

Notice

Notice is hereby given that the Fifty Fourth Annual General Meeting of the Members of Tata Global Beverages Limited will be held at the Taj Bengal, 34-B Belvedere Road, Alipore, Kolkata – 700 027, on Friday, 18th August, 2017 at 10.30 a.m. to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, 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 March 31, 2017, together with the report of the Auditors thereon.
3. To declare a dividend.
4. To appoint a Director in place of Mr. Harish Bhat (DIN 00478198), who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. S. Santhanakrishnan (DIN 00032049), who retires by rotation and, being eligible, offers himself for reappointment.

6. Appointment of Auditors

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, and other applicable rules, if any, Deloitte Haskins & Sells LLP., Chartered Accountants (Firm Registration No. 117366W/W-100018), be and are hereby appointed as the Auditors of the Company, in place of Lovelock & Lewes (Firm Registration No. 301056E), Chartered Accountants, whose term ends at the conclusion of the forthcoming Annual General Meeting of the Company, at such remuneration plus service tax, out-of-pocket expenses, travelling and other expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT Deloitte Haskins & Sells LLP., Chartered Accountants, will hold office as the Statutory Auditors of the Company, for a period of 5 years that will begin from the conclusion of the 54th Annual General Meeting until the conclusion of the 59th Annual General Meeting to be held in the year 2022, subject to the condition that their appointment as the Statutory Auditors shall be placed for ratification at every Annual General Meeting, if so required, under the Companies Act 2013, as amended from time to time."

Special Business

7. Appointment of Mr. N. Chandrasekaran as a Director of the Company

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. N. Chandrasekaran, (DIN: 00121863) who was appointed by the Board of Directors as an additional director of the Company with effect from 3rd July 2017, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 ("the Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and he is hereby appointed a director of the Company liable to retire by rotation."

8. Appointment of Mr. Siraj Azmat Chaudhry as a Director and as Independent Director of the Company

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Siraj Azmat Chaudhry, (DIN: 00161853) who was appointed by the Board of Directors as an additional director of the Company with effect from 3rd July, 2017, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of director of the Company, be and is hereby appointed a director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Siraj Azmat Chaudhry, 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 Independent Director of the Company with effect from 18th August 2017 upto 17th August 2022.

9. Remuneration of Cost Auditors

To consider and if thought fit to pass, with or without modification(s), 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, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shome & Banarjee, 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 March 31, 2018, be paid a remuneration of Rs. 3,25,000 plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

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

10. **Revision in terms of remuneration of Mr. Ajoy Misra, Managing Director of the Company**

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification of the resolution passed by the members at the Annual General Meeting of the Company held on 26th August, 2014, for the appointment of Mr. Ajoy Misra, Managing Director of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves the revision in the salary scale applicable to Mr. Ajoy Misra, with effect from 1st April, 2017 as per details given in the explanatory statement forming part of this Notice.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to fix Mr. Ajoy Misra's salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

11. **Revision in terms of remuneration of Mr. L KrishnaKumar, Executive Director of the Company**

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification of the resolution passed by the members at the Annual General Meeting of the Company held on 15th July, 2013, for the appointment of

Mr. L KrishnaKumar, Executive Director of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves the revision in the salary scale applicable to Mr. L KrishnaKumar, with effect from 1st April, 2017 as per details given in the explanatory statement forming part of this Notice.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to fix Mr. L KrishnaKumar's salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

12. **Issue of Non-Convertible Debentures on private placement basis**

To consider and if thought fit, to pass with or without modification(s), 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 24th August, 2016 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, including any statutory modification, amendment, substitution or re-enactment thereof, for the time being in force and pursuant to SEBI (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 issue / offer / invite for subscription / to allot 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 a limit of 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, with powers 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 in respect of Item Nos. 6 to 12 are annexed hereto. Information under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) relating to Directors proposed to be appointed / reappointed 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. 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. 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. The Register of Members and Transfer Books of the Company will be closed from Tuesday, 8th August, 2017 to Friday, 18th August, 2017 both days inclusive.
4. 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.
5. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after Monday, 21st August, 2017 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 Tuesday, 8th August, 2017.
 - 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 Monday, 7th August, 2017.
6. 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 (TSRD). 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.
7. 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.
8. 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 returned to such members after making requisite changes thereon.
9. 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.
10. 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.

