



## NOTICE

Notice is hereby given that the Fifty First Annual General Meeting of the Members of Tata Global Beverages Limited will be held at The Oberoi Grand, 15 Jawaharlal Nehru Road, Kolkata – 700 013 on Tuesday, 26th August 2014 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 31st March 2014, including audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Cyrus P Mistry, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Auditors and fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, Messrs. Lovelock & Lewes

(Firm Registration No. 301056E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifty-fourth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### Special Business:

5. Appointment of Mr. Analjit Singh as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Analjit Singh (DIN: 00029641), 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 26th August 2014 upto 25th August 2019.”

6. Appointment of Mr. V. Leeladhar as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. V. Leeladhar (DIN: 02630276), 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 26th August 2014 upto 25th August 2019.”

7. Appointment of Mrs. Mallika Srinivasan as an Independent Director of the Company

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

## NOTICE (CONTINUED)

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mrs. Mallika Srinivasan (DIN: 00037022), a non-executive director of the Company, who has submitted a declaration that she 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 26th August 2014 upto 25th August 2019.”

8. Appointment of Mrs. Ranjana Kumar as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mrs. Ranjana Kumar (DIN: 02930881), a non-executive director of the Company, who has submitted a declaration that she 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 26th August 2014 upto 25th August 2019.”

9. Appointment of Mr. Darius Pandole as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Darius Pandole (DIN: 00727320), 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 26th August 2014 upto 25th August 2019.”

10. Appointment of Mrs. Ireena Vittal as a Director and as Independent Director of the Company

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

“RESOLVED that Mrs. Ireena Vittal, (DIN: 05195656) who was appointed by the Board of Directors as an additional director of the Company with effect from 22nd October 2013, 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 of the Act proposing her 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, Mrs. Vittal, a non-executive director of the Company, who has submitted a declaration that she 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 26th August 2014 upto 25th August 2019.”

11. Appointment of Mr. Harish Bhat as Non- Executive Director of the Company

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

“RESOLVED THAT Mr. Harish Bhat, (DIN: 00478198) who was appointed by the Board of Directors as an additional director of the Company with effect from 1st April 2014, 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”) and in respect of whom the Company has received a notice in writing from a member under Section 160 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 whose office shall be liable to retirement by rotation.”

12. Appointment of Mr. Ajoy Misra as Managing Director

To consider and if thought fit to pass, with or without modification, the

following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under, read with Schedule V to the Act, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Ajoy Misra (DIN: 00050557) as Managing Director for a period of five years with effect from 1st April, 2014 upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Misra.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

13. To approve borrowing limits of the Company

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Resolution No. 10 adopted by

the Company at the Annual General Meeting held on 30th August 2011 with respect to the borrowing powers of the Board of Directors, and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Rules made thereunder, or any statutory modification thereof, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which expression shall also include a Committee thereof) of the Company to borrow any sum(s) of money or moneys from time to time notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves provided that the aggregate of the monies borrowed by the Board and outstanding at any time does not exceed Rs. 1,200 crores or the aggregate of paid-up share capital of the Company and its free reserves, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

14. Creation of mortgage/Charge

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Resolution No. 11 adopted by the Company at the Annual General

Meeting held on 30th August 2011 with respect to creation of mortgage/charge in favour of Banks/Financial Institutions and others by the Board of Directors for the borrowings of the Company, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), and the rules made thereunder or any statutory modification thereof, consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company of such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecation created by the Company as the Board may direct, on such assets of the Company, both present and future, in such manner as the Board may direct, together with power to take over the management/undertaking of the Company in certain events to or in favour of all or any of the financial institutions, investment institutions and their subsidiaries, Export Import Bank of India, Army Group Insurance Fund, Naval Group Insurance Fund, public sector banks, private sector banks, mutual funds, any other companies or bodies corporate and any other lenders (hereinafter collectively referred to as ‘the lending agencies’) and/or Trustees for the holders of debentures/bonds/other instruments which may be issued on a pari passu basis or otherwise not exceeding Rs.1,200 crores or the aggregate of paid-up share capital of the Company and its free reserves, whichever is higher, which have been/are proposed to be obtained from or privately placed with the lending agencies together with interest thereon at the agreed rates, further interest, liquidated damages, premium on repayment or on redemption,

## NOTICE (CONTINUED)

costs, charges, expenses and all other monies payable by the Company to the Trustees under the trust deeds and/or to the lending agencies under the respective agreements/loan agreements/debenture trust deeds entered into/to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with the lending agencies/trustees or any of them, the documents for creating the mortgages/charges/hypothecations and to accept or make any alterations/changes/variations to or in the terms and conditions and to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary for the purpose of giving effect to this resolution."

