

Payment of Commission to Non-executive Directors of the Company.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	30	10922965	--
Physical	93	4559	--
Total	123	10927524	99.993

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	14	359	--
Physical	11	437	--
Total	25	796	0.007

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	21	2377
Total	22	2378



XIII. Resolution No. 14 :-

Approval of borrowing limits of the Company

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	38	10923189	--
Physical	107	5031	--
Total	145	10928220	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	7	164	--
Physical	1	5	--
Total	8	169	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	17	2332
Total	18	2333



XIV. Resolution No. 15 :-

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

(i) Voted in favour of the resolution:

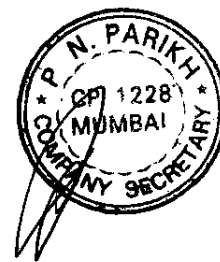
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	38	10923189	--
Physical	105	4836	--
Total	143	10928025	99.997

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	7	164	--
Physical	4	195	--
Total	11	359	0.003

(iii) Invalid votes:

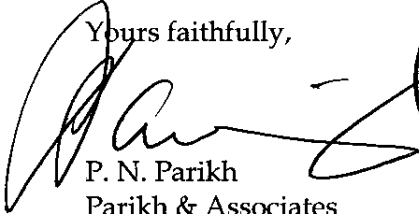
	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	16	2337
Total	17	2338



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



P. N. Parikh
Parikh & Associates
Practising Company Secretary
FCS: 327 CP: 1228
Place: Mumbai
Dated: July 17, 2014