

# Notice

Notice is hereby given that the Fifty-Fifth Annual General Meeting of Tata Global Beverages Limited will be held on Thursday, 5<sup>th</sup> July, 2018 at 10.30 a.m. at the Taj Bengal, 34-B Belvedere Road, Alipore, Kolkata – 700 027, to transact the following businesses:

## Ordinary Business

### 1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and Auditors thereon.

### 2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018, together with the Report of the Auditors thereon.

### 3. Declaration of Dividend

To declare a dividend on the Equity Shares of the Company for the financial year ended 31<sup>st</sup> March, 2018.

### 4. Appointment of Mr. Harish Bhat as Director, liable to retire by rotation

To appoint a Director in place of Mr. Harish Bhat (DIN 00478198), who retires by rotation and, being eligible, offers himself for re-appointment.

## Special Business

### 5. Remuneration of Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Shome & Banerjee, Cost Accountants, (Firm Registration Number 000001), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, for the financial year ending 31<sup>st</sup> March, 2019, be paid a remuneration of Rs. 3,60,000 plus taxes, as applicable, and reimbursement of actual 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 authorised to do all acts and take

all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### 6. Appointment of Mr. S. Santhanakrishnan as Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, appointment of Mr. S. Santhanakrishnan (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 Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment as Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years with effect from 11<sup>th</sup> May, 2018 up to 10<sup>th</sup> May, 2023, be and is hereby approved.”

### 7. Re-appointment of Mr. L. KrishnaKumar as Executive Director and payment of remuneration

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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company do hereby accord their approval for the re-appointment and terms of remuneration of Mr. L. KrishnaKumar (DIN: 00423616) as the Executive Director of the Company for a period of 5 (five) years commencing from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2023, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Committee of the Board) to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. L. KrishnaKumar.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers,

including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

#### 8. Payment of commission to Non-Whole-time Directors

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

“RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (Act) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the payment of commission to the Non-Executive Directors of the Company (i.e., Directors other than the Managing Director and/or Whole Time Directors) to be determined by the Board of Directors for each of such Non-Executive Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) per annum or such other percentage as may be specified by the Act from time to time in this regard, of the net profits of the Company to be calculated in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED ALSO THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution”.

#### 9. Issue of Non-Convertible Debentures on private placement basis

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

“RESOLVED THAT in supersession of the Special Resolution passed by the members at the Annual General Meeting held on 18<sup>th</sup> August, 2017 and pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other

applicable Regulations / Guidelines and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, approval of the members of the Company is hereby accorded to the Board of Directors of the Company, (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to offer / invite for subscription for Secured / Unsecured Redeemable Non-Convertible Debentures (“NCDs”) including but not limited to bonds and / or other debt securities (hereinafter collectively referred as “Securities”), on private placement basis, listed or unlisted, in one or more tranches, during the period of one year from the date of passing of this special resolution, to eligible person(s), upto an amount not exceeding Rs. 450 Crores (Rupees Four Hundred and Fifty Crores), within the overall borrowing limits of the Company as approved by the members of the Company from time to time.

RESOLVED FURTHER THAT the Board is hereby authorised to determine the terms of the issue including providing security over any of the Company’s assets, the class of investors to whom such Securities are to be issued, timing of the issue, total amount to be raised by issuance of Securities, the number of Securities, tranches, issue price, tenor, interest rate, premium / discount, redemption terms, appointment of trustee(s), security, listing etc., and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments and writings as may be required, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any director(s) and / or officer(s) of the Company, as it may in its absolute discretion deem necessary.”

#### Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of Item Nos. 5 to 9 are annexed hereto. Information under Regulations 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed / re-appointed is provided in the Annexure to this Notice.
2. **A Member of the Company entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of the AGM. Proxies submitted on behalf

of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable issued on behalf of the nominating organisation.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representative to attend the Annual General Meeting (AGM) are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
4. The Register of Members and Transfer Books of the Company will be closed from **Friday, 22<sup>nd</sup> June, 2018 to Thursday, 5<sup>th</sup> July, 2018**, both days inclusive.
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after Monday, 9<sup>th</sup> July, 2018 as under:
  - i) To all the beneficial owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the beginning of the business hours on Friday, 22<sup>nd</sup> June, 2018.
  - ii) To all the members in respect of shares held in physical form after giving effect to all valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Thursday, 21<sup>st</sup> June, 2018.
7. Shareholders holding shares in physical form are requested to advise any change of address, email address, bank details immediately to the Company's Registrar and Share Transfer Agents, TSR Darashaw Limited (TSRDL). Shareholders holding shares in electronic form must advise their respective depository participants about any change in address, email address and bank details and not to the Company or the Registrars.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN)

by every participant in securities market. Members holding shares in physical form are requested to submit their PAN details to TSRDL.

8. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or TSRDL for assistance in this regard.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or TSRDL, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes thereon.
10. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants.
11. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per register of members of the Company will be entitled to vote.
12. Shareholders are requested to immediately notify their bank particulars giving the name of the bank and the branch, 9 digits MICR number, 11 digit IFS Code, the nature of account and their Core Banking Solutions account number (CBS A/c No.) to the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited (TSRDL), in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com) (under 'Investors Section'). Members holding shares in physical form may submit the same to TSRDL. Members holding shares in electronic form may submit the same to their respective depository participant.
14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with TSRDL in case the shares are held by them in physical form.

### 15. Transfer of Unclaimed / Unpaid dividend to the Investor Education and Protection Fund (IEPF):

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto the financial year ended 31<sup>st</sup> March, 2010 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the Company's website, [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com) and in the website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

It may be noted that unclaimed dividend for the financial year 2010-11 declared on 30<sup>th</sup> August, 2011 is due to be transferred to the IEPF by 4<sup>th</sup> October, 2018. The same can however be claimed by the Members by 20<sup>th</sup> September, 2018.

Members who have not encashed the dividend warrant(s) from the financial year ended 31<sup>st</sup> March, 2011 onwards may forward their claims to the Company's Registrar and Share Transfer Agents before they are due to be transferred to the IEPF, details of which are given in Para 11 of the Corporate Governance Report.

In accordance with Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended 31<sup>st</sup> March, 2009 and 2010 and remained unpaid or unclaimed were due to be transferred to the IEPF. The Company had sent notices to all such members in this regard and published a newspaper advertisement and thereafter transferred the shares to the IEPF during financial year 2017-18. The details of such shares transferred have been uploaded in the Company's website [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com).

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF -5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

16. In accordance with the Companies Act, 2013 read with the relevant Rules, the Notice of the AGM along with the Annual Report for financial year 2017-18 are sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

17. We request shareholders to update their email address with their Depository Participants/TSRDL to enable the Company to send communications electronically.

18. Shareholders may note that the bank details registered against their account in physical form will not be applicable to their electronic account and vice versa. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the depository participant of the shareholders.

It is in the interest of shareholders to register their bank details against their account and avail of facility being extended by the Company of receiving the credit of dividend directly to their bank account through electronic means. The facility is available at all bank branches who have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System.

Shareholders may please note that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders has become mandatory.

19. The route map showing directions to reach the venue of the Fifty-Fifth AGM is annexed.

### 20. Process and manner of voting through electronic means

In compliance with the provisions of Section 108 of the Act, and Rules framed thereunder, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members holding shares either in physical form or in dematerialised form, the facility to exercise their right to vote on the resolutions set forth in the Notice by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting).

The instructions for e-voting are as under:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

➤ **Step 1 – Details are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

6. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

➤ **Step 2 - Details are given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company which is 108389.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by email to [asimsecy@gmail.com](mailto:asimsecy@gmail.com) with a copy marked to [evoting.nsd.com](mailto:evoting.nsd.com).

- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
- iii. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free No.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Other Instructions**

- i. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, which is Thursday, 28<sup>th</sup> June, 2018. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- ii. Any person who is not a member as on the cut-off date should treat this Notice for information only.
- iii. The e-voting period commences on Monday, 2<sup>nd</sup> July, 2018 at 9.00 a.m. and ends on Wednesday, 4<sup>th</sup> July, 2018 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e. 28<sup>th</sup> June, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast vote again.
- iv. Members who are registered with NSDL for e-voting can use their existing user Id and password for casting their votes.
- v. The facility to vote at the AGM will be provided by any electronic means/ Poll paper to the shareholders who will be attending the AGM and have not cast their vote through remote e-voting.

- vi. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - vii. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
  - viii. Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (Membership No. FCS 2303 & CP No. 880) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through Poll at the AGM in a fair and transparent manner.
  - ix. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will countersign the same.
  - x. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login id and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "forget User details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - xi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Calcutta Stock Exchange (CSE), where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
21. All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement

shall be open for inspection without any fee at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on all working days, except Saturday, up to and including the date of the AGM of the Company.

By Order of the Board

**V. Madan**

Vice President & Company Secretary

(Membership No: ACS 5048)

**Registered Office:**

1, Bishop Lefroy Road,

Kolkata – 700 020

CIN - L15491WB1962PLC031425

E-mail id: [investor.relations@tgb.com](mailto:investor.relations@tgb.com)

Website address: [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com)

Mumbai

11<sup>th</sup> May, 2018

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act")**

As required by Section 102 of the Act, , the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 5 to 9 of the accompanying Notice.

**Item No. 5**

**Remuneration of Cost Auditors**

The Company is required, under the provisions of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), as amended from time to time, to have the audit of its cost records conducted by a cost accountant in practice.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Shome & Banerjee, Cost Accountants, (Firm Registration Number 000001), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending 31<sup>st</sup> March, 2019.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending 31<sup>st</sup> March, 2019.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice.

#### Item No. 6

##### Appointment of Mr. S. Santhanakrishnan as an Independent Director

Mr. S. Santhanakrishnan (DIN 00032049) is a Non-Executive Director on the Board of the Company since 28<sup>th</sup> May, 2013 and had been categorised as Non-Executive (Non-Independent) Director since that date. He was last re-appointed by the members at the AGM held on 18<sup>th</sup> August, 2017.

Mr. S. Santhanakrishnan, vide letter dated 11<sup>th</sup> May, 2018 has submitted a declaration that he meets the criteria for independence, as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The said declaration and the matter regarding appointment of Mr. Santhanakrishnan as Independent Director was placed before the Nomination and Remuneration Committee ("NRC"), which recommended his appointment as an Independent Director for a period of five consecutive years on the Board of the Company commencing from 11<sup>th</sup> May, 2018 upto 10<sup>th</sup> May, 2023. The Board at its meeting held on 11<sup>th</sup> May, 2018, considered the declaration submitted by Mr. Santhanakrishnan and approved his appointment as an Independent Director effective 11<sup>th</sup> May, 2018.

As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. S. Santhanakrishnan is a fellow member of the Institute of Chartered Accountants of India (ICAI) and a Managing Partner of PKF Sridhar & Santhanam LLP, Chartered Accountants.

He was a member in the Central Council of the Institute of Chartered Accountants of India for fifteen years upto 2015 and has served in various committees of the Institute. He has specialised knowledge in mergers and acquisitions, valuations, corporate laws and technology. He brings to the Board of the Company, his four decades of rich experience in Finance, Accounts and International Accounting Standards, Strategy & Planning, Corporate Laws.

He is also actively involved in numerous industry oriented activities with various Government Industry bodies. His Board membership includes Boards of Tata companies, IDBI Capital Markets & Securities Ltd., IICI Home Finance Co. Ltd. and others.

In the opinion of the Board, Mr. Santhanakrishnan fulfills the conditions specified in the Act and the Listing Regulations for appointment as Independent Director and he is independent of the management. Given Mr. Santhanakrishnan's expertise and his contributions to the Board as a Non-Executive (Non-Independent) Director of the Company over the past 4 years, your Board is of the view that Mr. Santhanakrishnan's appointment as Independent Director would be of immense value to the Company.