15. Payment of commission to Non-Wholetime Directors

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

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company computed in the manner prescribed in Section 198 of the Act, , be paid to and distributed amongst the directors of the Company or some or any of them (other than Managing Director and the Wholetime Directors) in such amounts or proportions and in such manner and in all respects as may

be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year , for a period of five years, commencing from 1st April 2014."

By Order of the Board



V. Madan

Vice President & Company Secretary

**Registered Office:**

1, Bishop Lefroy Road,  
Kolkata – 700 020  
16th July 2014

CIN - L15491WB1962PLC031425  
E-mail id: investor.relations@  
tataglobalbeverages.com  
Website address: www.  
tataglobalbeverages.com

**Notes:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4 to 15 is annexed hereto. Information under Clause 49 of the listing agreement relating to Directors proposed to be appointed/reappointed is provided in Annexure to this Notice.
2. The Register of Members and Transfer Books of the Company will be closed from Thursday, 7th August 2014 to Thursday, 14th August 2014, both days inclusive.
3. The dividend that may be declared by the Company will be paid on or after 28th August 2014, to those members of the Company holding shares in physical form whose names appear on the Register of Members as on

7th August 2014. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as on beginning of 7th August 2014 as per details that may be provided by the Depositories for this purpose.

4. **A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead and a proxy need not be a Member of the Company. Proxies, in order to be effective must be received at the Company's registered office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be accompanied by appropriate resolution/authority as applicable, issued on behalf of the nominating organisation.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

5. Shareholders are requested to immediately notify their bank particulars giving the name of the bank and the branch, 9 digits MICR number, 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 Private

Limited, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form. 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. It is in interest of the shareholders to register their bank details against their account and avail of NECS (National Electronic Clearing Service) facility being extended by the Company for receiving dividend payment. The 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.

6. Pursuant to Section 205C of the Companies Act, 1956 all unclaimed/unpaid dividend, debenture interest and interest on deposits as well as principal amount of deposits upto 31.3.2014 remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, have been transferred to the Investors Education & Protection Fund (IEPF) established by the Central Government. Shareholders/debenture holders/depositors may kindly note that the Company is statutorily required to transfer to IEPF all unclaimed/unpaid dividend, debenture interest and principal and interest on deposits remaining unpaid/unclaimed for a period of seven years from the date they became due for payment and once such amounts are transferred to IEPF, no claim of the shareholder/debenture holder/depositor shall lie against the Company or the IEPF in respect of amounts transferred prior to 31st March 2014. For the information
7. Shareholders holding shares in electronic form are hereby notified that bank particulars registered against their respective depository accounts will be used by the Company for printing on the face of the dividend warrants. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. 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. The bank mandate, if any, for shares held in physical form cannot be applied for shares held in electronic form.
8. Shareholders holding shares in physical form are hereby notified that the dividend paid on 13th August, 2007 in respect of the financial year 2006-07 will be due for transfer to IEPF during the financial year 2014-15. No amount relating to interest on fixed deposits and principal amounts on maturity of fixed deposits are due for transfer to IEPF during 2014-15, as all outstanding amounts have already been transferred to IEPF. Shareholders/debenture holders/depositors who have not yet encashed their dividend warrants/interest warrants or have not claimed the principal amount of deposit by submitting the discharged fixed deposit receipts are requested to do so immediately. Further details relating to such transfers to IEPF have been given in paragraph 11 of the Corporate Governance Report.
9. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the AGM along with the Annual Report for 2013-14 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.
10. Members are requested to register their e-mail addresses and changes therein: those holding shares in physical form are requested to register/update their e-mail addresses with the Company's Registrars and Transfer Agents, M/s TSR Darashaw Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011. Shareholders holding shares in dematerialised form are requested to register their e-mail addresses and changes therein with the concerned Depository through their Depository Participant. In absence of e-mail address, the documents will be sent in physical mode.
11. Voting through electronic means
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014,

