31st August, 2015

1. The Dy.General Manager
Corporate Relationship Dept.
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street
MUMBAI - 400 001
Scrip Code No: 532301
FAX Nos. 022 –22723121/22722037

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
Fax Nos. 022-26598237/38

Dear Sirs,

Re: **Submission of Proceedings of 72nd Annual General Meeting**

As per Clause 31 of the Listing Agreement, we are sending herewith the proceedings of 72nd Annual General Meeting held on 3rd August, 2015.

Thanking you,

Yours faithfully
For TATA COFFEE LIMITED

(N.S.SURYANARAYANAN)
COMPANY SECRETARY

Encl: as above

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

TATA COFFEE LIMITED

Minutes of the 72nd Annual General Meeting of the Company held at the Registered Office, Pollibetta, on Monday, the 3rd August, 2015 at 10.00 AM.

Present:-

Mr. R. Harish Bhat	Chairman
Mr. Sanjiv Sarin	Managing Director and CEO
Mr. T. Radhakrishnan	Executive Director- ICD (Operations)
Mr. K Venkataramanan	Executive Director – Fin & CFO
Mr. S. Santhanakrishnan	Director and Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee
Prof. Arun Monappa	Director and Chairman of Ethics & Compliance Committee
Ms. Sunalini Menon	Director and Chairperson Corporate Responsibility Committee
Mr. V. Leeladhar	Director
Mr. Siraj Azmat Chaudhry	Director
Mr. N.S.Suryanarayanan	Company Secretary

Total 35 members were present in person including Tata Global Beverages Ltd - through their designated Representative – Mr. Shivaram V.

Total 2 members holding 2000 shares were present through proxies.

Mr. S. Lakshmanan	Representing M/s S N B Associates (Statutory Auditors)
Mr. Sudhir Hulyalkar	Practicing Company Secretary (Secretarial Auditor)

1) **Quorum:**

The requisite quorum being present, Mr. R. Harish Bhat, Chairman called the Meeting to order and welcomed the Members. Thereafter, he introduced the Directors present at the meeting to the members.

A two minute silence was observed as a mark of respect to the departed soul of late former President of India Mr. A.P.J Abdul Kalam who had passed away on the 27th July 2015.

The Chairman informed that Attendance & Proxy Register, Register of Directors' Shareholding pursuant to section 170 of the Companies Act, 2013 and also Statutory

Auditor's Report and Secretarial Audit Report as circulated were available for inspection during the meeting.

2) **Notice:**

The Notice convening the Meeting having been circulated was taken as read with the consent of the members.

3) **Auditors Report:**

On the request of the Chairman Mr. N S Suryanarayanan, Company Secretary read the Auditors Report the year ended 31st March, 2015.

4) **Chairman's Address:**

The Chairman informed the members that the Annual Report for the financial year 2014-15 was prepared with the theme "Premium Differentiated Coffees".

He informed that Tata Coffee's turnover as a standalone entity for the year ended 31st March, 2015 was Rs. 684 Crores. The profit from operations before other income and interest stood at Rs. 135.14 Crores; the profit before tax stood at Rs. 141.66 Crores, while the profit after tax was at Rs. 101.56 Crores.

The consolidated turnover of the Company stood at Rs.1691.42 Crores as against Rs. 1677.17 Crores in the previous year while the consolidated profit before tax stood at Rs. 265.71 Crores as compared to Rs. 136.45 Crores in the previous year.

Coffee Scenario:

The world production and consumption of coffee was about 142 million bags and 149 million bags respectively and the consumption of Coffee in the world had grown by 1.5% over the previous year. The Indian Coffee production was 5.52 Million bags during the same period.

The Company harvested a higher Robusta crop of 7,002 MT during the year under review, which has been the highest production of the crop in the last 5 years. The Arabica production has been lower at 1,594 MT being a binneal off year.

The global Robusta prices touched a high of 2200 $ per tonne in early 2014 and finally settled to 1729 $ per tonne by March 2015, primarily driven by a bumper crop from Vietnam which is the world's largest producer of Robusta. The Arabica prices rose upto 222 cents per pound due to the drought conditions in Brazil, the weakness in their currency resulted in easing the prices to 133 cents per pound. Differentiation helped the Company to mitigate the high volatility in the experienced in the world coffee prices

The Instant Coffee Division posted record annual sales of 7677 MT and production of 7975 MT during the year under review which was 16% higher than the previous year. This was achieved despite tough market conditions in Russia and Ukraine and also through an aggressive expansion in the customer base in other Geographies.

