

6<sup>th</sup> July, 2018



**National Stock Exchange of India Limited**

Exchange Plaza, 5th floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (E)  
Mumbai 400 051  
Scrip Code – TATAGLOBAL

**BSE Limited**

Corporate Relationship Dept.  
1<sup>st</sup> Floor, New Trading Wing  
Rotunda Building, PJ Towers  
Dalal Street  
Mumbai 400 001  
Scrip Code - 500800

**Calcutta Stock Exchange Asscn. Ltd.**

7 Lyons Range  
Kolkata 700 001  
Scrip Code – 10000027  
(Demat)  
27 (Physical)

Dear Sirs,

**Sub: Proceedings / Outcome of the 55<sup>th</sup> Annual General Meeting (AGM) along with voting results and Scrutinizer's Report**

We are pleased to submit herewith the following with respect to 55<sup>th</sup> Annual General Meeting (AGM) of the Company held on 5<sup>th</sup> July, 2018. The AGM commenced at 10.30 a.m. and concluded at 3.00 p.m. at The Taj Bengal, 34-B, Belvedere Road, Alipore, Kolkata 700 027.

- 1) Summary of Proceedings of the AGM as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Annexure A).
- 2) Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Annexure B).
- 3) Scrutinizer's Report dated 6<sup>th</sup> July 2018 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 (Annexure C).

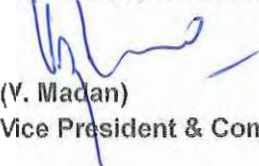
The above are also being uploaded on the Company's website [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com) and in the Notice Board at the Registered Office of the Company.

This is for your information and records.

Thanking you,

Yours faithfully,

For Tata Global Beverages Limited

  
(V. Madan)  
Vice President & Company Secretary



Encl.: as above

CC : National Securities Depository Ltd.  
Trade World, 4<sup>th</sup> Floor,  
Kamala Mills Compound  
Senapati Bapat Marg, Mumbai  
Fax : 022- 2497 2993

CC : Central Depository Services (India) Ltd.  
Phiroze Jeejeebhoy Towers, 28<sup>th</sup> Floor  
Dalal Street,  
Mumbai  
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**TATA GLOBAL BEVERAGES LIMITED**

Registered Office 1 Bishop Lefroy Road Kolkata 700 020

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CIN L15491WB1962PLC031425 Email [investor.relations@tgbl.com](mailto:investor.relations@tgbl.com)

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



**Summary of the Proceedings of the 55<sup>th</sup> Annual General Meeting (AGM) of Tata Global Beverages Limited held on 5<sup>th</sup> July 2018 pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Meeting Day, Date and Time:** Thursday, 5<sup>th</sup> July, 2018 at 10.30 a.m.

**Venue:** Taj Bengal, 34-B Belvedere Road, Alipore, Kolkata – 700027

**Chairman:** Mr. N. Chandrasekaran, Chairman of the Board, took the Chair in terms of Article 94 of the Articles of Association of the Company.

**Members attending the Meeting:** 437 Shareholders were present in person and 10 by proxy.

**Quorum:** The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

The representatives of the Statutory Auditors and the Secretarial Auditor were also present.

After declaring the quorum to be present, the Chairman called the Meeting to order. The Proxy Register and other Registers and documents as required under various laws were available for inspection of the Shareholders.

With the consent of the Shareholders, the Notice convening the Meeting was taken as read. The Auditors' Report on the Financial Statements (Standalone as well as Consolidated) for the year ended 31<sup>st</sup> March 2018 and Secretarial Audit Report did not have any qualifications, reservations, observations, adverse remark or disclaimer.

The Chairman made his opening remarks. This was followed by a presentation made by Mr. Ajoy Misra, Managing Director & CEO, to the Shareholders on the operations of the Company.

The Chairman informed the Shareholders that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the Remote e-voting facility to the Shareholders in respect of businesses to be transacted at the AGM. The Remote e-voting commenced at 9.00 A.M. on 2<sup>nd</sup> July, 2018 and ended at 5:00 P.M. on 4<sup>th</sup> July, 2018. Further, the Company had also provided the facility for e-voting through Insta-Poll at the AGM on all the resolutions to facilitate the Shareholders who could not cast their votes through Remote e-Voting. It was clarified that only those Shareholders holding shares of the Company as on the Cut-off date i.e. 28<sup>th</sup> June, 2018 were eligible to participate in the Insta-Poll process and can cast their votes in respect of the shares held on that date

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The Shareholders were also informed that the Board of Directors had appointed Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary, as Scrutinizer for scrutinizing the remote e-voting process and voting through Insta-Poll at the AGM of the Company, in a fair and transparent manner.