11. 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.
12. 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 (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.
13. Transfer of Unclaimed / Unpaid amounts 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 Companies Act, 2013 read with the IEPF 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. Accordingly, during 2017-18, the Company would be transferring unclaimed dividend amount for the financial year ended 31st March, 2010 on or before 23rd September, 2017 to the IEPF.

Members who have not encashed the dividend warrant(s) from the financial year ended 31st March 2010 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. It may be noted that once the unclaimed dividend is transferred to the IEPF, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company upto the year ended on 31st March 2009 have been transferred to the IEPF. The details of the unclaimed dividend so transferred are available on the Company's website, www.tataglobalbeverages.com and in the website of the Ministry of Corporate Affairs at www.mca.gov.in.

Further in accordance with Section 124(6) of the Companies Act, 2013 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. The Company has already sent notices to all such members in this regard and has published a newspaper advertisement and have also uploaded the list of such shareholders on its website www.tataglobalbeverages.com.

Accordingly the Company is required to transfer all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules after the due date of 31st May, 2017 without any further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to the IEPF.

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) 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.

14. In accordance with the Companies Act, 2013 read with the relevant Rules, the Notice of the AGM along with the Annual Report for 2016-17 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.
15. We request shareholders to update their email address with their Depository Participants/TSRDL to enable the Company to send communications electronically.
16. 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.

17. The route map showing directions to reach the venue of the fifty fourth AGM is annexed.

18. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (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:

- A. Members whose email IDs are registered with the Company/Depository Participants will receive an email from NSDL informing them of their User ID and password. On receiving the email, members will need to go through the following process:

- (i) Open the email and open PDF file viz: "TGBL e-Voting. pdf" using your Client ID or Folio No. as password. The said PDF file contains your user ID and password /PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder – Login
- (iv) Please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- (v) The password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. On first login, the system will prompt you to change your password and update your contact details like mobile number, email id etc in the user profile of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note the new password. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) You need to login again with the new credentials. Home page of e-voting will open.
- (vii) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password and cast your vote.
- (viii) Once the e-voting Home page opens, Click on e-Voting > Active Voting Cycles.
- (ix) Select "EVEN" (E-Voting event number) of Tata Global Beverages Limited which is 106500. Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option "For" or "Against" and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) You may similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting. During the voting period, members can login any number of times till they have voted on all the resolutions. If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to asimsecy@gmail.com with a copy marked to evoting@nsdl.co.in.

- B. For members whose email IDs are not registered with the Company/Depository Participants, the following instructions may please be followed:

- (i) The initial User ID and password is provided in the enclosed attendance slip along with EVEN (E Voting Event Number).
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) in A. above, to cast vote.
- C. Members who are already registered with NSDL for e-voting can use their existing user Id and password for casting their votes.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- III. 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 11th August, 2017. 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.
- IV. The e-voting period commences on 14th August, 2017 at 9.00 am and ends on 17th August, 2017 at 5.00 pm. 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., 11th August, 2017, 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.
- 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. 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.
- VII. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter will unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company.
The Scrutinizer will collate the votes cast at the Meeting and the votes downloaded from the e-voting system and make a consolidated Scrutinizer's Report of total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- VIII. 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. 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
- IX. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tataglobalbeverages.com and on the website of NSDL 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.

By Order of the Board

V. Madan

Vice President & Company Secretary

Registered Office:
1, Bishop Lefroy Road,
Kolkata – 700 020
CIN - L15491WB1962PLC031425
E-mail id: investor.relations@tgbl.com
Website address: www.tataglobalbeverages.com

Mumbai
06th July 2017

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (“the Act”)

As required by Section 102 of the Companies Act, 2013 (“the Act”), the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 6 to 12 of the accompanying Notice

Item No. 6

Appointment of Auditors

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

Lovelock & Lewes, Chartered Accountants, Firm Registration No. 301056E, were appointed as Auditors at the Fifty First Annual General Meeting (AGM) of the Company held on 26th August, 2014 for a term of 3 years to hold office till the conclusion of the Fifty Fourth AGM.

In terms of the provisions of the Companies Act, 2013, read with Rules made thereunder, no listed Company shall appoint an audit firm as Auditor for more than two consecutive terms of five years each and an audit firm which has completed its term shall not be eligible for reappointment as auditor in the same company. In view of the above, the term of Lovelock & Lewes as Auditors will come to an end at the conclusion of the 54th AGM.