## NOTICE (CONTINUED)

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 at the 51st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for Members whose email Ids are registered with the Company/Depository Participants]:
- (i) Open email and open PDF file viz; "TGBL e-Voting.pdf" with 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.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) If you are logging in for the first time, 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 100564. 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 and click on "Submit".
  - (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 **tgblagmevoting2014@tsrdarashaw.com** with a copy marked to **evoting@nsdl.co.in**.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants or requesting physical copy]:
- (i) Initial password is provided in the enclosed ballot form along with EVEN (E Voting Event Number), USER ID and PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) in A. above, to cast vote.
- 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.nsd.com**.
- III. The e-voting period commences on 18th August, 2014 (9.00 am) and ends on 20th August, 2014 (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 of 11th July, 2014, 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.
- IV. 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 July, 2014.
- V. Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (Membership No. FCS 2303 & CP No. 880) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. Members who do not have access to e-voting facility may send duly completed ballot forms (enclosed with the annual report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (Membership No. FCS 2303), in the enclosed self addressed and pre-paid envelope not later than 19th August, 2014 (6 pm IST). Members have the option to request for physical copy of the ballot form by sending an email to **investor.relations@tataglobalbeverages.com** by mentioning their Folio No. / DP ID and Client ID number. However, the duly completed ballot form should reach the office of the Scrutinizer not later than 19th August, 2014. Ballot form received after this date will be treated as invalid. A member can opt for only one mode of voting, i.e., either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- VIII. The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website **www.tataglobalbeverages.com** and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to the NSE, BSE and Calcutta stock exchange, where the shares of the Company are listed.

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 ("the Act")

#### Item No. 4

#### Appointment of Auditors and fixing their remuneration

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

## NOTICE (CONTINUED)

Messrs. Lovelock & Lewes (Firm Registration No. 301056E), Chartered Accountants, were appointed as the statutory auditors of the Company for the period from the conclusion of the fiftieth Annual General Meeting (AGM) of the Company until the conclusion of the fifty first AGM of the Company at the AGM held on July 15 2013.

Messrs. Lovelock & Lewes have been the Auditors of the Company since 1976. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, Messrs. Lovelock & Lewes, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 28th May 2014, proposed the appointment of Messrs. Lovelock & Lewes as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the fifty-fourth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

### Item Nos. 5 to 9

#### Appointment of Independent Directors

Mr. Analjit Singh, Mr. V Leeladhar, Mrs. Mallika Srinivasan, Mrs. Ranjana Kumar and Mr. Darius Pandole were appointed as non-executive directors at various times

and were considered as independent directors for the purpose of Clause 49 of the listing agreement.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and they are not liable to retire by rotation.

Mr. Singh, Mr. Leeladhar, Mrs. Srinivasan, Mrs. Kumar and Mr. Pandole have each given a declaration to the Board that they each meet the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of the above independent directors was placed before the Nomination & Remuneration Committee, which commends their appointments as Independent Directors for a period of five years with effect from 26th August 2014.

In the opinion of the Board, the said independent directors fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

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

A brief profile of the independent directors is given below:

#### Mr. Analjit Singh

Mr. Analjit Singh is the Chairman of Max India Limited as well as of its subsidiaries, namely, Max Life Insurance Company Limited and Max Bupa Health Insurance Company Limited. He has been the driving

force behind the Group's sustained growth and success since inception. He was conferred the prestigious Padma Bhushan Award by the Government of India in the year 2011.

Mr. Analjit Singh is a Member of the Prime Minister's Joint Indo-US CEOs Forum. He is the non-executive Chairman of Indus Towers and is a Director on the board of some leading companies such as Vodafone India and Sofina NV/SA, Belgium.

Mr. Analjit Singh is actively involved in governing several educational institutes of prominence as an Executive Board Member of the Indian School of Business (ISB), Hyderabad, and as Chairman of the ISB Mohali Campus Advisory Board. He is also the Chairman, Board of Governors of the Doon School, Dehradun and is also the Chairman of the Board of Governors of the Indian Institute of Technology, Roorkee.