The Chairman stated that the consolidated results of the remote e-voting and Insta-Poll would be announced on or before 6<sup>th</sup> July, 2018 and the results along-with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the website of the Company and also on the website of National Securities Depository Limited (NSDL), and would also be displayed at the Registered Office of the Company.

The Chairman then invited the Shareholders to ask questions, make comments and give their views, if any. The Shareholders were given an opportunity to speak in the order in which they had given their names. After giving sufficient time to all Shareholders who wished to speak, the Chairman replied to the queries raised by the Shareholders.

The Chairman then authorized the Company Secretary to carry out the Insta-Poll process.

After all the Shareholders had cast their votes, the Scrutinizer first counted the number of votes cast at the Meeting through Insta-Poll for and against the Resolutions. He then unblocked the votes cast through remote e-voting. He then collected the electronic results of the votes cast at the Meeting and votes downloaded from the remote e-voting system by himself and submitted his consolidated report to the Chairman.

The following items of business were transacted at the Annual General Meeting:

#### **Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018, together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018, together with the report of the Auditors thereon. (Ordinary Resolution)
3. To declare a dividend. (Ordinary Resolution)
4. Re-appointment of Mr. Harish Bhat (DIN 00478198) as Director, liable to retire by rotation. (Ordinary Resolution).

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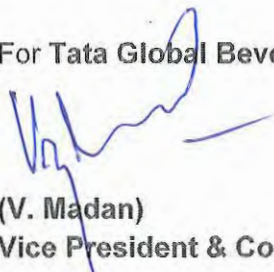
**Special Business**

5. Remuneration of the Cost Auditors (Ordinary Resolution)
6. Appointment of Mr. S. Santhanakrishnan (DIN: 00032049) as Independent Director of the Company for a term of 5 years, from 11<sup>th</sup> May 2018 up to 10<sup>th</sup> May 2023 (Ordinary Resolution)
7. Re-appointment of Mr. L. Krishnakumar (DIN: 00423616) as Executive Director and payment of Remuneration. (Ordinary Resolution)
8. Payment of Commission to Non Whole -time Directors. (Ordinary Resolution)
9. Issue of Non-Convertible Debentures on private placement basis. (Special Resolution)

The Meeting concluded at 3.00 p.m.

As per the consolidated Scrutinizer's Report dated 6<sup>th</sup> July, 2018 all the above resolutions were passed by the Shareholders of the Company with the requisite majority.

For Tata Global Beverages Limited



(V. Madan)  
Vice President & Company Secretary



Kolkata  
6<sup>th</sup> July 2018

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# TATA GLOBAL BEVERAGES LIMITED

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1	Date of the AGM / EGM	Annual General Meeting – 5 <sup>th</sup> July, 2018, Thursday
2	Total number of shareholders as on record date	As of cut-off date i.e. 28 <sup>th</sup> June, 2018 2,05,979
3	Number of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public :	  1 446
4	Number of Shareholders attend the meeting through video conferencing:  Promoters and Promoter Group: Public :	  Not applicable



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## B) RESULTS OF THE MEETING

Sr. No.	Agenda	Resolution Required (Ordinary / Special)	Mode of Voting	Remarks
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2018, together with the reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2018, together with the report of the Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3	To declare a Final Dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2018.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4	To appoint a Director in place of Mr. Harish Bhat (DIN 00478198), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
5	Remuneration of the Cost Auditors.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
6	Appointment of Mr. S. Santhanakrishnan (DIN: 00032049) as Independent Director of the Company.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
7	Re-appointment of Mr. L. Krishnakumar (DIN: 00423616) as Executive Director and payment of Remuneration.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
8	Payment of Commission to Non-Whole-time Directors.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
9	Issue of Non-Convertible Debentures on private placement basis.	Special	Remote e-voting and e-voting at AGM	Passed with requisite majority