The Board of Directors, based on the recommendation of the Audit Committee, have proposed the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Firm Registration No.117366W/W-100018 as the Statutory Auditors of the Company in place of Lovelock & Lewes, to hold office from the conclusion of the ensuing AGM till the conclusion of the 59th AGM, subject to ratification of their appointment at every AGM, if so required under the Act. Deloitte Haskins & Sells LLP have consented to act as Auditors if appointed and have also confirmed that their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution at Item No. 6 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, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

Appointment of Mr. N. Chandrasekaran as Director

The Board had appointed Mr. N. Chandrasekaran as additional director with effect from 3rd July, 2017. The Board also appointed Mr Chandrasekaran as Chairman of the Board consequent to the stepping down as Chairman by Mr. Harish Bhat.

Mr. N. Chandrasekaran is Chairman of the board of Tata Sons, the holding company and promoter of more than 100 Tata operating companies with aggregate annual revenues of more than US\$100 billion. He joined the board of Tata Sons in October 2016 and was appointed Chairman in January 2017. He also chairs the boards

of several group operating companies, including Tata Steel, Tata Motors, Tata Power, Indian Hotels and Tata Consultancy Services (TCS) — of which he was chief executive from 2009-17.

Mr. Chandrasekaran's appointment as Chairman of TCS followed a 30-year business career at TCS, which he joined from University. He rose through the ranks at TCS to become CEO and managing director of the leading global IT solution and consulting firm. Under his leadership, TCS generated total revenues of US\$16.5 billion in 2015-16 and consolidated its position as the largest private sector employer in India and the country's most valuable company.

In addition to his professional career at Tata, Mr. Chandrasekaran was also appointed as a director on the board of India's central bank, the Reserve Bank of India, in 2016. He has also served as the chairperson of the Information and Communication Technology Industry Governors at the World Economic Forum, Davos, in 2015-16.

Mr. Chandrasekaran is an active member of India's bilateral business forums including USA, UK, Australia and Japan. He served as the chairman of Nasscom, the apex trade body for IT services firms in India in 2012-13. His business leadership has been recognised by several corporate and community organisations and he has received numerous awards.

Mr. Chandrasekaran has been awarded several honorary doctorates by leading Indian and international universities. He attended the Regional Engineering College, Trichy, Tamil Nadu, where he completed a master's degree in computer applications before joining TCS in 1987. He is also an avid photographer and a passionate long-distance marathon runner. In April 2017 he ran the London Marathon, thereafter completing the World Marathon Majors. The World Marathon Majors include the marathons in New York, Boston, Chicago, Berlin, Tokyo and London.

In terms of the provisions of Section 161 (1) of the Act, Mr. Chandrasekaran will hold office up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160(1) of the Act proposing the candidature of Mr. Chandrasekaran for the office of Director of the Company.

Keeping in view the experience and expertise of Mr. Chandrasekaran, the Board considers it desirable that the Company should receive the benefit of his valuable experience and advice and accordingly commends the resolution at Item No. 7 for approval by the members.

Mr. Chandrasekaran is interested and concerned in the Resolution mentioned at Item No. 7 of the Notice. Other than Mr. Chandrasekaran, no other director, key managerial personnel or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 7 of the Notice.

Item No. 8**Appointment of Mr. Siraj Azmat Chaudhry as a Director and as Independent Director**

The Board of Directors of the Company had appointed Mr. Siraj Chaudhry as an Additional Independent Director of the Company with effect from 3rd July, 2017. Mr. Siraj Chaudhry is Chairman of Cargill India. His tenure at Cargill spans nearly 23 years, and includes handling the leadership role in India, as well as a global commodity trading role in Geneva. Under his leadership since 2007, Cargill India has successfully built both consumer FMCG businesses in India, and Institutional businesses, backed by world class manufacturing facilities, a robust sales & distribution network, and an enviable brand portfolio.

Mr. Siraj Chaudhry holds an MBA from the Indian Institute of Foreign Trade (IIFT) and is a graduate of SRCC, University of Delhi. He chairs the National Committee on Food Processing at FICCI. He is also the Chairman of the National Alliance for Edible Oil Fortification, a joint initiative by CII and GAIN to address malnutrition through food fortification. Mr. Chaudhry is also a director on the Board of Tata Coffee Limited.