#### Mr. V Leeladhar

Mr. V Leeladhar has long experience in the banking industry having served as the Executive Director of Bank of Maharashtra, Chairman and Managing Director of Vijaya Bank and Chairman and Managing Director of Union Bank of India. He also served as the Deputy Governor of the Reserve Bank of India for over four years. Mr. Leeladhar is an expert in banking and financial matters. He was also a member of the Securities and Exchange Board of India for about three years. His expertise is in the area of banking and finance. He is on the Board of Tata Cleantech Capital Limited and Axis Mutual Fund Trustee Limited.

#### Mrs. Mallika Srinivasan

Mrs. Mallika Srinivasan is the Chairman & Chief Executive Officer of Tractors and Farm Equipment Limited, a flagship company of the Amalgamations Group. A thought leader and strategist, recognised for her commitment to excellence and



contribution to Indian Industry, she has been at the helm of affairs of industry bodies and trade associations such as Tractor Manufacturers Association, Madras Management Association, Madras Chamber of Commerce & Industry and the Southern Regional Council of CII. She is also a Director of five other Indian companies. She is a recipient of several business awards and has been recognised by Business Today for seven consecutive years as one of the 25 most powerful women in Indian business. She was awarded the Padma Shri for her contributions to trade and Industry by the President of India in 2014. She shares an avid interest in academia, particularly management education and is a member of the Executive Board of Indian School of Business, Hyderabad. She is also on the Board of Tata Steel Limited and AGCO Corporation, USA.

#### **Mrs. Ranjana Kumar**

Mrs. Ranjana Kumar retired as Vigilance Commissioner in Central Vigilance Commission, Government of India. She was a Member, Governing Council, National Innovation Foundation, Ahmedabad. She had held very significant positions in her career including that as the Chairperson & Managing Director of Indian Bank, Chairperson of National Bank for Agriculture and Rural Development (NABARD), Executive Director, holding concurrent charge as Chairman and Managing Director of Canara Bank and CEO of the US operations of the Bank of India based in New York. She regularly addresses managements of a cross section of public sector undertakings on various aspects concerning Management, Leadership, Human Resource Management etc. She is on the Board of Coromandel International Limited, GVK Power & Infrastructure Limited, Vyome Biosciences Private Limited, Rainbow Children's Medicare Private Limited, International Asset Reconstruction

Company Private Limited and International Paper APPM Limited. She is on the Board of Governors of Indian Institute of Management, Kashipur, Uttarakhand and is also on the committee of the Tirupati Tirumala Devasthanam.

#### **Mr. Darius Pandole**

Mr. Darius Pandole holds a BA (Economics) degree from Harvard (1988) and an MBA from the University of Chicago (1992). He is a Partner at New Silk Route Advisors Private Limited, a private equity firm focused on investing in India and other Asian economies. Mr. Pandole had earlier worked with Kraft General Foods in the US and returned to India in 1993 and managed the operations of his family owned soft drinks business, Duke and Sons Limited, which was a market leader in Western India. He served as Managing Director of IndAsia Fund Advisors Private Limited, the Indian advisor to the AMP-IndAsia India Fund – a private equity fund established in partnership with AMP of Australia. Mr. Pandole joined IDFC PE Ltd. in February 2003, and was the Executive Director, and later Chief Operating Officer. Mr. Pandole is currently an elected member of the Executive Committee of the Indian Private Equity and Venture Capital Association. He is on the Board of several companies including VRL Logistics Limited and NourishCo Beverages Limited.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above independent directors are now being placed before the members in general meeting for their approval.

Mr. Singh, Mr. Leeladhar, Mrs. Srinivasan, Mrs. Kumar and Mr. Pandole, are concerned or interested in the resolutions mentioned at Item Nos. 5 to 9 of the Notice relating to their respective appointments. No other Director, key managerial personnel or

their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 5 to 9 of the Notice.

#### **Item No. 10**

#### **Appointment of Mrs. Ireena Vittal as a Director and as Independent Director**

Mrs. Ireena Vittal, a former partner with McKinsey & Co., is a recognised thought partner to consumer-facing companies looking to build large-scale, profitable businesses. She has also served governments and public institutions to design and implement solutions core to India's development, such as inclusive urban development and sustainable rural growth. Mrs. Vittal was a founding member of the economic development practice and the global emerging-markets practice at McKinsey.