## C) RESOLUTION-WISE DETAILS OF VOTING RESULTS ATTACHED

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**Resolution (1)**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		217445190	100.0000	217445190	0	100.0000	0.0000
	Poll	217445190	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	217445190	217445190	100.0000	217445190	0	100.0000	0.0000
Public- Institutions	E-Voting		188531702	83.4905	188531702	0	100.0000	0.0000
	Poll	225812224	585000	0.2591	585000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	225812224	189116702	83.7495	189116702	0	100.0000	0.0000
Public- Non Institutions	E-Voting		8475859	4.5115	8473103	2756	99.9675	0.0325
	Poll	187872315	17982251	9.5715	17982251	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187872315	26458110	14.0830	26455354	2756	99.9896	0.0104
Total		631129729	433020002	68.6103	433017246	2756	99.9994	0.0006

For **TATA GLOBAL BEVERAGES LIMITED**

*V. MADAN*  
Vice President & Secretary



**Resolution (2)**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018, together with the report of the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		217445190	100.0000	217445190	0	100.0000	0.0000
	Poll	217445190	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	217445190	217445190	100.0000	217445190	0	100.0000	0.0000
Public- Institutions	E-Voting		188531702	83.4905	188531702	0	100.0000	0.0000
	Poll	225812224	585000	0.2591	585000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	225812224	189116702	83.7495	189116702	0	100.0000	0.0000
Public- Non Institutions	E-Voting		8476478	4.5118	8473738	2740	99.9677	0.0323
	Poll	187872315	17982251	9.5715	17982191	60	99.9997	0.0003
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187872315	26458729	14.0834	26455929	2800	99.9894	0.0106
Total		631129729	433020621	68.6104	433017821	2800	99.9994	0.0006

For TATA GLOBAL BEVERAGES LIMITED

V. MADAN  
Vice President & Secretary



### Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare a dividend.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		217445190	100.0000	217445190	0	100.0000	0.0000
	Poll	217445190	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	217445190	217445190	100.0000	217445190	0	100.0000	0.0000
Public- Institutions	E-Voting		197328570	87.3861	197328570	0	100.0000	0.0000
	Poll	225812224	585000	0.2591	585000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	225812224	197913570	87.6452	197913570	0	100.0000	0.0000
Public- Non Institutions	E-Voting		8516084	4.5329	8514283	1801	99.9789	0.0211
	Poll	187872315	17982251	9.5715	17982251	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187872315	26498335	14.1044	26496534	1801	99.9932	0.0068
Total		631129729	441857095	70.0105	441855294	1801	99.9996	0.0004

For TATA GLOBAL BEVERAGES LIMITED

V. MADAN  
Vice President & Secretary



**Resolution (4)**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Harish Bhat as Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		217445190	100.0000	217445190	0	100.0000	0.0000
	Poll	217445190	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	217445190	217445190	100.0000	217445190	0	100.0000	0.0000
Public- Institutions	E-Voting		195034209	86.3701	187598311	7435898	96.1874	3.8126
	Poll	225812224	585000	0.2591	585000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	225812224	195619209	86.6291	188183311	7435898	96.1988	3.8012
Public- Non Institutions	E-Voting		8515618	4.5327	8509970	5648	99.9337	0.0663
	Poll	187872315	17982251	9.5715	17982250	1	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187872315	26497869	14.1042	26492220	5649	99.9787	0.0213
Total		631129729	439562268	69.6469	432120721	7441547	98.3071	1.6929

For TATA GLOBAL BEVERAGES LIMITED  
  
V. MADAN  
Vice President & Secretary



**Resolution (5)**

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary No Remuneration of Cost Auditors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		217445190	100.0000	217445190	0	100.0000	0.0000
	Poll	217445190	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	217445190	217445190	100.0000	217445190	0	100.0000	0.0000
Public- Institutions	E-Voting		197328570	87.3861	196578849	749721	99.6201	0.3799
	Poll	225812224	585000	0.2591	585000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	225812224	197913570	87.6452	197153849	749721	99.6212	0.3788
Public- Non Institutions	E-Voting		8514676	4.5322	8509345	5331	99.9374	0.0626
	Poll	187872315	17982251	9.5715	17981890	361	99.9980	0.0020
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187872315	26496927	14.1037	26491235	5692	99.9785	0.0215
Total		631129729	441855687	70.0103	441100274	755413	99.8290	0.1710

