



May 26, 2022

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| 1. The Dy. General Manager Corporate Relationship Dept. BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | 2. The Secretary National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai – 400 051 |
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Dear Sir(s),

Sub: 79th Annual General Meeting - Annual Report FY 2021-22

Further to our letter dated May 11, 2022, we would like to inform you that the 79th Annual General Meeting ("AGM") of the Company will be held on **Monday, June 20, 2022 at 11.00 A.M. (IST) through ("VC") / Other Audio-Visual Means ("OAVM")**.

The Board of Directors have recommended a Dividend of ₹2.00 per equity share of ₹1 each, for approval by the shareholders at the AGM.

We would like to inform you that the Dividend, as recommended by the Board, if declared at the AGM, will be paid on or after June 23, 2022, as under:

- (i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose, at the end of June 3, 2022.
- (ii) to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company on or before June 3, 2022.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), we are submitting herewith the Annual Report of the Company for the Financial Year 2021-22, which includes the Notice of AGM as well, is being sent in electronic mode to the Shareholders of the Company.

TATA COFFEE LIMITED

57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020
Tel: 91 80 2356 0695 - 97, 2356 1976 - 81 Fax: 91 80 2334 1843
Registered Office: Pollibetta, 571 215, Kodagu, Karnataka, India
Corporate Identity Number (CIN): L01131KA1943PLC000833
Email: investors@tatacoffee.com , Website: www.tatacoffee.com



The Annual Report for FY 2021-22 including the Notice of AGM has also been uploaded on the Company's website at:

<https://tatacoffee.com/sites/default/files/collaterals/Annual%20Report%20FY%202021-22.pdf>

Thanking you,

For Tata Coffee Limited

A handwritten signature in black ink, appearing to read 'Anantha Murthy N'.

Anantha Murthy N
Head – Legal & Company Secretary

Encl.: Notice of 79th Annual General Meeting

C.C.

- 1.National Securities Depository Ltd.
- 2.Central Depository Services (India) Ltd.
- 3.TSR Consultants Pvt. Ltd. – Registrar & Share Transfer Agent

TATA COFFEE LIMITED

57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020
Tel: 91 80 2356 0695 - 97, 2356 1976 - 81 Fax: 91 80 2334 1843
Registered Office: Pollibetta, 571 215, Kodagu, Karnataka, India
Corporate Identity Number (CIN): L01131KA1943PLC000833
Email: investors@tatacoffee.com , Website: www.tatacoffee.com

Notice

NOTICE is hereby given that the **79th Annual General Meeting** of the Members of Tata Coffee Limited will be held on **Monday, June 20, 2022, at 11.00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2022.

4. Appointment of a Director retiring by rotation

To appoint a Director in place of Mr. Sunil A. D'Souza (DIN: 07194259), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹3,00,000/- (Rupees Three Lakh only), plus applicable taxes, reimbursement of travel and out-of-pocket expenses subject to a maximum of 10% of the audit fees, incurred in connection with the cost audit, payable to M/s. S. Mahadevan & Co., Cost Accountants (Firm Registration No.000007), who have been appointed as Cost Auditor by the Board of Directors of the Company, to conduct audit of the cost records of the company for the financial year ending March 31, 2023."

6. Re-appointment of Dr. P G Chengappa (DIN: 06771287) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Dr. P G Chengappa (DIN: 06771287), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years on the Board of the Company with effect from May 18, 2022 to May 17, 2025."

7. Appointment of Mr. S. Venkatraman (DIN: 00246012) as an Independent Director

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

"RESOLVED THAT Mr. S. Venkatraman (DIN: 00246012), who was appointed as an Additional Director of the Company with effect from July 28, 2021 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of Mr. S. Venkatraman (DIN: 00246012), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from July 28, 2021 upto July 27, 2026, be and is hereby approved."

