

NOTICE

Notice is hereby given that the Fifty-Sixth Annual General Meeting of Tata Global Beverages Limited will be held on Tuesday, June 11, 2019 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 March 31, 2019, 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 March 31, 2019, 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 March 31, 2019.

4. Appointment of Mr. N. Chandrasekaran (00121863) as Director, liable to retire by rotation

To appoint a Director in place of Mr. N. Chandrasekaran (DIN 00121863) 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(3) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (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, the Company hereby ratifies the remuneration of Rs. 3,75,000 (Rupees Three Lakhs, Seventy-Five Thousand only) plus taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit, payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration Number 000001), who are appointed by the Board of Directors of the Company, as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2020.

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. Re-appointment of Mr. Ajoy Kumar Misra (DIN 00050557) as Managing Director and Chief Executive Officer (MD&CEO) 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 (“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 approval of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Ajoy Kumar Misra (DIN 00050557) as Managing Director and Chief Executive Officer (MD&CEO) of the Company for a period of 1 (one) year commencing from April 1, 2019 to March 31, 2020 upon the terms and conditions set-out in the Explanatory Statement pursuant to Section 102 of the Act annexed to the Notice convening this Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits during the tenure of his re-appointment), with liberty to the Board of Directors (hereinafter referred to as “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 and Mr. Misra.

RESOLVED FURTHER THAT the Board (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.”

7. Appointment of Mr. Bharat Puri (DIN 02173566) as an Independent Director

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

“RESOLVED THAT Mr. Bharat Puri (DIN 02173566) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 07, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 129 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company

NOTICE CONTINUED

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 as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17, and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Bharat Puri (DIN 02173566), who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing May 07, 2019 to May 06, 2024, be and is hereby approved.”

8. Appointment of Mrs. Shikha Sharma (DIN 00043265) as an Independent Director

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

“**RESOLVED THAT** Mrs. Shikha Sharma (DIN 00043265) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 07, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 129 of the Articles of Association of the Company 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 her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17, and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the appointment of Mr. Shikha Sharma (DIN 00043265), who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed

thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing May 07, 2019 to May 06, 2024, be and is hereby approved.”

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of Item Nos. 5 to 8 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 Secretarial Standard 2, pursuant to Section 118 (10) of the Act, 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 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 **Tuesday, May 28, 2019 to Tuesday, June 4, 2019** (both days inclusive).

5. Members, Proxies and Authorised Representatives are requested to bring to the AGM, 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 **Thursday, June 13, 2019** 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, May 28, 2019**.
 - 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, May 27, 2019**.
7. Shareholders holding shares in physical form are requested to advise any change of correspondence address, email address, bank details immediately to the Company's Registrar and Share Transfer Agents, M/s TSR Darashaw Limited ("TSRD"). Shareholders holding shares in electronic form must advise their respective depository participants about any change in correspondence 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 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.
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 and registered against their demat account.
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 who have not provided the information regarding bank particulars, are requested to immediately notify 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 TSRDL, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form. Please note that disbursement of payment without bank details is disallowed.
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 <http://www.tataglobalbeverages.com/investors/share-registration>. 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. 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.
14. **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 ("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 March 31, 2011 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the Company's website,

NOTICE CONTINUED

<http://www.tataglobalbeverages.com/investors/investor-information/unclaimed-dividend> and on the website of the Ministry of Corporate Affairs at www.mca.gov.in.

It may be noted that unclaimed dividend for the financial year 2011-12 declared on August 31, 2012 is due to be transferred to the IEPF by October 2019. The same can, however, be claimed by the members by September 21, 2019.

Members who have not encashed the dividend warrant(s) from the financial year ended March 31, 2012 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 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 March 31, 2011 and remained unpaid or unclaimed were transferred to the IEPF. The Company has sent notices to all such members in this regard and thereafter transferred the shares to the IEPF during financial year 2018-19. The details of such shares transferred have been uploaded in the Company's website <http://www.tataglobalbeverages.com/investors/investor-information/unclaimed-dividend>

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned members 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 www.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.

15. In accordance with Section 20 of the Act, read with the relevant rules, the Notice of the AGM along with the Annual Report for financial year 2018-19 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.