In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Mr. Santhanakrishnan as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Santhanakrishnan shall be open for inspection by the members at the Registered Office during normal business hours (from 10:00 a.m. till 5:00 p.m.) on any working day (except Saturday) from the date of this Notice till the date of the AGM. The same shall also be made available in the website of the Company at [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com).

The Board commends the Resolution at Item No. 6 for approval by the members.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice. Mr. Santhanakrishnan is not related to any other Director of the Company.

Other than Mr. Santhanakrishnan and his relatives, none of the other Directors, key managerial personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 6 of the accompanying Notice.

#### Item No. 7

##### Reappointment of Mr. L. KrishnaKumar as Executive Director and payment of Remuneration

Mr. L. KrishnaKumar was appointed as Executive Director of the Company for the period commencing from 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2018. The Board at its meeting held on 21<sup>st</sup> March, 2018, re-appointed Mr. L. KrishnaKumar as Executive Director of the Company for a period commencing from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2023, subject to approval of the members. This reappointment was made based on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Board.

The Board thereafter at its meeting on 11<sup>th</sup> May, 2018, based on the recommendation of the NRC, had fixed the terms of remuneration payable to Mr. L. KrishnaKumar, subject to the approval of the members.



Mr. L. KrishnaKumar graduated from Loyola College in Madras and subsequently obtained professional qualifications in Chartered Accountancy, Cost Accountancy and Company Secretarial. He also holds a diploma in systems analysis. He has four decades of experience during which he has held several senior positions in consulting and industry. He joined the Tata Group in 2000 in the hotels business as its Vice President Finance. He took over as the head of finance function of Tata Tea in India in 2004 and has handled different roles in the Company. He is currently the Executive Director and Group CFO of TGB. He supervises the Finance, Governance and IT functions. He also oversees the Global Buying and Blending and Supply Chain functions. He is a director on the board of Tata Coffee Limited, NourishCo Beverages Limited and several of the Company's overseas subsidiaries.

The principal terms and conditions of Mr. L. KrishnaKumar's re-appointment as Executive Director (hereinafter referred as "ED") and the main clauses of the agreement to be executed between the Company and the ED are as follows:

#### A. Tenure of Re- Appointment:

The re- appointment of ED is for a period of 5 years commencing from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2023.

#### B. Nature of Duties

The ED 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 the Managing Director and Board of Directors, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business 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:

So long as the ED performs his duties and conforms to the terms and conditions contained in the Agreement to be executed between the company and the ED ("Agreement"), he shall, subject to such approvals as may be required, be entitled to the following remuneration, subject to deduction of tax at source of all applicable taxes in accordance with the laws for the time being in force:

- a. **Basic Salary-** Rs. 6,81,820 per month, up to a maximum of Rs. 10,00,000 per month, with authority to the Board or NRC to fix his basic salary within the said maximum amount, based on the recommendation of the NRC in consonance

with the individual performance and the performance of the Company.

The annual increment which will be effective from 1<sup>st</sup> April each year will be decided by the Board, based on the recommendation of the NRC. The said annual increment would be limited upto an amount not exceeding 20% of the Basic salary as may be decided by the Board in the above manner.

#### b. Benefits, Perquisites, Allowances

In addition to the Basic Salary referred to in (a) above, the ED shall be entitled to:

- i) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent and House Maintenance and Utility Allowances aggregating 85% of the Basic Salary (in case no accommodation is provided by the Company).

- ii) Reimbursement of hospitalisation and major medical expenses, incurred as per rules of the Company (this includes mediclaim insurance premium).
- iii) Car facility, Telecommunication facility (including broadband internet and fax) and Housing loan facility as per the Rules of the Company.
- iv) Other perquisites and allowances given below subject to a maximum of 55% of the Annual Salary, which includes:

a)	Medical Allowance	8.33%
b)	Leave Travel Concession/Allowance	8.33%
c)	Other Allowances	33.34%
		50.00%
d)	Personal Accident Insurance Premium (@ actuals) and Club Membership fees subject to cap of	5.00%
		55.00%

- v) Retirement benefits: Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.