For TATA GLOBAL BEVERAGES LIMITED

V. MADAN  
Vice President & Secretary



**Resolution (6)**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment Mr. S. Santhanakrishnan as an Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		217445190	100.0000	217445190	0	100.0000	0.0000
	Poll	217445190	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	217445190	217445190	100.0000	217445190	0	100.0000	0.0000
Public- Institutions	E-Voting		195034209	86.3701	191054430	3979779	97.9594	2.0406
	Poll	225812224	585000	0.2591	585000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	225812224	195619209	86.6291	191639430	3979779	97.9655	2.0345
Public- Non Institutions	E-Voting		8514384	4.5320	8507757	6627	99.9222	0.0778
	Poll	187872315	17982251	9.5715	17982191	60	99.9997	0.0003
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187872315	26496635	14.1035	26489948	6687	99.9748	0.0252
Total		631129729	439561034	69.6467	435574568	3986466	99.0931	0.9069

For TATA GLOBAL BEVERAGES LIMITED

V. MADAN  
Vice President & Secretary



**Resolution (7)**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment Mr. L KrishnaKumar as Executive Director and payment of remuneration.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		217445190	100.0000	217445190	0	100.0000	0.0000
	Poll	217445190	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	217445190	217445190	100.0000	217445190	0	100.0000	0.0000
Public- Institutions	E-Voting		194977117	86.3448	137790930	57186187	70.6703	29.3297
	Poll	225812224	585000	0.2591	585000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	225812224	195562117	86.6039	138375930	57186187	70.7580	29.2420
Public- Non Institutions	E-Voting		8515096	4.5324	8507440	7656	99.9101	0.0899
	Poll	187872315	17982251	9.5715	17981951	300	99.9983	0.0017
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187872315	26497347	14.1039	26489391	7956	99.9700	0.0300
Total		631129729	439504654	69.6378	382310511	57194143	86.9867	13.0133

For TATA GLOBAL BEVERAGES LIMITED

*V. MADAN*  
Vice President & Secretary



**Resolution (8)**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of commission to Non-Whole-Time Directors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		217445190	100.0000	217445190	0	100.0000	0.0000
	Poll	217445190	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	217445190	217445190	100.0000	217445190	0	100.0000	0.0000
Public- Institutions	E-Voting		189455547	83.8996	189099074	356473	99.8118	0.1882
	Poll	225812224	585000	0.2591	585000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	225812224	190040547	84.1587	189684074	356473	99.8124	0.1876
Public- Non Institutions	E-Voting		8514753	4.5322	8501866	12887	99.8487	0.1513
	Poll	187872315	17982251	9.5715	17981890	361	99.9980	0.0020
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187872315	26497004	14.1037	26483756	13248	99.9500	0.0500
<b>Total</b>		631129729	433982741	68.7628	433613020	369721	99.9148	0.0852

For TATA GLOBAL BEVERAGES LIMITED

V. MADAN  
Vice President & Secretary



**Resolution (9)**

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Non-Convertible Debentures on Private Placement basis.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		217445190	100.0000	217445190	0	100.0000	0.0000
	Poll	217445190	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	217445190	217445190	100.0000	217445190	0	100.0000	0.0000
Public- Institutions	E-Voting		191749908	84.9156	191749908	0	100.0000	0.0000
	Poll	225812224	585000	0.2591	585000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	225812224	192334908	85.1747	192334908	0	100.0000	0.0000
Public- Non Institutions	E-Voting		8519672	4.5348	8512370	7302	99.9143	0.0857
	Poll	187872315	17982251	9.5715	17981950	301	99.9983	0.0017
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187872315	26501923	14.1063	26494320	7603	99.9713	0.0287
Total		631129729	436282021	69.1272	436274418	7603	99.9983	0.0017

For TATA GLOBAL BEVERAGES LIMITED

*(Signature)*  
V. MADAN  
Vice President & Secretary



**DR. ASIM KUMAR CHATTOPADHYAY**

**M. COM., Ph.D. (Appl.Eco.), LL.B., F.C.M.A., F.C.S., D.Litt.**

*ANALYST . C*  
**"MATRI ASHIS"**

10, Kumar Para Lane,  
Ganges Side, ALAMBAZAR  
Kolkata-700035.  
(Near Alambazar Govt. Quarters)  
Mobile : 9830040243  
9830544740  
e-mail : asimsecy@gmail.com

To  
**The Chairman**  
Tata Global Beverages Limited  
1, Bishop Lefroy Road  
Kolkata – 700 020

Dear Sir,

**Sub: Consolidated Scrutinizer Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and voting through electronic voting system at the 55<sup>th</sup> Annual General Meeting of Tata Global Beverages Limited, held on 5<sup>th</sup> July, 2018 at 10.30 A.M. at Taj Bengal, 34-B Belvedere Road, Alipore, Kolkata – 700 027**

I, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary had been appointed as the Scrutinizer by the Board of Directors of the Tata Global Beverages Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct remote e-voting process as well as voting process at the AGM Venue in respect of below mentioned resolutions proposed, at the 55<sup>th</sup> Annual General Meeting (AGM) of Equity Shareholders of Tata Global Beverages Limited held on 5<sup>th</sup> July, 2018 at 10.30 A.M.