16. SEBI had vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 read with BSE circular no. list/comp/15/2018-19 dated July 05, 2018 and NSE circular no. NSE/CML/2018/26 dated July 09, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However Members can continue to hold shares in physical form. Accordingly, Shareholders holding securities in physical form were separately communicated by the TSR Darashaw Limited (our RTA) vide three letters sent on July 17, 2018 (by Speed/Registered Post), August 31, 2018 and November 24, 2018 (by Ordinary Post) at their registered address. In view of the above and to avail free transferability of shares and the benefits of dematerialisation, members are requested to consider dematerialize shares held by them in physical form. Members may note that, Transfer deed(s) once lodged prior to April 1, 2019 and returned due to deficiency in the document may be re-lodged even after the April 1, 2019 with the office of TSRDL., Mumbai or at their Branch Offices or at the Registered Office of the Company. The Company will abide by the guidelines issued by Statutory Authorities from time to time in the matter
17. We request shareholders to update their email address with their Depository Participants/TSRD 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 SEBI instructions, furnishing of bank particulars by the shareholders has become mandatory.

19. The route map showing directions to reach the venue of the Fifty-Sixth 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 SEBI 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.

Details on Step 1 is 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.

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.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NDL or CDSL) or physical	Your User Id
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***

5. 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.

NOTICE CONTINUED

6. 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is 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 110648.
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

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asimsecy@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at 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 Tuesday, June 4, 2019. 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 **Friday, June 7, 2019 at 9.00 a.m. and ends Monday, June 10, 2019 at 5.00 p.m.** During this period, shareholders of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date, i.e. June 4, 2019, 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 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. 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.nsd.com
- xi. The Results will be declared within 48 hours of conclusion of the Annual General Meeting. 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.nsd.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.
22. 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 and will also be kept open at the venue of the AGM till the conclusion of the AGM.

By Order of the Board

Neelabja Chakrabarty
Vice President & Company Secretary
 (Membership No: ACS 16075)

Registered Office:

1, Bishop Lefroy Road,
 Kolkata – 700 020

CIN - L15491WB1962PLC031425

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

Website address: www.tataglobalbeverages.com

Mumbai

May 07, 2019

NOTICE CONTINUED

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 8 of the accompanying Notice.

Item No. 5:

Remuneration of Cost Auditors:

The Company is required, under the provisions of Section 148(3) 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 March 31, 2020.

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 approval of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2020.

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 is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

Item No. 6

Reappointment of Mr. Ajoy Kumar Misra as Managing Director and Chief Executive Officer (MD&CEO) and payment of Remuneration

Mr. Ajoy Kumar Misra was appointed as MD&CEO of the Company for the period commencing from April 1, 2014 to March 31, 2019. Mr. Misra had approached the Nomination &

Remuneration Committee (“NRC”) expressing his desire for an early retirement from his role. The NRC had a detailed deliberation on the matter and bearing in mind the above request as well as the time required for smooth succession planning, the NRC decided, at its meeting held on March 27, 2019, that Mr. Ajoy Misra’s term be extended by a further period of one year, for the period April 1, 2019 until March 31, 2020.

On the basis of the above recommendation of the NRC, the Board at its meeting held on March 27, 2019, re-appointed Mr. Ajoy Misra as MD&CEO of the Company for a period of one year commencing from April 1, 2019 until March 31, 2020, subject to approval of the Members.

The Board thereafter at its meeting held on April 23, 2019, based on the recommendations of the NRC, had fixed the terms of remuneration payable to Mr. Ajoy Misra, subject to the approval of the Members.

Mr. Ajoy Misra is a B.E. Hons. in Civil Engineering from BITS Pilani and M.B.A. Marketing from Faculty of Management Studies and is a member of Tata Administrative Services (TAS). He has done his Advanced Management Program at Harvard Business School. He has been with Tata Group for more than 38 years, of which 20 years have been in senior management positions. He is a director on the board of NourishCo Beverages Limited, TRIL Constructions Limited, Tata Starbucks Private Limited and several of the Company’s overseas subsidiaries.

The principal terms and conditions of Mr. Ajoy Misra’s re-appointment as MD&CEO and the main clauses of the agreement to be executed between the Company and the MD&CEO are as follows:

A. Tenure of Re- Appointment:

The re- appointment of MD&CEO is for a period of 1 year commencing from April 1, 2019 to March 31, 2020.

B. Nature of Duties

The MD&CEO 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 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:

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. 9,00,000 per month.

b. Benefits, Perquisites, Allowances

In addition to the Basic Salary referred to in (a) above, the MD&CEO 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 subject to a maximum of 55% of the Annual Basic Salary, which includes:

Sl. No	Particulars	Percentage
a)	Medical Allowance	8.33%
b)	Leave Travel Concession/Allowance	8.33%
c)	Other Allowances	33.34%
d)	Personal Accident Insurance	actual subject
e)	Club Membership fees	to a cap of
	Total	55.00%

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

- vi) The MD&CEO shall be entitled for leave in accordance with the Rules of the Company. Annual Leave not availed by the MD is encashable in accordance with the Rules of the Company.

