TATA COFFEE LIMITED

Corporate Identification No. L01131KA1943PLC000833
Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bangalore 560 020.
Ph. No. 080 2356 0695/97 **Fax No.** 080 2334 1843
Registered Office: Pollibetta 571215, South Kodagu, Karnataka, India.
Email Address: investors@tatacoffee.com **Website:** www.tatacoffee.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To,

The Members of Tata Coffee Limited:

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), that the resolutions appended are proposed to be passed by way of E-voting/Postal Ballot.

The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

For detailed instruction on E-voting/Postal Ballot, please refer to the notes appended to this notice and the Postal Ballot Form, respectively.

SPECIAL BUSINESS:

1. **Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Re. 1/- per share:**

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

   "RESOLVED THAT pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, 2,50,00,000 Equity Shares of the Company having a face value of Rs.10/- each in the Authorized Share Capital of the Company be sub-divided into 25,00,00,000 Equity Shares having a face value of Re. 1/- each."

   "RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Executive Director- Finance & CFO or Company Secretary, to give effect to the aforesaid resolution."

2. **Alteration of the Memorandum of Association of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 5 of the Memorandum of Association of the Company be and is hereby altered by substituting the following:

"5. The Nominal Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 25,00,00,000 Equity Shares of Re. 1/- (Rupee One) each."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Executive Director- Finance & CFO or Company Secretary, to give effect to the aforesaid resolution."

3. **Alteration of the Articles of Association of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Article 4 of the Articles of Association of the Company be altered and is hereby by substituting the following:

"4. The Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 25,00,00,000 Equity Shares of Re. 1/- (Rupee One) each."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Executive Director- Finance & CFO or Company Secretary, to give effect to the aforesaid resolution."

4. Appointment of Mr. K. Venkataramanan as Executive Director- Finance & CFO:

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 and all other applicable provisions, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby granted to the appointment of Mr. K. Venkataramanan (DIN:01728072) as Executive Director- Finance & CFO for a period of 3 years with effect from

25th October, 2014 upon the terms and conditions, including the remuneration to be paid in the event of inadequacy of profits in any financial year, (as recommended by the Nomination and Remuneration Committee and the Board) as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of 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 them and Mr. K. Venkataramanan."

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

By Order of the Board
For TATA COFFEE LIMITED

DATE : 25th November, 2014 **N.S. SURYANARAYANAN**
PLACE : Bangalore **(COMPANY SECRETARY)**

Notes:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E- voting & Postal Ballot.
3. Mr. P. N. Parikh, Practising Company Secretary has been appointed as Scrutinizer for conducting the E-voting/Postal Ballot in accordance with the law in a fair and transparent manner.
4. The Company is pleased to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/ Records of Depositories as on the close of working hours on 28th November, 2014, i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Speed Post/ Registered Post.
5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on 9th January, 2015.
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
7. Member desiring to exercise his vote by using E-voting facility, should carefully follow the instructions for E-voting printed in this notice. A member can log in any number of times till he has voted on all the resolutions or till the end of the Voting Period. (i.e. 9th January, 2015); whichever is earlier.
8. Members have an option to request for physical copy of the postal Ballot form from our Registrar and Transfer Agent- M/S TSR Darashaw Ltd, 6-10, Haji Mosa Patrawala Ind. Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai 400 011. Request can be sent through an e-mail to csg-unit@tsrdarashaw.com by mentioning their Folio/ Dp id and Client Id No.

However the duly completed Ballot Forms should reach the scrutinizer not later than Friday, the 9th January, 2015 (5.00 PM. IST). Postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.

9. The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman. The Chairman will, or in his absence, any other person so authorized by him will, announce the results of Voting by Postal Ballot on 13th January, 2015 and the resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or such authorized person. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final.

   The Results of the E-voting/Postal Ballot along with the Scrutinizer's Report will be hosted on the Website of the Company www.tatacoffee.com besides being communicated to the Stock Exchanges on which the shares of the Company are listed.

10. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during normal business hours from 9 AM to 5 PM on all working days upto the date of declaration of the results of the E-voting/Postal Ballot.