After 25 years in the corporate world, she is currently working in the urban & agriculture space and is also an Independent Director on the boards of select Indian companies such as Axis Bank Limited, Titan Company Limited, The Indian Hotels Company Limited, Godrej Consumer Products Limited, Wipro Limited and on the global advisory board of ideo.org.

Mrs. Vittal graduated in electronics and has an MBA from the Indian Institute of Management, Calcutta.

The Board of Directors of the Company had appointed Mrs. Vittal as an Additional Independent Director of the Company with effect from 22nd October 2013.

In terms of the provisions of Section 161 (1) of the Act, Mrs. Vittal would 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

## NOTICE (CONTINUED)

160 of the Act proposing the candidature of Mrs. Vittal for the office of Director of the Company.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mrs. Vittal has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mrs. Vittal as Independent Director was placed before the Nomination & Remuneration Committee, which commends her appointment as an Independent Director upto 25th August 2019.

In the opinion of the Board, Mrs. Vittal fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and she 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 Mrs. Vittal 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 Mrs. Vittal shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mrs. Vittal is interested and concerned in the Resolution mentioned at Item No. 10 of the Notice. Other than Mrs. Vittal, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 10 of the Notice.

### Item No. 11

#### Appointment of Mr. Harish Bhat as Director

The Board at its meeting held on 29th January 2014 appointed Mr. Harish Bhat as additional director with effect from 1st April 2014 on his stepping down as Managing Director with effect from the close of business on 31st March 2014, consequent to his induction as a member of the Group Executive Council (GEC) of the Tata group.

Mr. Harish Bhat holds a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management, Ahmedabad where he was ranked first in the graduating batch, winning the IIMA Gold Medal for Scholastic Excellence, and also holds a B.E. (Hons.) degree in Electrical and Electronics from Birla Institute of Technology and Science, Pilani, where he graduated first class with distinction. He joined the Tata Group as a TAS probationer in 1987 and has completed 28 years of service with the Group. Mr. Harish Bhat was the CEO and Managing Director of the Company from 1st July 2012 to 31st March 2014. He stepped down as Managing Director with effect from the close of business on 31st March 2014 and was appointed as Non-Executive Director from 1st April 2014. He was also previously with the Company from 1988 to 2000 holding various positions. He has also served in Titan Industries Limited as Chief Operating Officer of the Watches & Accessories Division where he led the world's fifth largest watches business with great success. Mr. Bhat was awarded the British Chevening Scholarship for Young Managers by Govt. of United Kingdom in 1997. He is a prolific writer, and has also authored a book, "Tata Log", on the modern history of the Tata group. He is on the Board of Directors of various Tata Companies viz; Tata Coffee Limited, NourishCo Beverages

Limited, Infiniti Retail Limited, Tata Starbucks Limited and Trent Limited.

In terms of the provisions of Section 161 (1) of the Act, Mr. Bhat would 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 of the Act proposing the candidature of Mr. Bhat for the office of Director of the Company.

Keeping in view the experience and expertise of Mr. Bhat, 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. 11 for approval by the members.

Mr. Bhat is interested and concerned in the Resolution mentioned at Item No. 11 of the Notice. Other than Mr. Bhat, no other director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 11 of the Notice.

### Item No. 12

#### Appointment of Mr. Ajoy Misra as Managing Director

Mr. Ajoy Misra was appointed as the Managing Director by your Board with effect from 1st April 2014. The Board at its meeting held on 26th March 2014 approved the terms of his appointment and remuneration, 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 Service (TAS). He has done his Advanced Management Program at

Harvard Business School. He has been with the Tata Group for more than 34 years of which 20 years have been in senior management positions.

The main terms and conditions of appointment of Mr. Ajoy Misra (hereinafter referred to as "MD") are given below:

**A. Tenure of Appointment:**

The appointment of the MD is for a period of 5 years with effect from 1st April 2014.

**B. Nature of Duties:**

The MD 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 Board, 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:**

The MD shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

- (i) Remuneration: (a) Basic salary upto a maximum of Rs. 7,00,000 per month, with authority to the Board or a Committee thereof to fix his basic salary within the said maximum amount; (b) Commission and/ or incentive remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

- (ii) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above.

