

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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To,
The Chairman
Tata Coffee Limited
Pollibetta,
Kadagu - 571 215

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Tata Coffee Limited held on Monday, August 03, 2015 at 10:00 a.m.

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Coffee Limited, pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Tata Coffee Limited held on Monday, August 03, 2015 at 10:00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 03, 2015.

The Notice dated May 15, 2015 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 passed at the Annual General Meeting of the Company.

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

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.



The shareholders of the company holding shares as on the "cut-off" date of July 27, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Friday, July 31, 2015 at 09:00 a.m. (IST) and ended on Sunday, August 02, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Wednesday, July 29, 2015 were also considered.

I have scrutinized and reviewed the remote e-voting 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 consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

Adoption of:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
392	10,75,49,307	100.00 (Rounded-off)



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	110	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
26	5,135

Resolution 2: Ordinary Resolution

Declaration of dividend on equity shares of the company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
385	10,91,91,895	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	1,232	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
32	14,955



Resolution 3 : Ordinary Resolution

To appoint a Director in place of Mr. T. Radhakrishnan (DIN: 03527405), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
368	10,91,26,463	99.94

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	64,572	0.06

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
32	15,545

Resolution 4: Ordinary Resolution

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.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
364	10,91,26,686	99.94

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	65,307	0.06



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
32	14,585

Resolution 5: Ordinary Resolution

To appoint M/s SNB Associates, Chartered Accountants, Chennai (ICAI Regn No. - 015682N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
375	10,91,89,106	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	384	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
38	17,140



Resolution 6: Ordinary Resolution

Appointment of Ms. Sunalini Menon (DIN: 06983334) as a Director/Independent Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
366	10,91,28,517	99.94

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	62,075	0.06

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
37	17,460

Resolution 7: Ordinary Resolution

Appointment of Mr. V. Leeladhar (DIN: 02630276) as a Director/Independent Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
365	10,91,30,345	99.95

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	60,002	0.05



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
39	17,685

Resolution 8: Ordinary Resolution

Appointment of Mr. SirajAzmatChaudhry (DIN: 00161853) as a Director/Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
363	10,91,33,836	99.95

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	58,169	0.05

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
38	16,185



Resolution 9: Ordinary Resolution

Appointment of Mr. K. Venkataramanan (DIN: 01728072) as a Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
363	10,91,32,599	99.95

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	57,822	0.05

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
40	17,715

Resolution 10: Ordinary Resolution

Appointment of Mr. Sanjiv Sarin (DIN: 02063332) as a Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
363	10,91,32,801	99.95

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	56,949	0.05



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
40	18,195

Resolution 11: Ordinary Resolution

Appointment of Mr. Sanjiv Sarin (DIN: 02063332) as Managing Director and CEO of the Company for the period of three years w.e.f. April 25, 2015 to April 24, 2018.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
367	10,91,34,535	99.95

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	56,500	0.05

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
39	16,145



Resolution 12: Ordinary Resolution

Approval of Cost Auditor's remuneration.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
365	10,91,31,045	100.00 (Rounded-off)

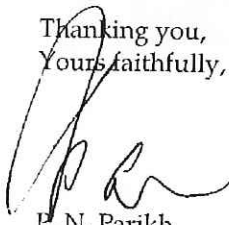
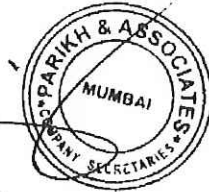
(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	4,661	0.00

(iii) **Invalid** votes:

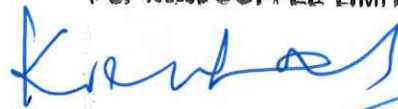
Number of members whose votes were declared invalid	Number of votes cast by them
40	72,655

Thanking you,
Yours faithfully,

P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CPNo.: 1228
111, 11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai - 400053

For TATA COFFEE LIMITED



EXECUTIVE DIRECTOR

Place: Mumbai
Dated: August 03, 2015