The Company produced 6.17 Million Kgs of tea during the year under review as against 6.54 million kgs in the previous year. The Tea crop was affected due to a long drought followed by heavy rain and pest attack.

The Company achieved a record pepper crop of 1150 MT during the year under review; various steps were initiated to further enhance the production of pepper in the coming years.

The Company's Curing Works at Kushalnagar cured a total of 10,266 MT Coffee during the current year. In addition 327 MT of Monsooned Coffee, a highly acclaimed Premium Differentiated Coffee was also processed.

The Company's overseas subsidiary Eight O' Clock Coffee, posted a total income of 1007.64 Crores under the Indian GAAP which is marginally lower than the previous year's income of Rs. 1026.25 Crores. However in the second half, the volumes increased due to its popular consumer programs and effective promotions.

Plantation Trails, the Hospitality business of the Company posted its best performance since its inception. It also won several industry awards during the year under review including the prestigious recognition by Trip Advisor for the "Certificate of Excellence – 2014 Winner"

The Company continued to extend its support to The Coorg Foundation, a Public Charitable Trust established by the Company, which is involved in providing support to various individuals and institutions in the field of Health Care, Education, Sports and Culture.

Rural India Health Project Hospital, Ammathi, which is managed by the Company, continues to serve the needy sections of the society. Swastha, a project established by The Coorg Foundation, continues to extend its support to the differently-abled needy children in the Coorg and neighboring areas through its centers in Suntikoppa and Pollibetta by imparting the required education and training.

5. <u>Poll Procedure:</u>

Chairman informed the members that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the facility of e-voting and postal ballot was accorded to the shareholders of the Company to cast their votes in respect all resolutions set out in the notice of the Meeting; for the benefit of those members who did not have access of e-voting facility, physical ballot forms were sent to them along with the notice of the AGM to enable them to exercise their vote by post.

He further informed that pursuant to Section 107 of the Companies Act, there would be no voting on the resolutions by show of hands. However, in respect of the members who were present at the Meeting and who did not cast their votes either through e-voting or postal ballot, a poll would be conducted at the end of the meeting to enable them to cast their votes in respect of the resolutions which were placed before the shareholders at the AGM. In the event of any member who had already cast his vote through e-voting/postal ballot and attempting to vote again at the AGM, his vote would be treated as invalid. Mr. Parikh –

Practicing Company Secretary in Mumbai was appointed as scrutinizer for the e-voting/postal ballot/poll process.; He informed that on completion of the meeting, the results will be uploaded in the website of the Company.

The items in the Agenda were then taken up for consideration at the Meeting.

7) **Agenda Item No.1:**

Financial Statements & the Directors and Auditors Report including Consolidated Financial Statements for the Year ended 31.03.2015.

Chairman informed that the Financial Statements & the Directors and Auditors Report including Consolidated Financial Statements for the year ended 31st March, 2015 had been circulated to the members. He enquired whether any Member had any queries/ clarifications on the same.

i. Mr. K. P. Uthappa, a Shareholder welcomed Mr. Sanjiv Sarin, the New Managing Director & CEO and complimented the Board of Directors for the outstanding performance of the Company in achieving a Profit of Rs. 101.56 Crores, with dividend of 130% declared for the FY 2014-15.

He sought clarification on the following matters:

a) Deferred tax of Rs. 6.86 Crores appearing in the Balance Sheet.
b) Miscellaneous Expenses appearing against Schedule 2.28 of the Statement of Profit and Loss Account.
c) Plantation Trails – the Hospitality Division of the Company has lot of potential to expand as there has been an increase in the number of tourists visiting the Kodagu region.

ii. Mr. Samir Madan enquired about the product and offering mix adopted by the Company and strategy to sustain continuous growth and maintain progressive growth in the top line in the future. He also enquired about the effect of the International prices of Coffee on the top line and bottom lines of the Company.

iii. Mr. Sharad Shah, sought the following clarification:

a. The rationale for acquiring an immoveable property in Chennai.
b. The future Business Plans of the Company.
c. The monitoring mechanism adopted by Tata Coffee to review the operations of the overseas subsidiary - Eight O' Clock Coffee.
d. Details of the loan taken by Eight O Clock Coffee at a higher rate of interest.
e. Modalities of how Coffee future options work in Eight O Clock Coffee.
f. Payment of Royalty to Tata Group for using the Tata Brand.

Mr. Sharad Shah made a remark on the investment made by Consolidated Coffee Inc. (CCI) in Rising Beverages Company (RBC) and subsequent divestment in the previous financial year, which resulted in a loss. Chairman responded that the transactions were completed in the previous financial year in line with the Board approvals and properly dealt with in the Accounts.