Commission: In addition to Basic Salary, Benefits, Perquisites, Allowances, the MD&CEO 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. The specific amount payable to the MD&CEO 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 Annual Basic 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 during the currency of the tenure of the MD&CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the MD&CEO by way of Basic Salary,

NOTICE CONTINUED

benefits, perquisites and allowances, incentive remuneration, 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 MD&CEO 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 MD&CEO 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 MD&CEO, 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 MD&CEO may be terminated by the Company without notice or payment in lieu of notice:
 - i) If the MD&CEO 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 MD&CEO of any of the stipulations contained in the Agreement; or
 - iii) In the event the Board expresses its loss of confidence in the MD&CEO.
- e. In the event the MD&CEO 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 MD&CEO's employment:
 - i) The MD&CEO 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 MD&CEO 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 MD&CEO, unless specifically provided otherwise.
- h. The MD&CEO 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 MD&CEO 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 MD&CEO will cease to be the Managing Director & CEO, and also cease to be the Director. If at any time, the MD&CEO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director & CEO, and the Agreement shall forthwith terminate. If

at any time, the MD&CEO ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be Director and Managing Director & CEO of the Company.

- k. Details of remuneration paid /drawn by Mr. Ajoy Misra for the financial year 2018-19 are given in the Corporate Governance Report, which is part of this Annual Report. Further details of Mr. Ajoy Misra have been given in the Annexure to this Notice.

Mr. Ajoy Misra 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 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. Ajoy Misra as specified above, are now placed before the Members for their approval.

Other than Mr. Ajoy Misra 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.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item Nos. 7 & 8:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Bharat Puri (DIN 02173566) and Mrs. Shikha Sharma (DIN 00043265) as Additional Directors of the Company and also Independent Directors, not liable to retire by rotation, for a term of five years i.e. from May 07, 2019 to May 06, 2024 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 129 of the Articles of Association of the Company, each of these Directors shall hold office up to the date of this Annual General Meeting (“AGM”) and are eligible to be

appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Directors.

The Company has received declarations from Mr. Bharat Puri and Mrs. Shikha Sharma to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, each of these Directors fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Directors and is independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Bharat Puri is currently the Managing Director of Pidilite Industries Ltd. Mr. Bharat’s association with Pidilite began as an Independent Director of the company in 2008.

His career has witnessed many achievements during his tenure at leading Indian and Global companies. In his last assignment, he was President - Global Chocolate, Gum and Candy Categories at Mondelez International, Zurich with worldwide responsibilities for the growth of these categories.

Mr. Bharat was at school at the Lawrence School Sanawar, graduated in Commerce from Punjab University and completed his Post Graduate Diploma in Management (MBA) from the Indian Institute of Management, Ahmedabad.

Starting his career with Asian Paints in 1982, he rose to eventually head Sales and Marketing for the company. He moved to Cadbury India as Director of Sales and Marketing in 1998, and was appointed its Managing Director in 2002. In 2006, he was posted to Singapore in a Regional role. He then held senior leadership positions in Sales, Marketing and General Management, at the regional, and global level, culminating in his becoming Global President, Chocolates, Gum and Candy, for Mondelez International. Mr. Bharat has been a successful global business leader who has built, energised and led diverse teams across numerous geographies in both developed and developing markets.

Mrs. Shikha Sharma was the Managing Director & CEO of Axis Bank, India's third largest private sector bank from June 2009 upto December 2018. As a leader adept at managing change, she led the Bank on a transformation journey from being primarily a corporate lender to a bank with a strong retail deposit franchise and a balanced lending book.

Mrs. Sharma has more than three decades of experience in the financial sector, having begun her career with ICICI Bank Ltd in 1980. During her tenure with the ICICI group, she was instrumental in setting up ICICI Securities. As Managing Director & CEO of ICICI Prudential Life Insurance Company Ltd., she led the company to become the No. 1 private sector life insurance company in India.

She was a member of RBI's Technical Advisory Committee, RBI's panel on Financial Inclusion, the Committee on Comprehensive Financial Services for Small Businesses and Low-Income Household etc. She has chaired CII's National Committee on Banking 2015-2017.

Ms. Sharma holds an MBA from the Indian Institute of Management, Ahmedabad, B.A. (Hons.) in Economics and PGD in Software Technology from National Centre for Software Technology (NCST), Mumbai.