In terms of the provisions of Section 161 (1) of the Act, Mr. Chaudhry will hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160(1) of the Act proposing the candidature of Mr. Chaudhry for the office of Director of the Company.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Chaudhry has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Chaudhry as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director upto 17th August, 2022. In the opinion of the Board, Mr. Siraj Chaudhry fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Sections 161(1) and 149 read with Schedule IV of the Act, the appointment of Mr. Chaudhry as Director and Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Chaudhry shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Siraj Chaudhry is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice. Other than Mr. Chaudhry, no other Director, key managerial personnel or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 8 of the Notice.

Item No. 9**Remuneration of Cost Auditors**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Shome & Banarjee as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Companies Act, 2013 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. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2018.

The Board commends the Ordinary Resolution set out at Item No. 9 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, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Item No. 10**Revision in terms of remuneration of Mr. Ajoy Misra, Managing Director of the Company**

The members at the Annual General Meeting of the Company held on 26th August, 2014, had approved the appointment of Mr. Ajoy Misra as Managing Director of the Company and the terms of remuneration payable to him for a period of five years from 1st April, 2014 to 31st March, 2019.

The members had, inter alia, approved a basic salary of upto a maximum of Rs. 7,00,000 per month payable to Mr. Misra with authority to the Board to fix the salary within the maximum limits prescribed under the Act. The Board, at their meeting on 15th May, 2017, based on the recommendation of the Nomination and Remuneration Committee, revised the basic salary of Mr. Ajoy Misra to Rs.7,51,895 per month with effect from 1st April, 2017. Taking into consideration his present salary and future revisions, if any, the Board of Directors at their meeting on 15th May, 2017 also decided to revise the salary scale applicable to Mr. Ajoy Misra from the existing maximum of Rs.7,00,000 per month to a maximum of Rs.10,00,000 per month effective 1st April, 2017, subject to the consent of the members. Approval of the members is being sought for the increase in the salary scale as above in respect of Mr. Ajoy Misra.

All other terms and conditions relating to Mr. Misra's appointment and remuneration as approved earlier by the members remain unchanged.

Details of remuneration paid to Mr. Ajoy Misra during 2016-17 have been disclosed in the annexure to the Board's Report and in the Corporate Governance Report.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution except Mr. Ajoy Misra to whom the resolution relates, mentioned at Item No. 10 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

Item No. 11

Revision in terms of remuneration of Mr. L KrishnaKumar, Executive Director of the Company

The members at the Annual General Meeting of the Company held on 15th July, 2013, had approved the appointment of Mr. L KrishnaKumar as Executive Director of the Company and the terms of remuneration payable to him for a period of five years from 1st April, 2013 to 31st March, 2018.

The members had, inter alia, approved a basic salary of upto a maximum of Rs. 6,00,000 per month payable to Mr. KrishnaKumar with authority to the Board to fix the salary within the maximum limits prescribed under the Act. The Board, at their meeting on 15th May, 2017, based on the recommendation of the Nomination and Remuneration Committee, revised the basic salary of Mr. L KrishnaKumar to Rs.6,26,788 per month with effect from 1st April, 2017. Taking into consideration his present salary and future revisions, if any, the Board of Directors at their meeting on 15th May, 2017 also decided to revise the salary scale applicable to Mr. L KrishnaKumar from the existing maximum of Rs.6,00,000 per month to a maximum of Rs.9,00,000 per month effective 1st April 2017, subject to the consent of the members. Approval of the members is being sought for the increase in the salary scale as above in respect of Mr. L KrishnaKumar.

All other terms and conditions relating to Mr. KrishnaKumar's appointment and remuneration as approved earlier by the members remain unchanged.

Details of remuneration paid to Mr. L KrishnaKumar during 2016-17 have been disclosed in the annexure to the Board's Report and in the Corporate Governance Report.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution except Mr. L KrishnaKumar to whom the resolution relates, mentioned at Item No. 11 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the members.

Item No. 12

Issue of Non-Convertible Debentures on private placement basis

As per the provisions of Section 42 of the Companies Act, 2013 ("Act"), including any statutory modifications or re-enactments thereof for the time being in force, 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 24th August, 2016, had passed a special resolution authorising the Company to issue Non-Convertible debentures on private placement basis for upto Rs. 350 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 23rd August, 2017. 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 23rd August 2017, 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 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. 12 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 are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12 of the Notice.