- vi) The Executive Director shall be entitled to leave in accordance with the Rules of the Company. Annual Leave not availed by the Executive Director is encashable in accordance with the Rules of the Company.

Commission: In addition to Salary, Benefits, Perquisites, Allowances, the ED would be paid such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the ED will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

- c. **Incentive Remuneration:** Such incentive remuneration not exceeding 200% of salary to be paid at the discretion of the Board annually based on certain performance criteria and such other parameters as may be considered appropriate from time to time.
- d. An indicative list of factors that may be considered for determining of the extent of commission/incentive remuneration by the Board as recommended by the NRC are:
- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
  - Industry benchmarks of remuneration.
  - Performance of the individual.

#### D. Minimum remuneration

Notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of the tenure of the Executive Director, the company has no profits or its profits are inadequate, the company will pay remuneration to the ED by way of Basic Salary, benefits, perquisites and allowances, incentive remuneration and retirement benefits as specified above.

#### E. Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire term, subject to the terms of such policy in force from time to time.

#### F. Other terms of Appointment

- a. The ED shall not become interested or otherwise concerned, directly or through his spouse and /or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the ED 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, subject to such approvals as may be required.
- c. 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.
- d. The Employment of the ED may be terminated by the Company without notice or payment in lieu of notice:
- i) If the ED 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
  - ii) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the ED of any of the stipulations contained in the Agreement; or
  - iii) In the event the Board expresses its loss of confidence in the ED.
- e. In the event the ED 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.
- f. Upon the termination by whatever means of the ED's employment:
- i) The ED shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustees of any trust connected with the Company.

- ii) The ED 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.
- g. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the ED, unless specifically provided otherwise.
- h. The ED is appointed as a Director by virtue of his employment in the Company and his appointment shall be subject to the provisions of Sections 164 and 167 of the Act.
- i. The terms and conditions of appointment of the ED also include clauses pertaining to the adherence of Tata Code of conduct, no conflict of interest with the Company, protection and use of intellectual properties, non-solicitation post termination of Agreement and maintenance of confidentiality.
- j. If and when the Agreement expires or is terminated for any reason whatsoever, the ED will cease to be the Executive Director, and also cease to be the Director. If at any time, the ED ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director, and the Agreement shall forthwith terminate. If at any time, the ED ceases to be in the employment of the company for any reason whatsoever, he shall cease to be Director and Executive Director of the Company.
- k. Details of remuneration paid /drawn by Mr. L. KrishnaKumar for the year 2017-18 are given in the Corporate Governance Report, which is part of this Annual Report. Further details of Mr. L. KrishnaKumar have been given in the Annexure to this Notice.

Mr. L. KrishnaKumar satisfies all the conditions set out in Part -I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being a Director in terms of Section 164 of the Act.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of re-appointment and remuneration of Mr. L. KrishnaKumar as specified above, are now placed before the Members for their approval.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Other than Mr. L. KrishnaKumar and his relatives, none of the other Directors, key managerial personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 7 of the accompanying Notice.

#### Item No.8

##### Payment of commission to Non-Whole-time Directors

At the Annual General Meeting of the Company held on 26<sup>th</sup> August, 2014, the Members had approved the payment of commission to Non-Executive Directors not exceeding 1 (one) percent per annum of the net profits of the Company, computed in the manner prescribed in Section 198 of the Act for a period of five years commencing from 1<sup>st</sup> April, 2014. Accordingly, the validity of this resolution would expire on 31<sup>st</sup> March, 2019.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and in appreciation of their contribution and services they have rendered/will be rendering to the Company, it is proposed to continue with the payment of Commission to Non-Executive Directors of the Company for all subsequent financial years commencing from 1<sup>st</sup> April, 2019. In terms of Section 197 of the Act, a company can make payment of remuneration to Non- Executive Directors, a sum not exceeding 1% of the net profits of the company. The amount to be determined by the Board as remuneration payable to the Non-Executive Directors is distributed amongst all or some of the directors in accordance with the decision that the Board may give in this regard.

