# TATA COFFEE LIMITED

Minutes of the 71st Annual General Meeting of the Company held at the Registered Office, Pollibetta, on Tuesday, the 21st July, 2014 at 10.00 AM.

**Present:-**

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| Mr. Harish Bhat | Chairman |
| Mr. S. Santhanakrishnan | Director |
| Prof. Monappa | Director |
| Mr. Hameed Huq | Managing Director and Member |
| Mr.T.Radhakrishnan | Executive Director- ICD (Operations) |

Total 36 members present in person/by proxy as per Attendance Register including Tata Global Beverages Ltd - through their designated Representative – Mr. Hameed Huq and Mr. Shivaram V.

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| Mr. S. Lakshmanan | Representing M/s S N B Associates (Statutory Auditors) |
| Mr. N.S.Suryanarayanan | Company Secretary |

**01) QUORUM:**

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

**02) NOTICE:**

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

**03) REGISTER OF DIRECTORS SHAREHOLDINGS:**

Pursuant to Section 170 of the Companies Act, 2013, the Register of Directors' Shareholding was open for the inspection of the members during the Meeting.

**04) AUDITORS REPORT:**

The Auditors' Report for the year ended 31st March, 2014 was read by Mr. S. Lakshmanan - Partner of M/s. SNB Associates.,

**05) CHAIRMAN'S ADDRESS:**

The Chairman addressed the members present at the meeting:

He informed that Tata Coffee's turnover as a standalone entity for the year ended 31st March, 2014 was Rs. 650.91 Crores as against Rs. 598.07 Crores in the previous year. The profit from operations (before other income and interest) stood at Rs. 148.23 Crores as against Rs. 140.73 Crores, reflecting an increase of 5.33%. The profit before tax at Rs. 148.23 Crores compared to Rs. 131.14 Crores in the previous year reflected an increase of 13.03%, while the profit after tax was at Rs. 106.57 Crores as against Rs. 93.69 Crores in the previous year witnessed an increase of 13.74 %.

The consolidated turnover of the Company stood at Rs.1677.17 Crores as against Rs. 1697.35 Crores in the previous year while the consolidated profit before tax stood at Rs.136.45 Crores as compared to Rs. 221.61 Crores in the previous year.

**Coffee Scenario:**

The Arabica futures market prices which started at around 150 cents/lb in the beginning of the financial year under review, dropped steadily to 105-110 cents/lb levels and picked up marginally in December 13'. Due to draught conditions in Brazil and on apprehensions of a drop in Arabica Coffee, the market started to harden to end at 200 cents/lb in Mach 14'.

The Robusta futures market prices also witnessed similar hardening along with Arabica albeit at a lower scale which was range bound at $1450 – 1650 per tonne and moved upto $2000 levels per tonne. The Indian Robusta showed significant decline in the growing regions, which led to the strengthening of the differential for Robusta parchment which forms a major part of the Company's production.

The Instant Coffee Division faced a challenging year in 2013-14; it achieved a total production of 6955 MT in the year under review as compared to 6639 MT over the previous year, representing an increase of 4.76 % and achieved sales of 6472 MT as against 6444 MT in the previous year.

The total tea production of the Company in the current year was 6.545 Million Kgs as against 6.640 Million Kgs in the previous year. The tea crop was also affected by the initial drought conditions and incessant rains which followed later in the year.

The Company's curing works at Kushalnagar cured a total of 11,988 MT Coffee during the current year as against 12,509 MT in the previous year. In addition, 306 MT of Monsooned Coffee, a value added product was processed as against 307 MT in the previous year.

The Chairman concluded his address by assuring the members that the Company and its Management would continue in its unrelenting efforts towards generating increased value for all stakeholders, including shareholders..

Before proceeding to transact the business set out in the agenda, Chairman informed the members that in compliance with the provisions of the amended Companies Act, 2014, the facility of e-voting and postal ballot will be 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 do 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 in respect of the members who are present at the Meeting and have 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 are placed before the shareholders at the AGM. In the event of any member who has 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 process; He has since submitted his report on the outcome of the results. Mr. Sudhir Hulyalkar has been appointed as scrutinizer for the poll process which would be conducted at the AGM.