8. Re-appointment of Mr. Chacko Purackal Thomas (DIN: 05215974) as Managing Director and Chief Executive Officer (MD & CEO)

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Chacko Purackal Thomas (DIN: 05215974) as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of 3 (three) years commencing from April 1, 2022 to March 31, 2025 upon the principal terms and conditions set-out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary, without further reference to the Members, the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Mr. Chacko Purackal Thomas.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

9. Re-appointment of Mr. K. Venkataramanan (DIN: 01728072) as Executive Director – Finance and Chief Financial Officer (ED – Finance & CFO)

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the re-appointment of Mr. K. Venkataramanan (DIN: 01728072) as the Executive Director – Finance and Chief Financial Officer of the Company for a period of 1 (one) year commencing from October 25, 2022 to October 24, 2023 upon the principal terms and conditions set-out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary, without further reference to the Members, the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Mr. K. Venkataramanan.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board

N. Anantha Murthy

Place: Bengaluru

Date: April 26, 2022

Head – Legal & Company Secretary

Membership No. ACS 17134

Registered office:

Pollibetta – 571 215,

Kodagu, Karnataka

CIN : L01131KA1943PLC000833

Tel : + 91 82742 51411/13

Email : investors@tatacoffee.com

Website: www.tatacoffee.com

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated December 14, 2021 (General Circular No. 21/2021) read with circulars dated January 13, 2021, May 5, 2020 April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through **Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes on e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tatacoffee.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.
6. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 5 to 9 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
7. Book Closure and Dividend:
 - (a) The Register of Members and the Share Transfer Books of the Company will remain closed from June 4, 2022 to June 13, 2022 (both days inclusive) for the purpose of payment of dividend.
 - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made on or after June 23, 2022, as under:
 - (i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose at end of June 3, 2022.
 - (ii) to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company on or before June 3, 2022.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:-
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

The Company has sent communication to shareholders in this regard.
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company's Registrar and Transfer Agents, TSR Consultants Private Limited at

<https://www.tcplindia.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or TSR Consultants Private Limited, for assistance in this regard.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend, and debenture interest amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who have not yet encashed the dividend warrants, from the financial year ended March 31, 2015, onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/ unpaid dividends at the following address:

M/s. TSR Consultants Private Limited,
(Formerly known as TSR Darashaw Consultants Private Limited)
Unit: Tata Coffee Limited,
C-101, 1st Floor, 247, Park,
L.B.S. Marg, Vikhroli (West), Mumbai – 400083

Tel: +91-22-66568484
Extn : 411 / 412 / 413
Fax: +91-22-66568494
Email : csg-unit@tcplindia.co.in
Website : <https://www.tcplindia.co.in>

13. **Payment of Dividend through electronic means:**

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent - M/s. TSR Consultants Private Limited. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
- (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

14. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

15. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

16. **Nomination Facility:** As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent.

In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

17. Members, who have not yet exchanged their shares of Asian Coffee Ltd. / Coffee Lands Ltd. / Consolidated Coffee Ltd., with the Share Certificates of Tata Coffee Ltd., are requested to surrender their Share Certificate(s) for exchange. Such Members are requested to contact the Company's Registrar and Share Transfer Agent – M/s. TSR Consultants Private Limited, in this regard.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at investors@tatacoffee.com.
19. Electronic copy of the Annual Report 2021-22 is being sent to those Members whose e-mail address is registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. Members may note that this Annual Report will also be available on the Company's website at www.tatacoffee.com.
20. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
21. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to tdsdividend@tatacoffee.com latest by 11:59 p.m. (IST) on May 31, 2022.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to tdsdividend@tatacoffee.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 p.m. (IST) May 31, 2022.

22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND FOR JOINING THE ANNUAL GENERAL MEETING, ARE AS UNDER:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.
2. The remote e-voting period commences at 9.00 A.M. (IST) on Friday, June 17, 2022, and ends at 5.00 P.M. (IST) on Sunday, June 19, 2022. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., Monday, June 13, 2022, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
3. The Company has appointed Mr. S. M. Pramod of M/s. BMP & Co., LLP, Company Secretaries (Membership No. FCS 7834) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on June 13, 2022 ("Cut-Off Date").
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the AGM Notice is sent through e-mail and holding shares as on the 'cut-off date' i.e. June 13, 2022, may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in or to the Company / Registrar & Transfer Agent. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on Toll Free No.

1800 1020 990 and 1800 22 44 30. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending the AGM Notice and holding shares as of the cut-off date i.e. June 13, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

7. E-voting Instructions: The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

NSDL Mobile App is available on



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| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

- Your User ID details are given below:

| Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 119845 then user ID is 119845001*** |

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat

account number/folio number, your PAN, your name, and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

INSTRUCTIONS TO MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any

grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

GENERAL INSTRUCTIONS / INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

- a) Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab on this screen or send scanned certified true copy (PDF / JPG Format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: pramod@bmpandco.com with a copy marked to evoting@nsdl.co.in.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDs ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDs FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case Shares are held in physical mode, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@tatacoffee.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@tatacoffee.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1(A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding**

securities in demat mode.