The notice dated 11<sup>th</sup> May, 2018 along with the statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.

The Company had availed e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut off" date i.e. 28<sup>th</sup> June, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on 2<sup>nd</sup> July, 2018 at 9.00 A.M. (IST) and ended 4<sup>th</sup> July, 2018 at 5.00P.M. (IST) and the NSDL e-voting platform was blocked in thereafter.

After the closure of the voting at the AGM the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The vote cast under remote e-voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company after the conclusion of the voting at the AGM the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and voting by electronic voting system at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating the remote e-voting and the casting through electronic voting system at the meeting on resolutions contained in the notice of the AGM.



My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the meeting is restricted to marking a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting and voting through electronic voting system at the AGM Venue in respect of the said resolutions.

The result of the Voting is as under:

**Ordinary Business:**

**Resolution No 1. (Ordinary Resolution) Adoption of Audited Standalone Financial Statements**

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

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes Cast by Them	% of total number of valid votes cast
703	433017246	99.9994%

(ii) Voted against the Resolution:

Number of members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
8	2756	0.0006%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution No 2. (Ordinary Resolution) Adoption of Audited Consolidated Financial Statements**

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

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes Cast by Them	% of total number of valid votes cast
704	433017821	99.9994%

(ii) Voted against the Resolution:

Number of members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
7	2800	0.0006%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution NO 3. (Ordinary Resolution) Declaration of Dividend**

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

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes Cast by Them	% of total number of valid votes cast
715	441855294	99.9996%



(ii) Voted against the Resolution:

Number of members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
9	1801	0.0004%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution No 4. (Ordinary Resolution) Appointment of Mr. Harish Bhat as Director, liable to retire by rotation**

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

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes Cast by Them	% of total number of valid votes cast
672	432120721	98.3071%

(ii) Voted against the Resolution:

Number of members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
49	7441547	1.6929%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Special Business:**

**Resolution No 5. (Ordinary Resolution) Remuneration of Cost Auditors**

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes Cast by Them	% of total number of valid votes cast
690	441100274	99.8290%

(ii) Voted against the Resolution:

Number of members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
31	755413	0.1710%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution No 6. (Ordinary Resolution) Appointment of Mr. S. Santhanakrishnan as Independent Director of the Company**

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes Cast by Them	% of total number of valid votes cast
679	435574568	99.0931%



(ii) Voted against the Resolution:

Number of members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
37	3986466	0.9069%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution No 7. (Ordinary Resolution) Re-appointment of Mr. L. KrishnaKumar as Executive Director and payment of remuneration**

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes Cast by Them	% of total number of valid votes cast
572	382310511	86.9867%

(ii) Voted against the Resolution:

Number of members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
144	57194143	13.0133%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution No 8. (Ordinary Resolution) Payment of commission to Non-Whole-time Directors**

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes Cast by Them	% of total number of valid votes cast
648	433613020	99.9148%

(ii) Voted against the Resolution:

Number of members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
60	369721	0.0852%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution No 9. (Special Resolution) Issue of Non-Convertible Debentures on private placement basis**

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes Cast by Them	% of total number of valid votes cast
688	436274418	99.9983%

(ii) Voted against the Resolution:

Number of members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
30	7603	0.0017%

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

*Asim Kumar Chattopadhyay*

Dr. Asim Kumar Chattopadhyay  
Practising Company Secretary  
FCS No. 2303  
CP No. 880

*A. K. Chattopadhyay*  
A. K. Chattopadhyay  
Company Secretary  
C. P. No. 880 (Whole Time)  
FCS - 2303

Dated: 6<sup>th</sup> July 2018

1. Witness:

*Ayan Chattopadhyay*

AYAN CHATTOPADHYAY

PAN - AHGPC4864R

2. Witness:

*Jayanta Das*

JAYANTA DAS  
PAN - BIXPD9272C.