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

06) **ITEM NO.1:**

**ACCOUNTS & THE DIRECTORS AND AUDITORS REPORT FOR THE YEAR ENDED 31.03.2014.**

The Chairman informed that the Accounts & the Directors and Auditors Report for the year ended 31st March, 2014 have been circulated to the members. He enquired whether any Member had any queries/ clarifications on the same.

Mr. K. P. Uthappa, a Shareholder, complimented the Board of Directors and the Managing Director for their outstanding performance which in achieving a record Profit of Rs. 106.57 Crores, with highest dividend of 130% declared for the FY 2013-14.

i. He sought a clarification on the following matters:

a) Reasons for divestment in Rising Beverage Company by the Company's overseas subsidiary – Consolidated Coffee Inc., resulting in a pre tax loss of $16.931 Million.

b) Reasons for the Company's share price plummeting from a high of Rs.1610/share in April 2013 to Rs.884/share in March 2014 (nearly 40% reduction).

c) Clarification on the crop cured at Kushalnagar works which is mentioned as 11988 MT as against the total production of 6857 MT.

d) The performance of Glenorna estate at 3593 Kgs is commendable whereas the performance of other Tea estates are low.

e) Low yields of Arabica at Valparai and Jumboor Estates.

He further requested for improvement of the facilities at Rural India Health Project (RIHP) to benefit the community in and around Coorg area.

ii. Mr. Sharad Shah, Shareholder, enquired about the uneven production pattern of Coffee and Pepper. He also wanted to know whether Tata Coffee can compete with other manufacturers in terms of turnover and profitability.

iii. Mr. P. Vijayraghavan wanted to know the future plans for Eight O'Clock Coffee.

The Chairman proceeded to respond the shareholders queries:

i.

a) He informed the meeting that an investment had been made in Rising Beverage Company (RBC) by CCI, the U.S. based subsidiary of the Company, based on a study of business. He stated further that at that stage there was a lot of potential foreseen for the unique product marketed by RBC. There was however a significant change of market conditions and sharp change incustomer preferences which led to a drop in the demand of the product over a period of time resulting in the Company incurring losses, as well as the need for significant investments in the future, due to which reason a decision had to taken to divest the holding in RBC, after conducting necessary market research to establish the above.

b) Responding to the observation about the decline in the Company's share prices in the stock exchanges, the Chairman informed that, this was due to a combination various external factors and market sentiments on which the Company has no direct control. However, he assured the meeting that Tata Coffee will strive to improve its performance and maximize shareholder returns in the long term..

Chairman requested Mr. Hameed Huq – Managing Director, to respond the queries of the members raised on operational issues.

c) As regards higher volume of Coffee reported to be cured in Kushalnagar as compared to the production the Managing Director Mr. Hameed Huq clarified that the cured quantity was inclusive of crop which was sourced from third parties.

d) Mr. Huq said that the yield at Glenlorna Estate was the best in relative terms., He explained that the expected yield levels of tea could not be achieved at Annamallai's due to dry weather and prolonged drought conditions coupled with lack of irrigation facilities due to rigid government restriction on drawing of water from the streams for irrigation, shade regulation etc. He informed that the Company has initiated action to replace the poor yielding varieties in a phased manner and the young plants are establishing well, which should improve the yields in the coming years.

e) As regards low yields at Jumboor Estate, he explained that this was due to an attack of White Stem Borer and said that the Company has taken up large scale replanting of borer affected plants and the young plants are coming up well, which should improve the yields. He also added that due to unprecedented drought in the last 2 years, there has been severe infestation of White Stem Borer and the Company has taken all measures to control this pest including taking assistance from Tata Chemicals, Rallis India Ltd and also Indian Institute of Science. Similar efforts are being taken in the Valparai Estate to improve yields.

Mr. Huq informed the members that RIHP was being managed by a Trust and the Company only handled the day to day administration. However, the Company has been extending all possible assistance including substantial financial contributions in the past. He assured the meeting that the Company would look into the requirements of this hospital and endeavour do the needful.

ii. As regards uneven production pattern of Coffee and Pepper observed by Mr. Sharad Shah, Mr. Huq informed that the production of these crops is cyclical in nature. However the Company is trying to ensure 100% blossom irrigation for Robusta followed by backing irrigation to the extent possible. He also added that pepper is also being irrigated during crucial summer months in an effort to maximize yields.