**D. Other terms of Appointment:**

- i. The MD shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the MD 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, subject to such approvals as may be required.
- iii. 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.
- iv. The employment of the MD may be terminated by the Company without notice or payment in lieu of notice:
  - (a) if the MD 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
- (b) in the event of any serious, repeated or continuing breach (after prior warning) or non-observance by the MD of any of the stipulations contained in the Agreement to be executed between the Company and the MD ("Agreement"); or
- (c) in the event the Board expresses its loss of confidence in the MD.
- v. In the event the MD 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.
- vi. Upon the termination by whatever means of the MD's employment:
  - (a) the MD shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office;
  - (b) the MD 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.

## NOTICE (CONTINUED)

- vii. In accordance with the Articles of Association of the Company, the Managing Director will not be liable to retire by rotation.
- viii. The terms and conditions of appointment of the MD also include clauses pertaining to adherence with the Tata Code of Conduct, no conflict of interest with the Company and maintenance of confidentiality.
- ix. If and when the Agreement expires or is terminated for any reason whatsoever, the MD will cease to be the Managing Director, and also cease to be a Director. If at any time, the MD ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director, and the Agreement shall forthwith terminate. If at any time, the MD ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.

The Board recommends the resolution in relation to appointment and remuneration of Mr. Ajoy Misra as Managing Director, for the approval of the Members of the Company.

Mr. Misra is interested and concerned in the Resolution mentioned at Item No. 12 of the Notice. Other than Mr. Misra, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 12 of the Notice.

**Item No. 13****To approve borrowing limits of the Company**

The Company at its Annual General Meeting held on 30th August 2011, authorised the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 to borrow for the purpose of the Company moneys in excess of the paid-up capital of the Company and its free reserves provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed Rs. 1,200 Crores.

Under the provisions of Section 180(1)(c) of the Act, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. upto September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company.

Whilst no increase in the said limits is currently being proposed, members' approval is being sought pursuant to Section 180 of the Act by way of a Special Resolution. The resolution set out in Item No. 13 of the Notice is accordingly recommended for approval by the members as a Special Resolution.

None of the Directors/ key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

**Item No. 14****Creation of mortgage/charge**

The Company at its Annual General Meeting held on 30th August 2011, authorised the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, to create mortgage and/or charge on the immovable and movable properties of the Company upto Rs. 1,200 crores in favour of the lenders to secure their financial assistance as mentioned in the said Resolution.

However, pursuant to the provisions of Section 180(1)(a) of the Act, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. upto September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage on the Company's assets as indicated in Resolution at Item No. 14.

The resolution set out in Item No. 14 of the Notice is accordingly recommended for approval by the members as a Special Resolution.

None of the Directors/ key Managerial Personnel of the Company / their relatives

are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice.

#### Item No. 15

##### Payment of commission to Non-Wholetime Directors

At the Annual General Meeting of the Company held on 1st September, 2009, the Members had approved the payment of commission to Non-Wholetime Directors not exceeding one percent per annum of the net profits of the Company for a period of five years commencing from April 1, 2009.

It is proposed to continue with the payment of Commission to Non-Wholetime Directors of the Company. In terms of Section 197 of the Act, a company can make payment of remuneration to

directors (other than Managing Directors and whole time Directors), a sum not exceeding 1% of the net profits of the company. The amount to be determined by the Board as remuneration payable to the Non- Executive Directors is distributed amongst all or some of the directors in accordance with the decision that the Board may give in this regard.

The said remuneration to Non-Wholetime Directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof. The resolution set out in Item No. 15 of the Notice is accordingly recommended for approval by the members.

Save and except all the non-executive directors of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the

other directors/Key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 15 of the Notice.