3. Alternatively, Shareholders /Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM, ARE AS UNDER:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation

in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- e) ***Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investors@tatacoffee.com from June 10, 2022 (9:00 a.m. IST) to June 16, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.***

Other Information:

- a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
- b) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- c) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., Monday, June 20, 2022.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to regulation 36(3) of the Listing Regulations)

| Name of Directors | Mr. Sunil A. D'Souza | Dr. P. G. Chengappa | Mr. S. Venkatraman | Mr. Chacko Purackal Thomas | Mr. K. Venkataramanan |
|--|--|--|--|--|---|
| Director Identification Number (DIN) | 07194259 | 06771287 | 00246012 | 05215974 | 01728072 |
| Designation/Category of Director | Non-Executive Director (Non-Independent) | Independent Director | Independent Director | Managing Director & CEO | Executive Director – Finance & CFO |
| Date of Birth (age) | December 31, 1967 (54 years) | February 11, 1952 (70 years) | March 9, 1959 (63 Years) | April 9, 1970 (52 years) | July 30, 1961 (61 years) |
| Date of first appointment on the Board | May 5, 2020 | May 18, 2017 | July 28, 2021 | August 4, 2015 | October 25, 2014 |
| Qualifications | B.E, PGDM (IIM, Calcutta) | Ph.D. in Agricultural Economics, M.Sc., in Agricultural Economics | Graduate in Commerce, Fellow Member of the ICAI | Bachelor of Science with specialization in Computer Science; Advanced Management Programme from INSEAD Fontainebleau | Graduate in Commerce, Fellow Member of ICAI and Associate Member of ICWA |
| Relationship between Directors / Key Managerial Personnel, inter-se | None | None | None | None | None |
| Expertise in specific functional area | Strong domain knowledge and expertise in handling consumer products business with distinct focus on strategy, growth, and execution. | Agricultural Economist having over three decades of experience in teaching, research, extension, and academic administration | 35 years of rich experience in Finance, Accounts, Governance and Corporate Laws | 30 years of rich experience in Plantation Industry across general management, business strategy, and sales & marketing | More than three decades of rich experience in diverse areas covering financial and management accounting, commercial finance, taxation, treasury, and corporate restructuring, Corporate Governance and Risk Management |
| Directorships held in other Public Companies (excluding Foreign, Private and Section 8 Companies) | Tata Consumer Products Limited NourishCo Beverages Limited | Tasty Bite Eatables Limited SAM Agri Tech Limited SAM Agri Ventures Limited | HDB Financial Services Limited Mahanagar Gas Limited Fairchem Organics Limited | — | Tata Housing Development Company Limited |
| Memberships/ Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) | Tata Consumer Products Limited - Stakeholders' Relationship Committee (Member) | Tasty Bite Eatables Limited - Audit Committee (Member) - Stakeholders' Relationship Committee (Member) | HDB Financial Services Limited - Audit Committee (Chairman) Mahanagar Gas Limited - Audit Committee (Chairman) - Stakeholders' Relationship Committee (Member) Fairchem Organics Limited - Audit Committee (Chairman) - Stakeholders' Relationship Committee (Member) | — | — |
| No. of shares held in the Company | Nil | Nil | Nil | Nil | Nil |
| Terms and conditions of Appointment / Re-appointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013 | As per Resolution at Item No. 6 of the accompanying Notice of AGM read with Explanatory Statement thereto | As per Resolution at Item No. 7 of the Notice of AGM read with Explanatory Statement thereto | As per Resolution at Item No. 8 of the Notice of AGM read with Explanatory Statement thereto | As per Resolution at Item No. 9 of the Notice of AGM read with Explanatory Statement thereto |
| Details of Remuneration sought to be paid | — | — | — | Remuneration details as set out in the Explanatory Statement annexed to this Notice | Remuneration details as set out in the Explanatory Statement annexed to this Notice |

Note: For other details such as the number of meetings of the Board / Committee attended during the year, remuneration last drawn and name of listed entities from which the aforesaid Directors have resigned in the past three years, please refer to the Corporate Governance Report, which forms part of this Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

The following Statement sets out all material facts relating to Item No. 5 to 9 mentioned in the accompanying Notice.