Mr. Sharad Shah also suggested that the Company may consider a Buy Back scheme for Equity Shares of the Company.

Chairman proceeded to respond the shareholders queries as under:

i. Mr. K.P.Uthappa:

a) The deferred tax of Rs. 6.86 Crores was on account of timing difference of certain items like Depreciation, while computing taxes as per Books of Accounts and Income Tax Act.

b) The details of miscellaneous expenses of Rs. 2.54 Crores were the Corporate Social Responsibility Expenses (CSR) incurred which has been indicated in Page No. 39 of the Annual Report.

c) With regard to the business potential of Plantation Trails, Chairman informed that this would be explored and suitable action would be taken at the appropriate time.

ii. Mr. Sameer Madan:

a. The Company has 3 key drivers to ensure top line growth viz.,

i) Value addition in Instant Coffee Division.
ii) Increase production and market share for premium differentiated coffee.
iii) Exploit the growth potential for Pepper fully.

iii. Mr. Sharad Shah:

a) The Company invested in the Chennai property as it had surplus funds and this was done after obtaining the requisite Board approvals. The Company has substantial business interests in the State of Tamil Nadu and is of the view that the asset purchased has got good potential for use and for appreciation in the future.

b) Tata Coffee has a strong business plan for the future with 3 key drivers viz., Value addition in ICD, Growth in premium differentiated coffee and exploiting the Potential for Pepper.

c) As regards the monitoring of the performance of Eight O Clock Coffee, Chairman informed that the Managing Director of Tata Coffee and the Chairman of the Audit Committee who is on the Board of EOC as an Independent Director attend their Board meetings regularly and take part in their review meetings. Monitoring by Tata

Coffee is done within the legal frame work for subsidiaries, as applicable under Indian and US laws.

d) As regards loan taken by Eight O' Clock Coffee, this has been done in accordance with the market conditions prevailing then and other terms and conditions which were approved by the Board of the Company.

e) As regards operations of Coffee Futures & Options in Eight O' Clock Coffee, a Coffee buying Committee with a defined mandate has been constituted with significant expertise which takes decisions based on assessment of the market.

f) Payment of Royalty is made for using the TATA brand as per the terms and conditions of the agreement entered into by Company with Tata Sons. This has been in force for the past several years.

He further informed that Tata Coffee has no plans to go in for a buy-back of equity shares for the present. However, the suggestion was noted

After answering the queries of the shareholders, Chairman moved the following resolution:

"**RESOLVED THAT** the Profit & Loss Account for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon be and are hereby approved and adopted."

"**RESOLVED THAT** the Consolidated Financial Statements of the Company for the year ended 31st March, 2015 together with the Report of the Auditors thereon be and are hereby approved and adopted.'

Mr. K R Shenoy seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

8) **Agenda Item No.2:**

Declaration of Dividend.

Chairman moved the following Resolution:

"**RESOLVED THAT** a Dividend of 130% on the paid up Equity Capital of the Company (Rs.1.30/- per share on face value of Re. 1/- each) for the year ended 31st March, 2015, absorbing a sum of Rs.2922.30 Lakhs including Dividend Tax of Rs.494.29 Lakhs as recommended by the Board, be and is hereby declared and that the same be paid on or after 6th August, 2015 to those members whose names appear on the Register of Members of the Company after giving effect to the valid transfers in respect of the shares lodged on or before the close of business hours on 21st July 2015 and in respect of shares held in

electronic form to the beneficial owners of shares recorded with the Depositories as of the end of 21st July 2015."

Mr. A.M. Chittiappa seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

9) **Agenda Item No 3:**

Re-Appointment of Mr. T Radhakrishnan as a Director.

Chairman moved the following Resolution:

"RESOLVED that Mr. T Radhakrishnan, (holding DIN: 03527405) Director who retires by rotation at this Meeting and eligible for re-appointment be and is hereby re-appointed as Director of the Company."

Mr. Suryachandra Rao seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

10) **Agenda Item No.4:**

Re-Appointment of Mr. R. Harish Bhat as a Director.

Since the Chairman Mr. R. Harish Bhat was interested in the resolution, he requested Mr. S. Santhanakrishnan to chair the Meeting.

Mr. S Santhanakrishnan took the Chair and moved the following resolution:

"RESOLVED that Mr. R. Harish Bhat, (holding DIN: 00478198) Director who retires by rotation at this Meeting and eligible for re-appointment be and is hereby re-appointed as Director of the Company."

Mr. Sharad Shah seconded the resolution.

Chairman of the Meeting requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

Mr. Santhanakrishnan then handed back the chair to Mr. R. Harish Bhat who proceeded to transact the rest of the items on the agenda.