The said remuneration to Non-Executive Directors shall be in addition to the sitting fee payable to them and out-of-pocket expenses incurred for attending meetings of the Board and Committees thereof. The resolution set out in Item No. 8 of the Notice is accordingly recommended by the Board for your approval.

Save and except all the Non-Executive Directors of the Company, none of the other Directors/Key managerial personnel of the Company / their relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 8 of the Notice.

#### Item No. 9

##### Issue of Non-Convertible Debentures on private placement basis

As per the provisions of Section 42 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCD") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

The Company at the Annual General Meeting held on 18<sup>th</sup> August, 2017, had passed a special resolution authorising the Company to issue Non- Convertible debentures on private placement basis for upto Rs. 450 Crores which could be issued within one year from the said date. However as there was no specific requirement to raise funds, the Company did not issue any NCDs pursuant to such approval. The said approval will expire on 17<sup>th</sup> August, 2018. As the Company anticipates that it may require funds to augment the long-term resources of the Company for its business and as the current approval would expire on 17<sup>th</sup> August, 2018, approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs, including but not limited to bonds and / or other debt securities, on private placement basis, in one or more tranches, during the period of one year from the date of passing of this special resolution, upto an amount not exceeding Rs. 450 Crores, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price, listing, redemption terms, security etc. of the NCDs / other debt securities.

The proposed borrowings, along with the existing borrowings of the Company, would not exceed the aggregate outstanding borrowings of the Company approved by the Members from time to time.

The Board commends the Special Resolution at Item No. 9 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, in the Special Resolution set out at Item No. 9 of the Notice.

By Order of the Board

**V. Madan**

Vice President & Company Secretary

(Membership No: ACS 5048)

**Registered Office:**

1, Bishop Lefroy Road,

Kolkata – 700 020

CIN - L15491WB1962PLC031425

E-mail id: investor.relations@tgbl.com

Website address: www.tataglobalbeverages.com

Mumbai

11 May, 2018

**Details of Directors seeking Appointment / Re-appointment at the Fifty Fifth Annual General Meeting [Pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and SS-2 – Secretarial Standards on General Meetings**