Responding to the activities of the competitors, Chairman informed the members that Tata Coffee has the best manufacturing facilities for Instant Coffee with state of art plants. While the competitors are respected, Tata Coffee believes in its intrinsic strength and can be a leader in its segment.

iii. Appraising the Members on the future plans of Eight O'clock Coffee, Chairman informed that it is a heritage brand in the US over a period of 150 years and is a strong brand. It has been constantly refining its marketing strategy to suit the consumer requirement in the US market and this would reflect in its performance in the coming years. While there may be some

variance in performance based on market and commodity conditions, it is expected that such volatility would be much lower than experienced in previous years.

Mr. Hameed Huq moved the following resolution:

"**RESOLVED THAT** the Profit & Loss Account for the year ended 31st March, 2014 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."

The resolution was seconded by Mr. Mr. K.P.Uthappa.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the Meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 1 of the Agenda. He informed that a total of 161 Votes were cast in favour of the resolution; No votes were cast against and there were 11 invalid votes.

07) **ITEM NO.2:**

**DECLARATION OF DIVIDEND.**

Mr. Hameed Huq moved the following Resolution:

"**RESOLVED THAT** a Dividend of 130% on the paid up equity capital of the Company (Rs.13.00/- per share) for the year ended 31st March, 2014, absorbing a sum of Rs.2840.78 Lakhs including Dividend Tax of Rs.412.76 Lakhs as recommended by the Board, be and is hereby declared and that the same be paid on or after 22nd July, 2014 to those members whose names appeared 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 4th July 2014 or to their mandates and in respect of shares held in electronic form to the beneficial owners of shares recorded with the depositories as of the end of 4th July 2014 as per details furnished by the depositories for the purpose."

Mr. M.A. Sampath seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the Meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 2 of the Agenda. He

informed that a total of 159 Votes were cast in favour of the resolution; 1 vote was cast against and there were 12 invalid votes.

08) **ITEM N0.3:**

**APPOINTMENT OF MR. HARISH BHAT AS DIRECTOR.**

Since the Chairman Mr. Harish Bhat was interested in the resolution, he requested Mr. S. Santhanakrishnan to chair the Meeting. Mr. S Santhanakrishnan took the Chair and proposed the following resolution:

"RESOLVED that Mr. 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. A.M. Chittiappa seconded the resolution.

Chairman of the Meeting requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the Meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 3 of the Agenda. He informed that a total of 153 Votes were cast in favour of the resolution; 7 votes were cast against and there were 12 invalid votes.

Mr. Harish Bhat thanked the members for having appointed him as a Director of the Company.

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

9) **ITEM N0.4:**

**APPOINTMENT OF AUDITORS.**

Mr. M.A. Sampath moved the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 224 of the Companies Act, 1956, M/s. SNB Associates, Chartered Accountants, Chennai (ICAI Reg. No. 015682N), the retiring auditors of the Company, be and are hereby re-appointed as auditor 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 to be fixed by the Board of Directors, to audit the accounts of the Company for the financial year 2014-15".

Mr. K.R. Shenoy seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the Meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 4 of the Agenda. He informed that a total of 154 Votes were cast in favour of the resolution; 3 votes were cast against and there were 15 invalid votes.

10) **ITEM NO.5:**

**APPOINTMENT OF MR.S.SANTHANKRISHNAN AS AN INDEPENDENT DIRECTOR.**

The Chairman proposed the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. S. Santhanakrishanan, (holding DIN: 00032049), a non-executive director of the Company, 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 to hold office for five consecutive years for a term from 21st July, 2014 to 20th July, 2019."

Mr. M.A. Sampath seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the Meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 5 of the Agenda. He informed that a total of 149 Votes were cast in favour of the resolution; 9 votes were cast against and there were 14 invalid votes.

Mr.Santhanakrishnan thanked the members for re-appointing him as the Independent Director of the Company.

11) **ITEM NO.6:**

**APPOINTMENT OF MR. D.R. KAARTHIKEYAN AS AN INDEPENDENT DIRECTOR.**

Mr. M. A. Sampath proposed the following resolution as an ordinary resolution:

**"RESOLVED THAT** Mr. D.R.Kaarthikeyan (holding DIN: 00327907), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 2nd July, 2013, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161(1) of the Companies Act, 2013) and Article 101of 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 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 the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Mr. D. R. Kaarthikeyan, (holding DIN: 00327907) , 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, with effect from 21st July, 2014 to 1st October, 2014."