Item No. 5:

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on April 26, 2022, appointed M/s. S. Mahadevan & Co., Cost Accountants, (Firm Registration No. 000007), as Cost Auditor of the Company for conducting the Cost Audit for the Financial Year ending March 31, 2023, on a remuneration of ₹3,00,000/- (Rupees Three Lakh only), plus applicable taxes thereon, reimbursement of travel and out-of-pocket expenses subject to a maximum of 10% of the audit fees, incurred in connection with the cost audit.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at Item No. 5 of the Notice.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No.5 of the accompanying Notice be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

Item No. 6:

The Members of the Company at the 74th Annual General Meeting held on July 17, 2017, had appointed Dr. P G Chengappa (DIN: 06771287) as an Independent Director to hold office for a term of five consecutive years, i.e., upto May 17, 2022.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board of Directors of the Company at the meeting held on March 22, 2022 (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the Members in the General Meeting), re-appointed Dr. P.G. Chengappa as an Independent Director of the Company for a second term of office for a period of three years i.e., from May 18, 2022, to May 17, 2025.

A brief profile / expertise of Dr. Chengappa is provided in the Annexure to the Notice for information to the Members.

Dr. Chengappa has given a declaration to the Board that he meets with the criteria of independence as provided under Section

149 (6) of the Act read with Regulation 16 (1)(b) of the Listing Regulations.

In the opinion of the Board, Dr. Chengappa fulfils the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations for his re-appointment as an Independent Director and is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to re-appointment of Dr. Chengappa as an Independent Non-executive Director setting out the terms and conditions of the re-appointment would be available for inspection by the Members, by writing an email to the Company at investors@tatacoffee.com.

The Company has immensely benefited during the tenure of Dr. Chengappa as an Independent Director of the Company and the Board is satisfied with the integrity, expertise, and experience (including the proficiency) of the Independent Director, who is being re-appointed at this AGM.

The Directors recommend the resolution set out in Item No. 6 of the accompanying notice, for approval by the Members.

Dr. Chengappa is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 7:

The Board of Directors of the Company at the meeting held on July 28, 2021, (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the Members in the General Meeting), appointed Mr. S. Venkatraman (DIN: 00246012) as an Additional Director (Independent Non-executive) of the Company with effect from that date. In terms of the provisions of Section 161 of the Act, Mr. S. Venkatraman holds the office till the date of ensuing Annual General Meeting and is eligible for appointment.

Further, in terms of Section 149 of the Act, an Independent Director can hold office for a term of upto five consecutive years on the Board of a company and is not liable to retire by rotation.

A brief profile / expertise of Mr. S. Venkatraman is provided in the Annexure to the Notice for information to the Members.

Mr. S. Venkatraman has given a declaration to the Board that he meets with the criteria of independence as provided under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Mr. S. Venkatraman fulfils the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations, for his appointment as an Independent Director and is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft letter of appointment of Mr. S. Venkatraman as an Independent Director Non-executive

Director setting out the terms and conditions of appointment would be available for inspection by the Members, by writing an email to the Company at investors@tatacoffee.com.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the resolution for appointment of Mr. S. Venkatraman, as an Independent Director is placed before the Members for their approval.

The Directors recommend the resolution set out at Item No. 7 of the accompanying notice, for approval by the Members.

Mr. S. Venkatraman is interested and concerned in the Resolution mentioned at Item No. 7 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 8:

The Members of the Company at the 76th Annual General Meeting held on June 3, 2019, had approved the appointment of Mr. Chacko Purackal Thomas (DIN: 05215974) as the Managing Director & CEO for a period of 3 years, i.e., from April 1, 2019 to March 31, 2022.

The Board of Directors at the meeting held on March 22, 2022 (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the Members in the General Meeting), re-appointed Mr. Chacko Purackal Thomas as the Managing Director & CEO of the Company for a period of three (3) years i.e., from April 1, 2022 to March 31, 2025. Further, the terms of remuneration in relation to the said re-appointment was recommended by the Nomination & Remuneration Committee and approved by the Board on April 26, 2022, to be effective from April 1, 2022, as provided herein below.