By Order of the Board

V. Madan

Vice President & Company Secretary

Registered Office:

1, Bishop Lefroy Road, Kolkata – 700 020

CIN - L15491WB1962PLC031425

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

Website address: www.tataglobalbeverages.com

Mumbai

06th July 2017

Annexure to Notice

Particulars of Directors seeking appointment / reappointment

Particulars	Mr. N. Chandrasekaran	Mr. Harish Bhat	Mr. S. Santhanakrishnan	Mr. Siraj Chaudhry	Azmat
Date of Birth	June 2, 1963	November 8, 1962	November 1, 1950	January 8, 1967	
Date of Appointment	July 3, 2017	April 1, 2014	May 28, 2013	July 3, 2017	
Qualifications	BSc. Applied Science, MCA	B.E. (Hons)- BITS Pilani, PGDM (IIM Ahmedabad)	BSc., BL, FCA	Post Graduate – Indian Institute of Foreign Trade	
Expertise in specific functional areas	Wide experience in information technology	Overall business management including functional expertise in Sales, Marketing, and Corporate Management	Wide experience in Finance, Accounts including IFRS, Strategy and Planning, Global Assurance and Corporate Laws	28 years of experience in the agri business/ commodity trading	
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> Tata Sons Limited# Tata Consultancy Services Limited* Tata Steel Limited* Tata Motors Limited* The Indian Hotels Company Limited* The Tata Power Company Limited* 	<ul style="list-style-type: none"> Tata Coffee Limited* Infiniti Retail Limited Trent Limited Tata Unistore Limited Titan Company Limited Tata AIA Life Insurance Company Limited 	<ul style="list-style-type: none"> Tata Coffee Limited IDBI Federal Life Insurance Company Limited ICICI Home Finance Company Limited Tata Realty and Infrastructure Limited Tata Housing Development Company Limited 	<ul style="list-style-type: none"> Tata Coffee Limited 	
Memberships / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholder Relationship Committee)	NIL	<ul style="list-style-type: none"> Tata Coffee Limited <ul style="list-style-type: none"> Stakeholder Relationship Committee - Member Titan Company Limited <ul style="list-style-type: none"> Audit Committee - Member Stakeholder Relationship Committee - Member Trent Limited <ul style="list-style-type: none"> Stakeholder Relationship Committee - Chairman 	<ul style="list-style-type: none"> Tata Global Beverages Limited <ul style="list-style-type: none"> Audit Committee - Member Stakeholder Relationship Committee - Member Tata Coffee Limited <ul style="list-style-type: none"> Audit Committee - Chairman Stakeholder Relationship Committee - Chairman Tata Housing Development Company Limited <ul style="list-style-type: none"> Audit Committee - Chairman IDBI Federal Life Insurance Company Limited <ul style="list-style-type: none"> Audit Committee - Chairman ICICI Home Finance Company Limited <ul style="list-style-type: none"> Stakeholder Relationship Committee - Member Tata Realty and Infrastructure Limited <ul style="list-style-type: none"> Audit Committee - Member 	<ul style="list-style-type: none"> Tata Coffee Limited <ul style="list-style-type: none"> Audit Committee - Member 	
Number of shares held in the Company	NIL	NIL	NIL	NIL	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	NIL	NIL	NIL	NIL	NIL

