Sudhir V Hulyalkar
Company Secretary

FORM NO. MGT-13
Report of Scrutinizer(s)
[Pursuant to rule Section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
71st Annual General Meeting of the Equity Shareholders of
TATA COFFEE LIMITED held on 21 July 2014 at the registered office of the Company at Pollibetta – 571 215 Kodagu, Karnataka

Dear Sir,

I, Sudhir V Hulyalkar, a Company Secretary in practice having office at 16/8, Ground Floor, 2nd Cross, Gupta Layout, Near Surana College – South End Circle, Bangalore – 560004 was appointed as a Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the 71st Annual General Meeting of the Members of TATA COFFEE LIMITED, held on 21 July 2014 at 10.00 AM at Pollibetta – 571 215 Kodagu, Karnataka State, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the poll is as under:

   a. **Resolution 1 - Adoption of Financial Statements for the year ended 31st March, 2014**

      i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

      ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

SUDHIR V. HULYALKAR FCS No.6040 CP No.6137 COMPANY SECRETARY

Sudhir V Hulyalkar
Company Secretaries
16/8, Ground Floor, 2nd Cross,
Gupta Layout, South End Road,
Basavangudi, Bangalore -560004
Tel : 080 26640932, Mobile: 9844266159
E mail: sudhir.compsec@gmail.com

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

b. Resolution 2 – To Declare Dividend on Equity Shares

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	99.997

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.003

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

c. Resolution 3 - Appointment of Mr. Harish Bhat, who retires by rotation.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

d. Resolution 4 - Appointment of M/s. SNB Associates, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63257	100

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ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	27

e. Resolution 5 - Appointment of Mr. S. Santhanakrishnan as an Independent Director.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

f. Resolution 6 - Appointment of Mr. D. R. Kaarthikeyan as an Independent Director.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	99.997

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.003

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

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g. Resolution 7 - Appointment of Mr. Venu Srinivasan as an Independent Director.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

h. Resolution 8 - Appointment of Prof. Arun Monappa as an Independent Director.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63079	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	205

i. Resolution 9 - Appointment of Mr. T. Radhakrishnan as a Director.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

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j. Resolution 10 - Appointment of Mr. T. Radhakrishnan as an Executive Director- ICD Operations..

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

k. Resolution 11 - Appointment of Mr. Hameed Huq as Managing Director

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

l. Resolution 12 - Appointment of Mr. M. Deepak Kumar as Executive Director- Finance.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

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m. Resolution 13 - Payment of Commission to Non-executive Directors.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	7

n. Resolution 14 - Approval of borrowing limits of the Company.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	99.997

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.003

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

o. Resolution 15 - Creation of mortgage/charge on the assets of the Company

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	99.997

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.003

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

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5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

SUDHIR V. HULYALKAR * FCS No.6040 CP No.6137 * COMPANY SECRETARY

Date :21/07/2014
Place:Pollibetta

CS Sudhir V Hulyalkar
Practicing Company Secretary
CP No.:6137