Further details and current directorships of the above Directors are provided in the Annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of Listing Regulations the appointment of Mr. Bharat Puri and Mrs. Shikha Sharma as Independent Directors is now being placed before the Members for their approval.

The Board recommends the Resolutions at Item Nos. 7 and 8 of this Notice for approval of the Members.

Mr. Bharat Puri and Mrs. Shikha Sharma and their respective relatives are concerned or interested, in the Resolutions relating to their own appointments. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 7 & 8 of this Notice.

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. Bharat Puri and Mrs. Shikha Sharma are not related to any other Director of the Company.

By Order of the Board

Neelabja Chakrabarty

Vice President & Company Secretary

(Membership No: ACS 16075)

Registered Office:

1, Bishop Lefroy Road,

Kolkata – 700 020

CIN - L15491WB1962PLC031425

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

Website address: www.tataglobalbeverages.com

Mumbai

May 07, 2019

Annexure to the Notice

Details of Directors seeking Appointment/Re-appointment at the Fifty Sixth 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	N. Chandrasekaran*	Ajoy Kumar Misra	Mr. Bharat Puri	Mrs. Shikha Sharma
Director Identification Number (DIN)	00121863	00050557	02173566	00043265
Age	56 years	62 years	58 years	60 years
Date of first appointment	03/07/2017	01/12/2011	07/05/2019	07/05/2019
Date of Birth	02/06/1963	25/04/1957	14/06/1961	19/11/1958
Qualifications	BSc. Applied Science, MCA	B.E. Hons, MBA	MBA from the Indian Institute of Management, Ahmedabad	Post Graduate Diploma in Management from IIM, Ahmedabad, PGD in Software Technology National Center for Software Technology, B.A. (Hons.) in Economics
Expertise in specific functional areas	Wide experience in information technology and overall business management	Overall business management including functional expertise in Sales, Marketing and Corporate Management	Expertise in Sales and Marketing	Banking, insurance and Financial Services.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> 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"> NourishCo Beverages Limited TRIL Constructions Limited 	<ul style="list-style-type: none"> Pidilite Industries Limited 	<ul style="list-style-type: none"> Ambuja Cements Limited Dr. Reddy's Laboratories Limited
Memberships / Chairmanships of committees of other companies (includes only Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee)	<p>Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> Tata Sons Private Limited - Member Tata Consultancy Services Limited - Member Tata Steel Limited - Member Tata Motors Limited - Member The Indian Hotels Company Limited - Member The Tata Power Company Limited - Member <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> Tata Sons Private Limited - Chairman Tata Consultancy Services Limited - Chairman 	<p>Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> NourishCo Beverages Limited - Member TRIL Constructions Limited - Member Tata Starbucks Private Limited - Member <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> Tata Starbucks Private Limited - Member 	-	<p>Audit Committee</p> <ul style="list-style-type: none"> Ambuja Cements Limited - Member Dr. Reddy's Laboratories Limited - Member <p>Risk Management Committee</p> <ul style="list-style-type: none"> Dr. Reddy's Laboratories Limited - Member
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil
Number of shares held in the Company	Nil	Nil	Nil	50,000

Note: *Mr. N. Chandrasekaran retires by rotation and being eligible offers himself for re-appointment.