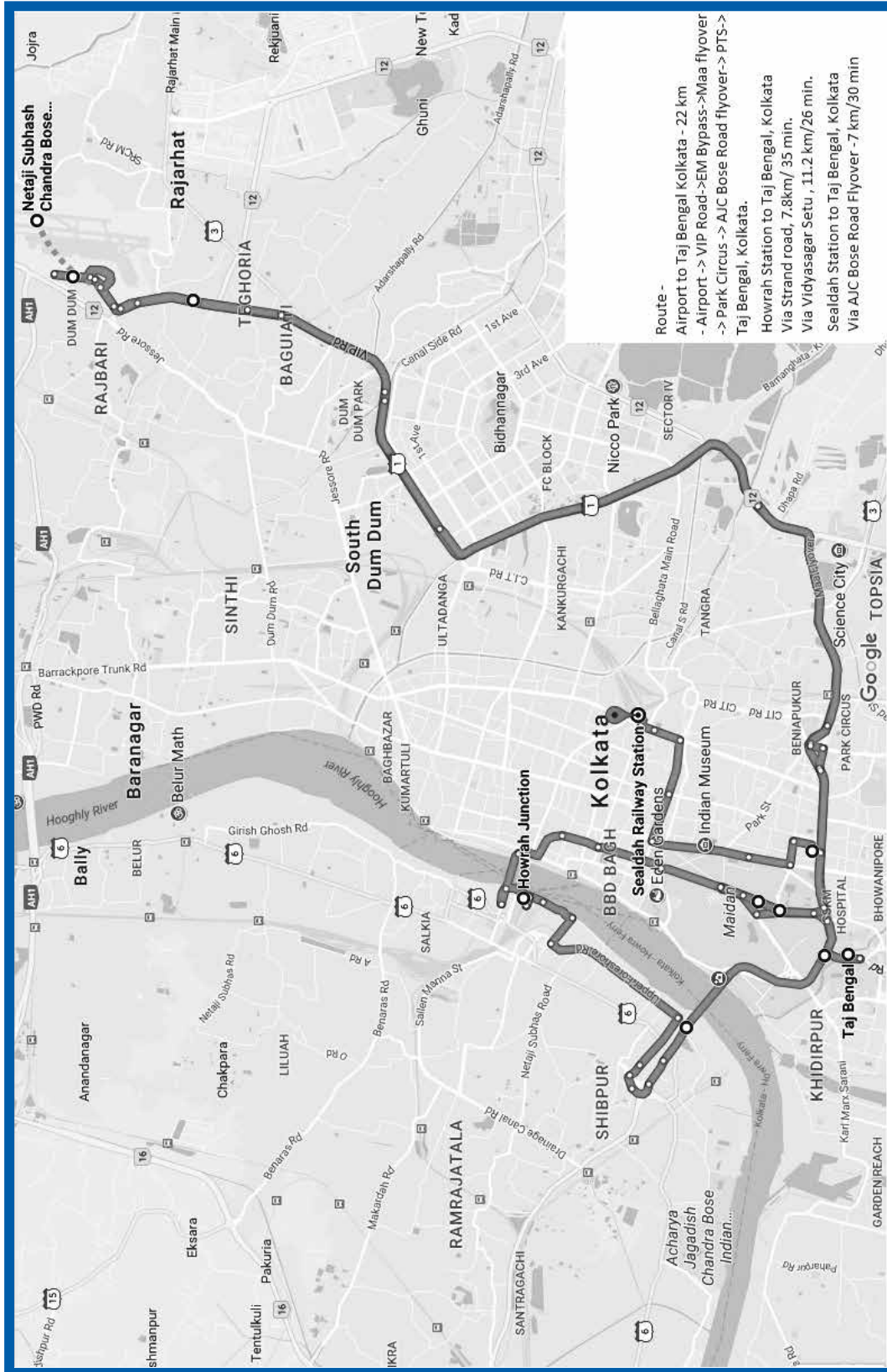
Executive Chairman

* Chairman of the Board

For other details such as number of meetings of the board attended and amount of sitting fees drawn during 2016-17, in respect of Mr. Harish Bhat and Mr. S. Santhanakrishnan, please refer to the Corporate Governance Report. The same is not applicable in case of Mr. N Chandrasekaran and Mr. Siraj Chaudhry as they were appointed in 2017-18.

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 hereby record my presence at the 54th Annual General Meeting on Friday, 18th August, 2017 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

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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 -----shares of Tata Global Beverages Limited, hereby appoint

- 1. Name _____ E-mail id: _____
Address: _____
Signature: _____
Or failing him
- 2. Name _____ E-mail id: _____
Address: _____
Signature: _____
Or failing him
- 3. 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 fourth Annual General Meeting of the Company to be held on Friday, 18th August, 2017 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 March 31, 2017, 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 March 31, 2017, together with the report of the Auditors thereon.
- 3. To declare a dividend.
- 4. Re-appointment of Mr. Harish Bhat as Director.
- 5. Re-appointment Mr. S. Santhanakrishnan as Director.
- 6. Appointment of Auditors
- 7. Appointment of Mr. N. Chandrasekaran as a Director of the Company
- 8. Appointment of Mr. Siraj Azmat Chaudhry as a Director and as Independent Director of the Company
- 9. Remuneration of Cost Auditors
- 10. Revision in terms of remuneration of Mr. Ajoy Misra, Managing Director of the Company
- 11. Revision in terms of remuneration of Mr. L Krishnakumar, Executive Director of the Company
- 12. Issue of Non-Convertible Debentures on private placement basis

Affix
Revenue
Stamp

Signed this _____ day of _____ 2017

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.