Mr. K.P. Uthappa seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the Meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 6 of the Agenda. He informed that a total of 148 Votes were cast in favour of the resolution; 9 votes were cast against and there were 13 invalid votes.

12) **ITEM NO.7:**

**APPOINTMENT OF MR. VENU SRINIVASAN AS AN INDEPENDENT DIRECTOR.**

Mr. M. A. Sampath proposed the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Mr. Venu Srinivasan, (holding DIN: 00051523) a non-executive director of the Company, 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, to hold office for five consecutive years for a term from 21st July, 2014 to 20th July, 2019".

Mr.A.C.Nachappa seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the Meeting .

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 7 of the Agenda. He informed that a total of 150 Votes were cast in favour of the resolution; 9 votes were cast against and there were 11 invalid votes.

13) **ITEM NO.8:**

**APPOINTMENT OF PROF. ARUN MONAPPA AS AN INDEPENDENT DIRECTOR.**

Mr. M.A.Sampath proposed the following resolution as an ordinary resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Prof. Arun Monappa, (holding DIN: 00050840) a non-executive director of the Company, 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, with effect from 21st July, 2014 to 9th March, 2017."

Mr. K.R.Shenoy seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the Meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 8 of the Agenda. He informed that a total of 150 Votes were cast in favour of the resolution; 6 votes were cast against and there were 14 invalid votes.

Mr. Monappa thanked the members for re-appointing him as the Independent Director of the Company.

14) **ITEM NO.9:**

**APPOINTMENT OF MR.T RADHAKRISHNAN AS A DIRECTOR.**

Mr. Suryachandra Rao proposed the following resolution as ordinary resolution;

**"RESOLVED THAT** Mr. T. Radhakrishnan, (holding DIN: 03527405) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th July, 2013 in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161(1) of the Companies Act, 2013 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 under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company."

Mr. A.C.Nachappa seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 9 of the Agenda. He informed that a total of 148 Votes were cast in favour of the resolution; 6 votes were cast against and there were 15 invalid votes.

Mr. Radhakrishnan thanked the members for re-appointing him as the Director of the Company.

15) **ITEM NO.10:**

**APPOINTMENT OF MR. T RADHAKRISHNAN AS AN EXECUTIVE DIRECTOR – ICD OPERATIONS.**

Mr. A.C.Nachappa proposed the following resolution as ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and any other applicable provisions of the Companies Act, 2013 ("the Act") 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 consent of the Company be and is hereby accorded to the appointment of Mr. T. Radhakrishnan (holding DIN-03527405) as an Executive Director – ICD Operations, for a period of three years effective from 26th July, 2013 upon the terms and conditions including the remuneration to be paid in the event of inadequacy of profit in any Financial years, as set out in the Explanatory statements annexed to the Notice convening this meeting, with liberty to directors of the Company to alter and vary the terms and conditions of

the said appointment in such a manner as may be agreed to between the Board of Directors and Mr. T. Radhakrishnan.

**"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. Suryachandra Rao seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 10 of the Agenda. He informed that a total of 153 Votes were cast in favour of the resolution; 4 votes were cast against and there were 13 invalid votes.

Mr. Radhakrishnan thanked the members for appointing him as the Executive Director of the Company.

16) **ITEM NO.11:**

**APPOINTMENT OF MR. HAMEED HUQ AS MANAGING DIRECTOR.**

Mr. Sharad Shah proposed the following resolution as ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") 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 consent of the Company be and is hereby accorded to the appointment of and terms of remuneration payable to Mr. Hameed Huq (holding DIN:00042737) as Managing Director for the period from 3rd January, 2014 to 31st March, 2015 upon the terms and conditions, including the remuneration to be paid in the event of inadequacy of profits in any financial year as set out in the Explanatory Statement annexed to the Notice convening this meeting, 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. Hameed Huq."

**"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. K.P.Uthappa seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 11 of the Agenda. He informed that a total of 144 Votes were cast in favour of the resolution; 6 votes were cast against and there were 18 invalid votes.

Mr. Hameed Huq thanked the members for appointing him as the Managing Director of the Company.