Details of Director seeking appointment as Executive Director - Finance & CFO (Disclosure required under Clause 49 of the Listing Agreement in respect of Directors seeking appointment)

Name of Director	Mr. K. Venkataramanan
DIN	01728072
Date of Birth	30/07/1961
Date of Appointment	25th October, 2014
Qualifications	Graduate in Commerce, Chartered Accountant and Cost Accountant
Expertise in specific functional area	27 years experience in diverse areas covering Financial and Management Accounting, Commercial Finance, Taxation, Treasury, and Corporate Restructuring initiatives.
Directorship held in other Companies (excluding foreign and Section 8 Companies)	• Kanan Devan Hills Plantations Company Private Limited. • Tata Tea Holdings Private Limited. • Amalgamated Plantations Private Limited. • Tata Starbucks Limited. • Tata Housing Development Company Limited. • TRIL Constructions Limited. • Alliance Coffee Limited.
Chairmanship/ Membership of committees of other companies (includes only Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee)	• Tata Starbucks Limited – Audit Committee (Member). • Tata Housing Development Company Limited – Audit Committee (Member) • TRIL Constructions Limited- Audit Committee (Member).
No. of Shares held in the Company	Nil

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No. 1

Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Re. 1/- per share.

As the members may be aware, the turnover of the Company has registered substantial growth in the last 5 years, which has generated considerable interest in the Company's Shares in the Market; resulting in the market price of the Company increasing from Rs. 400 levels in 2010 to Rs. 1,000 levels in 2014. The high market price of the Company's shares has been beyond the reach of the retail investors. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on 25th November, 2014, considered it desirable to recommend the sub–division of 2,50,00,000 Equity Shares of Rs.10/- each in the Authorized Share Capital of the Company into 25,00,00,000 Equity Shares of Re.1/- each, subject to approval of the shareholders and such other authorities as may be necessary.

The Board recommends the resolution as set out in Item. No 1 of the accompanying notice for the approval of the members of the Company as an Ordinary Resolution.

None of the Directors/ Key- Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

Item Nos. 2 & 3

Alteration of the Memorandum and Articles of Association of the Company.

The proposed sub-division of the Face Value of the Equity Shares of the Company of Rs.10/- each into denomination of Re.1/- each requires amendment to the Memorandum and Articles of Association of the Company. Accordingly Clause 5 of the Memorandum of Association and Article 4 of the Articles of Association are proposed to be amended as set out in Items No. 2 and 3 respectively, in the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company, consequent to the proposed sub-division i.e. from Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 25,00,00,000 Equity Shares of Re. 1/- (Rupee One) each.

The Board recommends the resolutions as set out in Items No. 2 & 3 of the accompanying notice for the approval of the members of the Company as Special Resolutions.

None of the Directors/ Key- Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during normal business hours from 9 AM to 5 PM on all working days upto the date of declaration of the results of the E-voting/ Postal Ballot.

Item No. 4

Appointment of Mr. K. Venkataramanan as Executive Director- Finance & CFO

The Board of Directors of the Company at its Meeting held on 23rd September, 2014 appointed Mr. K. Venkataramanan as Executive Director-Finance & CFO of the Company for a period of 3 years commencing from 25th October, 2014.

The main terms and conditions of appointment of Mr. K. Venkataramanan (hereinafter referred to as "ED-Finance & CFO") are given below:

A. **Tenure of appointment:** The appointment of the ED-Finance & CFO is for a period of 3 years with effect from 25th October, 2014.

B. **Nature of Duties:** The ED-Finance & CFO shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board and the Managing Director of the Company, in connection with and in the best interest 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 ED-Finance & CFO shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

(i) Remuneration: (a) Basic Salary upto a maximum of Rs. 5,00,000/- per month with authority to the Board or a Committee thereof to fix his basic salary within the said maximum amount. (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

(ii) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of the ED-Finance & CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above.

D. **Other terms of Appointment:**

(i) The ED-Finance & CFO 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 appointment of the ED-Finance & CFO 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 ED-Finance & CFO, subject to such approvals as may be required.

(iii) The 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 ED-Finance & CFO may be terminated by the Company without notice or payment in lieu of notice:

(a) if the ED-Finance & CFO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated 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 ED-Finance & CFO of any of the stipulations contained in the Agreement to be executed between the Company and ED-Finance & CFO ("Agreement"); or

(c) in the event the Board expresses its loss of confidence in the ED-Finance & CFO.