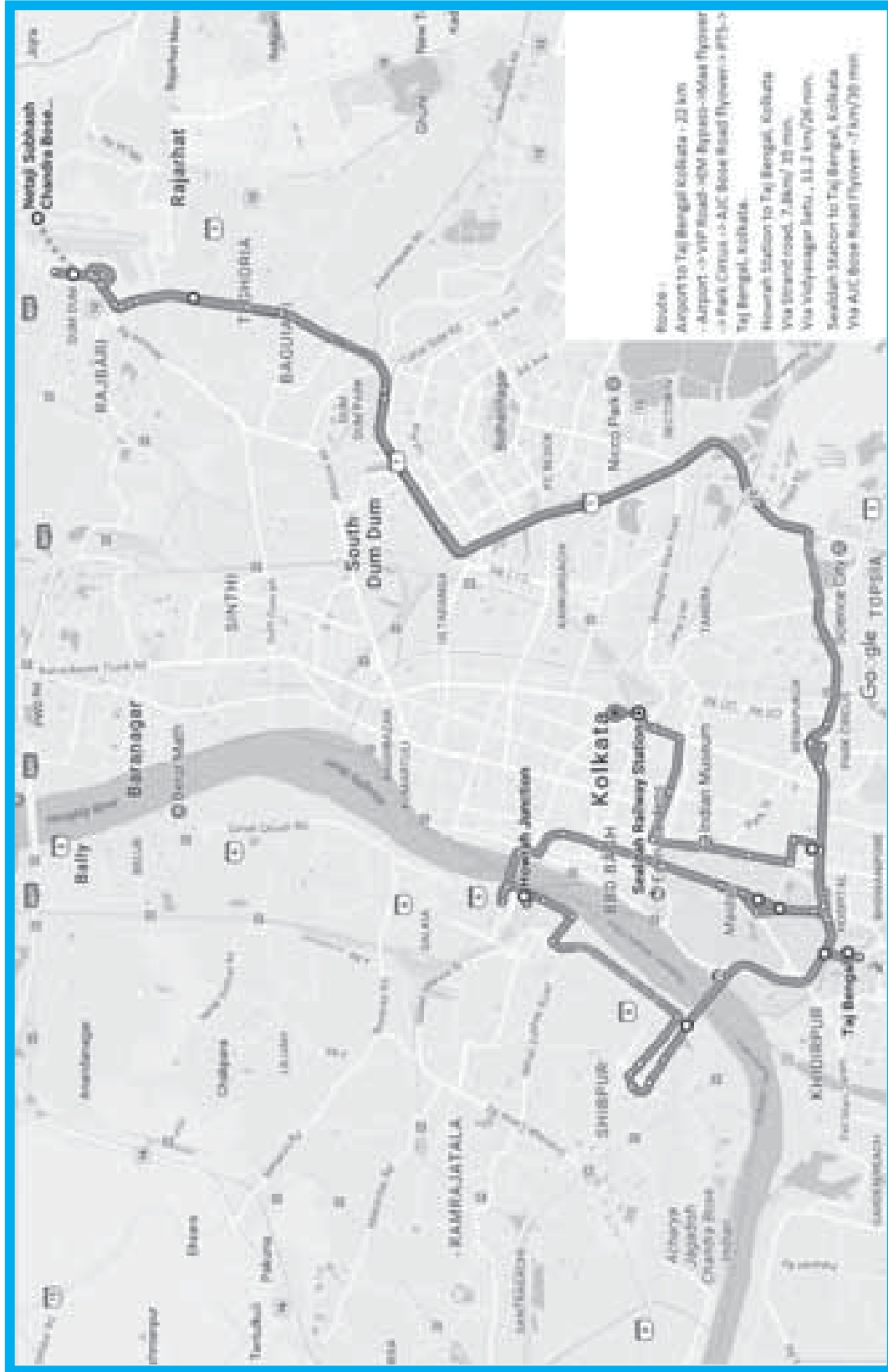
Name of Director	Mr. Harish Bhat*	Mr. S. Santhanakrishnan	Mr. L. KrishnaKumar
Director Identification Number (DIN)	00478198	00032049	00423616
Age	55 years	67 years	59 years
Date of first appointment	1 <sup>st</sup> April, 2014	28 <sup>th</sup> May, 2013	1 <sup>st</sup> April, 2013
Date of Birth	8 <sup>th</sup> November, 1962	1 <sup>st</sup> November, 1950	29 <sup>th</sup> October, 1958
Qualifications	B.E. (Hons) – BITS Pilani, PGDM (IIM Ahmedabad)	B.Sc., B.L., FCA	B.Com, ACA, AICWA, ACS
Expertise in specific functional areas	Wide experience in overall Business management including functional expertise in Sales, Marketing and Corporate management	Wide experience in mergers and acquisitions, valuations, technology, Finance, Accounts and international accounting standards, Strategy & Planning and Corporate Laws.	Wide experience in Finance, Accounts, corporate laws and technology.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> <li>Tata Coffee Limited</li> <li>Infiniti Retail Limited</li> <li>Trent Limited</li> <li>Tata Unistore Limited</li> <li>Titan Company Limited</li> <li>Tata AIA Life Insurance Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>ICICI Home Finance Company Limited</li> <li>Tata Realty and Infrastructure Limited</li> <li>Tata Housing Development Company Limited</li> <li>Tata Coffee Limited</li> <li>IDBI Capital Market &amp; Securities Limited</li> </ul>	<ul style="list-style-type: none"> <li>Tata Coffee Limited</li> <li>NourishCo Beverages Limited</li> </ul>
Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholder Relationship Committee)	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>Titan Company Limited - Member</li> </ul> <p><b>Stakeholder Relationship Committee</b></p> <ul style="list-style-type: none"> <li>Tata Coffee Limited – Member</li> <li>Titan Company Limited – Member</li> <li>Trent Limited - Chairman</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>Tata Coffee Limited – Chairman</li> <li>Tata Housing Development Company Limited - Chairman</li> <li>Tata Realty &amp; Infrastructure Limited - Member</li> <li>IDBI Capital Market &amp; Securities Limited - Member</li> </ul> <p><b>Stakeholder Relationship Committee</b></p> <ul style="list-style-type: none"> <li>Tata Coffee Limited – Chairman</li> <li>ICICI Home Finance Co. Limited - Member</li> </ul>	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil
Number of shares held in the Company	Nil	Nil	Nil