17) **ITEM NO.12:**

**APPOINTMENT OF MR. M.DEEPAK KUMAR AS AN EXECUTIVE DIRECTOR – FINANCE.**

Mr. Hameed Huq proposed the following resolution as ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197and any other applicable provisions of the Companies Act, 2013 ("the Act") 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 consent of the Company be and is hereby accorded to the appointment of Mr. M. Deepak Kumar (holding DIN:00519827) as Executive Director- Finance for the period from 25th October, 2013 to 24th 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 set out in the Explanatory Statement annexed to the Notice convening this meeting, 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. Deepak Kumar."

**"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. K.R.Shenoy seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 12 of the Agenda. He informed that a total of 145 Votes were cast in favour of the resolution; 9 votes were cast against and there were 15 invalid votes.

**18) ITEM NO.13:**

**PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS.**

Mr. A.M.Chittiappa proposed the following resolution as ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 and all 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) and in supersession of the resolution previously passed by the shareholders at the Annual General Meeting held on 23rd July, 2010, the Directors of the Company (other than Managing Director and/or the Wholetime Directors) be paid, remuneration (including profit related commission) in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in the aggregate 1% of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its Committees thereof) 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 who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 13 of the Agenda. He informed that a total of 123 Votes were cast in favour of the resolution; 25 votes were cast against and there were 22 invalid votes.

**19) ITEM NO.14:**

**APPROVAL OF BORROWING LIMITS OF THE COMPANY.**

Mr. Sharad Shah proposed the following resolution as special resolution:

**"RESOLVED THAT** in supersession of the resolution passed at the Annual General Meeting of the Company held on 29th July 2006 and pursuant to Section 180(1) (c) and other applicable provisions of the Companies Act 2013, consent of the Company be and is hereby accorded to the Board of Directors to borrow such sum or sums of money in any manner from time to time as may be required

for the purpose of the business of the Company with or without security and upon such terms and conditions as the Board may deem fit, notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose provided that the total amounts so borrowed by the Board of Directors and outstanding at any time shall not exceed a sum of Rs. 1,000 Croes (Rupees One Thousand Crores) over and above the aggregate of the paid up capital of the Company and its free reserves".

Mr. Suryachandra Rao seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 14 of the Agenda. He informed that a total of 145 Votes were cast in favour of the resolution; 8 votes were cast against and there were 18 invalid votes.

20) **ITEM NO.15:**

**CREATION OF MORTGAGE/CHARGE ON THE ASSETS OF THE COMPANY.**

Mr. A.C.Nachappa proposed the following resolution as special resolution:

"**RESOLVED THAT** in supersession of the resolution passed by the Company at the Annual General Meeting held on 29th July, 2006 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company ("the Board") to create such mortgage, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company, on such movable and immovable assets and properties of the Company, both present and future and in such manner as the Board may deem fit, in favour of all or any Banks, financial institutions, investment institutions and their subsidiaries, any other bodies corporate and any other lenders (hereinafter collectively referred to as "the lending agencies") and /or Trustees for the holders of debentures/bonds/other instruments to secure borrowings of the Company by way of loans/issue of debentures/bonds/other instruments which may be issued for a sum not exceeding Rs 1,000 Crores (Rupees One Thousand Crores) over and above the aggregate of the paid up capital of the Company and its free reserves, which have been/are proposed to be obtained from or privately placed with lending agencies together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs,

charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deeds and/or to the lending agencies under their respective agreements/loan agreements/Debenture Trust Deeds entered into/to be entered into by the Company in respect of the said borrowings.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalise with the lending agencies/trustees or any of them, the documents for creating the mortgages/charges/hypothecations and to accept or make any alterations/changes/variations to or in the terms and conditions and to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary for the purpose of giving effect to this resolution."

Mr. Sharad Shah seconded the resolution.

Chairman requested the shareholders who have not cast their votes either through e-voting or postal ballot to indicate their decision against the particular item in the poll sheet circulated to them at the Meeting.

Mr. Suryanarayanan informed the members on the result of the e-Voting/ Postal Ballot in respect of the resolution set out as item 15 of the Agenda. He informed that a total of 143 Votes were cast in favour of the resolution; 11 votes were cast against and there were 17 invalid votes.

Chairman informed the members that all the items in the Agenda have since been transacted and requested the members to drop the poll papers kept in the Poll Box kept in the venue. He further informed that the results of the Poll will be collated by Mr. Sudhir Hulyalkar and would be declared on the website of the Company.

There being no other business, the Chairman thanked the members for attending the meeting and declared the meeting closed.

**CHAIRMAN**