(v) In the event the ED-Finance & CFO 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 ED-Finance & CFO's employment:

(a) the ED-Finance & CFO shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office;

(b) the ED-Finance & CFO 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 associated companies.

(vii) The terms and conditions of appointment of ED-Finance & CFO also includes clauses pertaining to adherence with Tata Code of Conduct, no conflict of interest with the Company and maintenance of confidentiality.

(viii) If and when the Agreement expires or is terminated for any reason whatsoever, the ED-Finance & CFO will cease to be the Executive Director-Finance & CFO; and also cease to be a Director. If at any time, the ED-Finance & CFO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director-Finance & CFO; and the Agreement shall forthwith terminate. If any time, the ED-Finance & CFO cease to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Executive Director-Finance & CFO of the Company.

The Directors recommend the resolution as set out in Item No. 4 of the accompanying notice for the approval of the members of the Company as an Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives other than Mr. K. Venkataramanan is in any way concerned or interested in the resolution.

The members approval for the above resolutions is sought by voting through E-voting/Postal Ballot pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013.

Process and manner for members opting for E-voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote by electronic means and the business may be transacted through E-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for E-voting are as under:

A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/ Depository Participants):

(i) Open the email and open PDF file "Tata Coffee e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/ PIN for E-voting. Please note that this password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on Shareholder – Login

(iv) If you are already registered with NSDL for E-voting then you can use your existing User Id and Password.

(v) If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the email as initial password/ PIN noted in step (i) above. Click Login.

(vi) You will now reach password change menu, wherein you are required to mandatorily change your password/PIN with new password of your choice. The new password shall comprise of minimum 8 characters or digit or a combination of both and update your contact details like mobile number, email ID, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Please note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep the same confidential.

(vii) You need to login again with new credentials. Home page of E-voting will open. Click on E-voting: Active Voting Cycles.

(viii) Select the "EVEN"(E-voting Event Number) of Tata Coffee Limited which is "**101444**". Now you are ready for E-voting as Cast Vote page will open.

(ix) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "**SUBMIT**". A confirmation box will be displayed. Click "**OK**" to confirm or "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote cast successfully" will be displayed.

(x) You can similarly vote in respect of all other resolutions forming part of the Notice. During the voting period, members can login any number of times till they have voted on all the Resolutions.

(xi) If you wish to log out after voting on few resolutions and continue voting for the balance resolutions later, you may clock on "RESET" for those resolutions for which you have not yet cast the vote.

(xii) Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signatures(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email ID: 'cs@parikhassociates.com' with a copy marked to evoting@nsdl.co.in The scanned image of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO.

(xiii) In case of any query pertaining to E-voting, members may refer to the Frequently Asked Questions (FAQs) for shareholders and E-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com

B. In case of Members whose email IDs are not registered with the Company/ Depository Participants, their User ID and initial password/ PIN is provided on the Ballot Form sent with the Postal Ballot Notice.

Please follow all steps from Sr. No. (ii) to (xii) as mentioned in (A) above, to cast your vote.

C. A Member can opt for only one mode of voting, i.e. either by post or through E-voting. In case of Member(s) who cast their votes by both modes, then voting done through E-voting shall prevail and Postal Ballot forms shall be treated as invalid.

D. The E-voting period commences on 11th December, 2014 (9:00 AM IST) and ends on 9th January, 2015 (5:00 PM IST). During this period, members holding shares in either physical or dematerialized form as on the Cut Off Date of 28th November, 2014, may cast their votes electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently

E. Mr. P. N. Parikh, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the E-voting process in a fair and transparent manner.

F. (a) Members who do not have access to E-voting facility, may send duly completed physical Postal Ballot Forms in self addressed pre paid envelop (enclsoed with this Notice) so as reach the Scrutinizer not later than Friday, the 9th January, 2015 (5.00 PM IST).

(b) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the E-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Scrutinizer will collate the votes downloaded/received from the E-voting/votes received through Physical Ballot to declare the final result for each of the resolutions forming part of the Notice.

(c) The Results shall be declared on 13th January, 2015. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.tatacoffee.com and on the website of NSDL within two (2) working days of passing of the resolutions and communicated to the Stock Exchanges where the Company is listed, viz. Bombay Stock Exchange Ltd., National Stock Exchange of India Ltd. and Bangalore Stock Exchange Ltd.

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