\*Mr. Harish Bhat retires by rotation and being eligible offers himself for re-appointment.

For other details such as number of meetings of the Board attended during FY 2017-18 and remuneration drawn in respect of the above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

# Route Map to the AGM Venue

Venue: Taj Bengal, 34-B Belvedere Road, Alipore, Kolkata – 700 027



Land Mark: Near Alipur Zoological Garden (Calcutta Zoo) and National Library

**TATA GLOBAL BEVERAGES LIMITED**

Registered office: 1, Bishop Lefroy Road, Kolkata 700 020  
Corporate Identity Number (CIN) - L15491WB1962PLC031425  
E-mail id - investor.relations@tgb.com Website address – www.tataglobalbeverages.com



**ATTENDANCE SLIP**

(To be presented at the entrance)

I/We hereby record my/our presence at the 55<sup>th</sup> Annual General Meeting on Thursday, 5<sup>th</sup> July, 2018 at 10.30 a.m. at The Taj Bengal, 34-B Belvedere Road, Alipore, Kolkata – 700 027.

Folio No. .... DP ID No. .... Client ID No. ....

Name of the Member ..... Signature .....

Name of the Proxyholder ..... Signature .....

1. Only member / proxyholder can attend the meeting
2. Member / Proxyholder should bring his / her copy of the annual report for reference at the meeting

**TATA GLOBAL BEVERAGES LIMITED**

Registered office: 1, Bishop Lefroy Road, Kolkata 700 020  
Corporate Identity Number (CIN) - L15491WB1962PLC031425  
E-mail id - investor.relations@tgb.com Website address – www.tataglobalbeverages.com



**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : .....

Registered Address : .....

Email Id : .....

Folio No. / DP ID No. / Client ID No. : .....

I/We, being the member(s) of Tata Global Beverages Limited holding ..... shares, hereby appoint

1. Name ..... E-mail id: .....

Address: ..... Signature: .....

Or failing him/her

1. Name ..... E-mail id: .....

Address: ..... Signature: .....

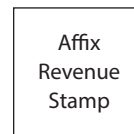
Or failing him/her

1. Name ..... E-mail id: .....

Address: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us, and on my /our behalf at the fifty fifth Annual General Meeting of the Company to be held on Thursday, 5<sup>th</sup> July, 2018 at 10.30 a.m. at The Taj Bengal, 34-B Belvedere Road, Alipore, Kolkata – 700 027 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018, together with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018, together with the report of the Auditors thereon.
3. To declare a dividend.
4. Re-appointment of Mr. Harish Bhat as Director.
5. Remuneration of Cost Auditors.
6. Appointment of Mr. S. Santhanakrishnan as Independent Director of the Company
7. Re-appointment of Mr. L. KrishnaKumar as Executive Director and payment of remuneration
8. Payment of commission to Non-Whole-time Directors
9. Issue of Non-Convertible Debentures on private placement basis



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder \_\_\_\_\_ Signature of proxyholder(s) \_\_\_\_\_

- Notes: 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 1, Bishop Lefroy Road, Kolkata 700 020, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios may use copies of this Attendance slip/ Proxy.