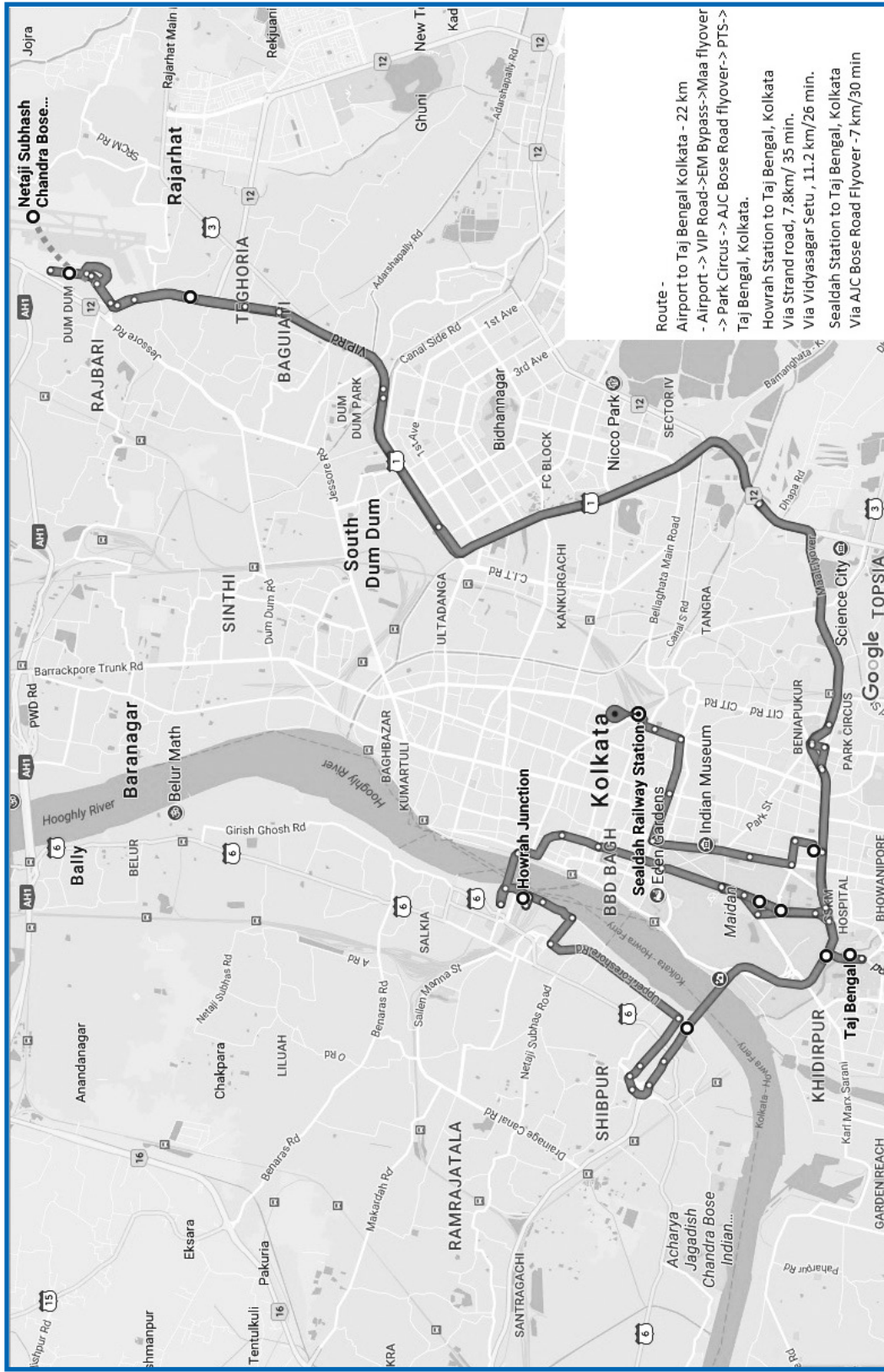
For other details such as number of meetings of the Board attended during FY 2018-19 and remuneration drawn in respect of Mr. N. Chandrasekaran and Mr. Ajoy Misra, please refer to the Corporate Governance Report which is a part of this Annual Report.

As Mr. Bharat Puri and Mrs. Shikha Sharma are appointed as Directors w.e.f May 7 2019 hence details such as number of meetings of the Board attended during FY 2018-19 and remuneration drawn is not applicable for them.

The disclosure pertaining to the number of shares held by Non-executive Directors is inclusive of their shareholding in the Company and also inclusive of shareholding held on beneficial basis for any other persons in the Company.

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 56th Annual General Meeting on Tuesday, 11th June, 2019 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



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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 Tata Global Beverages Limited holding shares, hereby appoint

- 1. Name E-mail id:
Address:
Signature:
Or failing him/her
- 2. Name E-mail id:
Address:
Signature:
Or failing him/her
- 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 Sixth Annual General Meeting of the Company to be held on Tuesday, 11th June, 2019 at 10.30 a.m. at The Taj Bengal, 34-B Belvedere Road, Alipore, Kolkata – 700027 and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2019, 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 31st March, 2019, together with the report of the Auditors thereon.
- 3. To declare a dividend.
- 4. Re-appointment of Mr. N. Chandrasekaran as Director.
- 5. Remuneration of Cost Auditors.
- 6. Re-appointment of Mr. Ajoy Kumar Misra (DIN 00050557) as Managing Director and Chief Executive Officer (MD&CEO) and payment of remuneration
- 7. Appointment of Mr. Bharat Puri (DIN 02173566) as an Independent Director
- 8. Appointment of Mrs. Shikha Sharma (DIN 00043265) as an Independent Director



Signed this _____ day of _____ 2019

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.