Mr. Chacko Thomas has over 30 years of rich experience and expertise in the field of Plantations, Business Strategy, Sales and Marketing and overall leadership and is currently the Managing Director & CEO of the Company. Before joining Tata Coffee, Mr. Chacko Thomas was the Managing Director of Kannan Devan Hills Plantations Company Private Limited, Munnar.

The principal terms and conditions of re-appointment of Mr. Chacko Thomas (hereinafter referred to as "the Appointee") including the terms of remuneration are given below:

- A. **Tenure of Appointment:** The re-appointment of Mr. Chacko Thomas as the Managing Director & CEO is for a period of three (3) years i.e., from April 1, 2022 to March 31, 2025.
- B. **Nature of Duties:** The Appointee 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 interests 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 Appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:

- a) **Basic Salary:** ₹6,24,240/- per month with annual increments effective 1st April every year (starting April 2023) as may be decided by the Board, based on the recommendation of Nomination & Remuneration Committee, which is based on merit and considering the Company's Performance.

b) Benefits, Perquisites, Allowances:

In addition to the Basic Salary referred to in (a) above, the Managing Director & CEO shall be entitled to:

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

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the Basic Salary (in case residential accommodation is not provided by the Company).

- B. Hospitalization, Telecommunication, Housing Loan Subsidy, and other facilities:
 - Medical Insurance Cover: Hospitalization and major medical expenses for self, spouse and dependent (minor) children as per Policy of the Company.
 - Telecommunication facilities including broadband, internet, and fax and 1 company provided mobile phone, as per Policy of the Company.

- C. Reimbursement of interest on the Housing Loan availed by him for acquisition of residential Property, subject to maximum Loan Amount of ₹50 Lakh and interest reimbursement upto 10% of the total interest charged by the Lending Institution, which shall not exceed the interest rates charged by the Housing Development Finance Corporation (HDFC).

- D. Car, with Driver provided and maintained by the Company for official and personal use (OR) Cash Allowance of ₹70,000/- (Rupees Seventy Thousand only) per month, with Company provided Driver and fuel expenses at actuals.

- E. Other perquisites and allowances given below subject to a maximum of 55% of the Annual Basic Salary;

| Sl. No. | Perquisite/Allowance | % |
|--------------|---|--------------|
| a. | Allowances | 33.34 |
| b. | Leave Travel Concession/Allowance | 8.33 |
| c. | Medical Allowance | 8.33 |
| d. | Personal Accident Insurance* @ actuals subject | 5.00 |
| e. | Club Membership fees for 1 club (*) to a cap of | |
| Total | | 55.00 |

(*) The Company will pay the amounts for these benefits directly to the concerned entities. The figures shown above are a valuation and are not payable in cash or allowance form to the executive unless approved otherwise.

- F. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- G. The MD & CEO shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by the MD & CEO is encashable in accordance with the Rules of the Company.
- H. The Managing Director & CEO shall be entitled to payment of Educational Allowance for education subject to a maximum of two children below 24 years of age as per detailed hereunder:
- An amount of ₹6,000/- per month shall be payable in respect of the children studying in educational institutions as boarders in accredited hostels, situated outside the district where the Managing Director & CEO is working and within the district if the institution provides only residential programme in the class of study.
 - An amount of ₹5,000/- per month shall be payable in respect of children studying in educational institutions outside the district where the Managing Director & CEO is working, where the children stay as paying guests or with one of the relatives/parents provided the Institution does not have Boarding facility or accredited Hostels.

c) Commission / Incentive:

Such remuneration by way of commission / incentive, in addition to the salary and perquisites and allowances payable, calculated with reference to the Net Profits of the Company in a particular Financial Year, as may be determined by the Board of the Company at the end of each Financial Year, subject to the overall ceilings stipulated in Section 197 of the Act. The specific

amount payable to the Managing Director & CEO will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf, which shall not exceed 24 Months' Basic Salary and will be payable annually after the Annual Accounts have been approved by the Board.

d) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of the Managing Director & CEO, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director & CEO, remuneration by way of Salary, Benefits, Perquisites and Allowances, and Commission / Incentive as specified above.

e) Other terms of re-appointment:

- The Appointee shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- The terms and conditions of the re-appointment of the Appointee 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 Appointee subject to such approvals as may be required.
- 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.
- The employment of the Appointee may be terminated by the Company without notice or payment in lieu of notice:
 - if the Appointee is found guilty of any gross negligence, default, or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required to render services; or
 - in the event of any serious, repeated, or continuing breach (after prior warning) or non-observance by the Appointee of any of the stipulations contained in the agreement to be executed between the Company and the Appointee ("Agreement"); or
 - in the event the Board expresses its loss of confidence in the appointee.
- In the event the Appointee is not able 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 appointee's employment:
 - (a) the Appointee shall immediately tender his resignation from offices held by him in any subsidiaries and associate companies and other entities without claim for compensation for loss of office.
 - (b) the Appointee 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 associate companies.
 - (c) The terms and conditions of re-appointment of the Appointee also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.
- (vii) If and when the Agreement relating to appointment expires or is terminated for any reason whatsoever, the Appointee will cease to be the Managing Director & CEO and cease to be a Director of the Company.
- (viii) The remuneration payable to the Appointee is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by them.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

Draft of the agreement to be entered into between the Company and Mr. Chacko Purackal Thomas setting out the terms and conditions of the re-appointment would be available for inspection by the Members by writing an email to the Company at investors@tatacoffee.com.

The Company has immensely benefited during Mr. Chacko Thomas's tenure as Managing Director & CEO since April 2019. The Board considers that his continued association would be of immense benefit to the Company. The Board is satisfied with the integrity, expertise, and experience (including the proficiency) of Mr. Chacko Thomas who is being re-appointed at this AGM and accordingly, the Board recommend the resolution for his re-appointment as set out at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

Mr. Chacko Thomas, being an Appointee, is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice.

None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the accompanying Notice.

Item No. 9:

The Members of the Company at the 77th Annual General Meeting held on June 29, 2020, had approved the re-appointment of Mr. K Venkataramanan (DIN: 01728072) as the Executive Director – Finance & CFO for a period of 2 years, i.e., from October 25, 2020 to October 24, 2022.

The Board of Directors at the meeting held on March 22, 2022 (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the Members in the General Meeting), re-appointed Mr. K. Venkataramanan as the Executive Director - Finance & CFO of the Company for a further period of one (1) year i.e., from October 25, 2022, to October 24, 2023. Further, the terms of remuneration in relation to the said re-appointment was recommended by the Nomination & Remuneration Committee and approved by the Board on April 26, 2022, to be effective from October 25, 2022, as provided herein below.

Mr. Venkataramanan is a qualified Chartered Accountant and a Cost Accountant with over three decades of rich experience in diverse areas covering financial and management accounting, commercial finance, taxation, treasury, and Corporate Restructuring, Corporate Governance, Risk Management.

The principal terms and conditions of re-appointment of Mr. K. Venkataramanan (hereinafter referred to as "the Appointee") including the terms of remuneration are given below:

A. Tenure of Re-appointment:

The re-appointment of Mr. K. Venkataramanan as the Executive Director- Finance & CFO is for a period of 1 year i.e., from October 25, 2022, to October 24, 2023.

B. Nature of Duties:

The Appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board and the Managing Director of the Company, in connection with and in the best interests 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 Appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:

- a) **Basic Salary:** ₹5,02,200/- per month with annual increments effective 1st April every year (starting April 2023) as may be decided by the Board, based on the recommendation of Nomination & Remuneration Committee, which is based on merit and considering the Company's Performance.

b) Benefits, Perquisites, Allowances:

In addition to the Basic Salary referred to in (a) above, the Executive Director – Finance & CFO shall be entitled to:

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

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the Basic Salary (in case residential accommodation is not provided by the Company).

- B. Hospitalization, Telecommunication, Housing Loan Subsidy, and other facilities:
- Medical Insurance Cover: Hospitalization and major medical expenses for self, spouse and dependent (minor) children as per Policy of the Company.
 - Telecommunication facilities including broadband, internet, and fax and 1 company provided mobile phone, as per Policy of the Company.
- C. Reimbursement of interest on the Housing Loan availed by him for acquisition of residential Property, subject to maximum Loan Amount of ₹50 Lakh and interest reimbursement upto 10% of the total interest charged by the Lending Institution, which shall not exceed the interest rates charged by the Housing Development Finance Corporation (HDFC).
- D. Car, with Driver provided and maintained by the Company for official and personal use (OR) Cash Allowance of ₹70,000/- (Rupees Seventy Thousand only) per month, with Company provided Driver and fuel expenses at actuals.
- E. Other perquisites and allowances given below subject to a maximum of 55% of the Annual Basic Salary:

| Sl. No. | Perquisite/Allowance | % |
|--------------|---|--------------|
| a. | Allowances | 33.34 |
| b. | Leave Travel Concession/Allowance | 8.33 |
| c. | Medical Allowance | 8.33 |
| d. | Personal Accident Insurance (*) | 5.00 |
| e. | Club Membership fees for 1 club (*) @ actuals subject to a cap of | |
| Total | | 55.00 |