By Order of the Board



**V. Madan**

Vice President & Company Secretary

##### Registered Office:

1, Bishop Lefroy Road,  
Kolkata – 700 020  
16th July 2014

CIN - L15491WB1962PLC031425

E-mail id: investor.relations@

tataglobalbeverages.com

Website address: www.

tataglobalbeverages.com

## PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT

Particulars	Mr. Cyrus P Mistry	Mr. Analjit Singh	Mr. V Leeladhar	Mrs. Mallika Srinivasan
Date of Birth	July 4, 1968	January 11, 1954	December 7, 1946	November 19, 1959
Date of Appointment	June 22, 2012	October 22, 2008	April 24, 2009	October 22, 2008
Qualifications	Graduate Degree in Civil Engineering, UK; M.Sc. in Management, London Business School	BA, BS, MBA	B.Sc. (Engg)	Master of Business Management from Wharton School of Business, University of Pennsylvania, USA. Master of Arts in Econometrics from the University of Madras, Chennai
Expertise in specific functional areas	Wide business experience in variety of industries	Rich and wide experience as industry leader in various segments of business	Rich and wide experience in Banking and Finance	Rich and wide experience as industry leader in various segments of business particularly in tractors, farm equipment and plantations.
Directorships held in other public companies (excluding foreign companies and Section 25 companies)	<ul style="list-style-type: none"> <li>• Tata Sons Limited<sup>#</sup></li> <li>• Tata Industries Limited*</li> <li>• The Tata Power Company Limited*</li> <li>• Tata Teleservices Limited*</li> <li>• Tata Consultancy Services Limited*</li> <li>• Tata Steel Limited*</li> <li>• Tata Motors Limited*</li> <li>• Tata Chemicals Limited*</li> <li>• The Indian Hotels Company Limited*</li> </ul>	<ul style="list-style-type: none"> <li>• Max India Limited*</li> <li>• Vodafone India Limited*</li> <li>• Max Life Insurance Company Limited*</li> <li>• Max Neeman Medical International Limited*</li> <li>• Malsi Holdings Limited*</li> <li>• Malsi Estates Limited*</li> <li>• Malsi Hotels Limited</li> <li>• Antara Senior Living Limited*</li> </ul>	<ul style="list-style-type: none"> <li>• India Collections Management Limited</li> <li>• Tata Cleantech Capital Limited</li> <li>• Axis Mutual Fund Trustee Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Tractors and Farm Equipment Limited<sup>#</sup></li> <li>• TAFE Access Limited</li> <li>• TAFE Reach Limited</li> <li>• TAFE Motors and Tractors Limited<sup>#</sup></li> <li>• The United Nilgiri Tea Estates Company Limited*</li> <li>• Tata Steel Limited</li> </ul>
Memberships / Chairmanships of committees of other companies (includes only Audit Committee and Shareholders' / Investors' Grievance Committee)	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>• Tata Sons Limited*</li> </ul>	-	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>• India Collections Management Limited</li> <li>• Tata Cleantech Capital Limited</li> </ul>	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>• TAFE Motors and Tractors Limited</li> </ul>
Number of shares held in the Company	33,000	Nil	Nil	Nil

<sup>#</sup>Executive Chairman

\*Chairman of the Board/ Committee



**TATA GLOBAL BEVERAGES LIMITED**

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



**ATTENDANCE SLIP**

(To be presented at the entrance)

I hereby record my presence at the 51st Annual General Meeting on Tuesday, 26th August, 2014 at 10.30 a.m., at the Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata 700 013

Folio No. \_\_\_\_\_ Client ID & DP ID No. \_\_\_\_\_ No. of Shares \_\_\_\_\_

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. / Client ID No. : \_\_\_\_\_ DP 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 first Annual General Meeting of the Company to be held on Tuesday, 26th August 2014, at 10.30 am at the Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata 700 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Financial Statements for the year ended March 31, 2014 together with the reports of the Directors and Auditors thereon.
2. Declaration of dividend
3. Re-appointment of Mr. Cyrus P Mistry as Director.
4. Appointment of Auditors and fixing their remuneration.
5. Appointment of Mr. Analjit Singh as an Independent Director.
6. Appointment of Mr. V. Leeladhar as an Independent Director.
7. Appointment of Mrs. Mallika Srinivasan as an Independent Director.
8. Appointment of Mrs. Ranjana Kumar as an Independent Director.
9. Appointment of Mr. Darius Pandole as an Independent Director
10. Appointment of Mrs. Ireena Vittal as Director and Independent Director
11. Appointment of Mr. Harish Bhat as Director
12. Appointment of Mr. Ajoy Misra as Managing Director
13. Approve Borrowing limits of the Company.
14. Creation of mortgage/Charge
15. Payment of commission to Non-Wholetime Directors

Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

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 with different jointholders may use copies of this Attendance slip/Proxy.