9) **Agenda Item No.5:**

Appointment of Auditors.

Chairman moved the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139,142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, Messers SNB Associates, Chartered Accountants, Chennai (ICAI Regn. No.– 015682N), the retiring Auditors of the Company be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration (which includes Service Tax, out-of-pocket and other travelling expenses etc.) to be fixed by the Board of Directors to audit the accounts of the Company for the Financial Year 2015-16.

Mr. P Anil seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

10) **Agenda Item No.6:**

Appointment of Ms. Sunalini Menon as an Independent Director.

Chairman proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Sunalini Menon (DIN: 06983334), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd September, 2014 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing her candidature to the Office of Director be and is hereby appointed as a Non-Executive Director of the Company."

"FURTHER RESOLVED THAT pursuant to Sections 149 & 152 read with Schedule IV and other applicable provisions, if any, of the Act and 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 Clause 49 of the Listing Agreement, as amended from time to time, Ms. Sunalini Menon (DIN: 06983334), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term from 3rd August, 2015 to 2nd August, 2020."

Mr. Sharad Shah seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

11) **Agenda Item No.7:**

Appointment of Mr. V Leeladhar as an Independent Director.

Chairman proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. V. Leeladhar (DIN: 02630276), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd December, 2014 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director be and is hereby appointed as a Non-Executive Director of the Company."

"FURTHER RESOLVED THAT pursuant to Sections 149 & 152 read with Schedule IV and other applicable provisions, if any, of the Act and 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 Clause 49 of the Listing Agreement, as amended from time to time, Mr. V. Leeladhar (DIN: 02630276), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and hold office for five consecutive years for a term from 3rd August, 2015 to 2nd August, 2020."

Mr. A M Chittiappa seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

12) **Agenda Item No.8:**

Appointment of Mr. Siraj Azmat Chaudhry as an Independent Director.

Chairman proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Siraj Azmat Chaudhry (DIN: 00161853), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th May 2015 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director be and is hereby appointed as a Non-Executive Director of the Company."

"FURTHER RESOLVED THAT pursuant to Sections 149 & 152 read with Schedule IV and other applicable provisions, if any, of the Act and 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 Clause 49 of the Listing Agreement, as amended from time to time, Mr. Siraj Azmat Chaudhry (DIN: 00161853), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term from 3rd August, 2015 to 2nd August, 2020."

Mr. Shivaprakash seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

13) **Agenda Item No.9:**

Appointment of Mr. K Venkataramanan as a Director.

Chairman proposed the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. K. Venkataramanan (DIN: 01728072) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th October, 2014 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company."

Mr. Sharad Shah seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

14) **Agenda Item No. 10:**

Appointment of Mr. Sanjiv Sairn as a Director.

Chairman proposed the following resolution as Ordinary Resolution;

"RESOLVED THAT Mr. Sanjiv Sarin (DIN: 02063332), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th April, 2015 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a

member pursuant to Section 160 of the Act proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company.

Mr. K P Uthappa seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

15) **Agenda Item No.11:**

Appointment of Mr. Sanjiv Sarin as Managing Director and CEO.

Chairman proposed the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the terms and conditions of appointment and remuneration payable to Mr. Sanjiv Sarin (DIN: 02063332) as Managing Director and CEO for the period of three years with effect from 25th April, 2015 to 24th April, 2018 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the meeting, including the remuneration to be paid in the event of inadequacy of profits in any Financial Year with liberty to the Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sanjiv Sarin."

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

Mr. Ramaswamy seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

16) **Agenda Item No.12:**

Approval of Cost Auditor's Remuneration.

Chairman proposed the following resolution as ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s Rao, Murthy & Associates, Cost Accountants, (Firm Registration Number

000065) appointed by the Company to conduct the audit of the Cost Records of the Company for the Financial Year ending 31st March, 2016, be paid a remuneration of Rs. 2,75,000 plus service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.

Mr. K.R Shenoy seconded the resolution.

Chairman requested the shareholders to indicate their decision against the particular item in the poll sheet circulated to them.

Chairman informed the members that all the items in the Agenda have since been transacted and requested the members to drop the physical ballot papers duly filled and indicating their decision on each of the resolution, in the Poll Box kept in the venue. He further informed that the combined results of E Voting, Postal Ballot and Ballot at Meeting would be announced by him upon the receipt of report of scrutinizers and published on the website of the Company.

The Chairman thanked the members for attending the meeting and declared the meeting closed.

The Meeting concluded at 11.30 A.M.

CHAIRMAN