(*) The Company will pay the amounts for these benefits directly to the concerned entities. The figures shown above are a valuation and are not payable in cash or allowance form to the executive unless approved otherwise.

- F. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- G. The Executive Director – Finance & CFO shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Executive Director – Finance & CFO is encashable in accordance with the Rules of the Company.
- H. The Executive Director – Finance & CFO shall be entitled to payment of Educational Allowance for education subject to a maximum of two children below 24 years of age, as per detailed hereunder:
- i. An amount of ₹6,000/- per month shall be payable in respect of the children studying in educational institutions as boarders in accredited hostels, situated outside the district where the Executive Director – Finance & CFO is working and within the district if the institution provides only residential programme in the class of study.
 - ii. An amount of ₹5,000/- per month shall be payable in respect of children studying in educational institutions outside the district where the Executive Director – Finance & CFO is working, where the children stay as paying guests or with one of the relatives/ parents provided the Institution does not have Boarding facility or accredited Hostels.

c) Commission / Incentive:

Such remuneration by way of commission / incentive, in addition to the salary and perquisites and allowances payable, calculated with reference to the Net Profits of the Company in a particular Financial Year, as may be determined by the Board of the Company at the end of each Financial Year, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the Executive Director – Finance & CFO will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf, which shall not exceed 18 Months' Basic Salary and will be payable annually after the Annual Accounts have been approved by the Board.

d) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of the Executive Director – Finance & CFO, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director – Finance & CFO, remuneration by way of Salary, Benefits, Perquisites and Allowances, and Commission / Incentive as specified above.

e) Other terms of re-appointment:

- i. The Appointee 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 re-appointment of the Appointee 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 Appointee subject to such approvals as may be required.
- iii. The re-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 Appointee may be terminated by the Company without notice or payment in lieu of notice:
 - a) if the Appointee is found guilty of any gross negligence, default, or misconduct in connection with or affecting the business of the Company or any subsidiary or associate 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 Appointee of any of the stipulations contained in the agreement to be executed between the Company and the Appointee ("Agreement"); or
 - c) in the event the Board expresses its loss of confidence in the appointee.
- v. In the event the Appointee is not able 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 Appointee's employment:
 - a) the Appointee shall immediately tender his resignation from offices held by him in any subsidiaries and associate companies and other entities without claim for compensation for loss of office.
 - b) the Appointee 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 associate companies.
 - c) The terms and conditions of re-appointment of the Appointee also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.

- vii. If and when the Agreement relating to re-appointment expires or is terminated for any reason whatsoever, the Appointee will cease to be the Executive Director – Finance & CFO and cease to be a Director of the Company.
- viii. The remuneration payable to the Appointee is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by them.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

Draft of the agreement to be entered into between the Company and Mr. Venkataramanan setting out the terms and conditions of the re-appointment would be available for inspection by the Members by writing an email to the Company at investors@tatacoffee.com.

The Company has immensely benefited during Mr. Venkataramanan's tenure as Executive Director- Finance & CFO since October 2014. The Board considers that his continued association would be of immense benefit to the Company. The Board is satisfied with the integrity, expertise, and experience (including the proficiency) of Mr. Venkataramanan who is being re-appointed at this AGM and accordingly, the Board recommend the resolution for his re-appointment as set out at Item No. 9 of the accompanying Notice for approval by the Members of the Company.

Mr. K. Venkataramanan, being an Appointee, is interested and concerned in the Resolution mentioned at Item No. 9 of the Notice.

None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the accompanying Notice.

By Order of the Board

N. Anantha Murthy

Place: Bengaluru
Date: April 26, 2022

Head – Legal & Company Secretary
Membership No. ACS 17134

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