

NOTICE

Notice is hereby given that the Fifty Second 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 Friday, 14th August 2015 at 10.30 a.m. to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended 31st March 2015, together with the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31st March 2015 together with the report of the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. S Santhanakrishnan, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Harish Bhat, who retires by rotation and, being eligible, offers himself for reappointment.
5. Appointment of Auditors

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

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of Lovelock & Lewes (Firm Registration No. 301056E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifty-third AGM of the Company to be held in the year 2016 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

6. Remuneration of Cost Auditors

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 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shome & Banerjee, Cost Accountants, (Firm Registration Number 000001), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, for the financial year ending 31st March 2016, be paid a remuneration of Rs. 3,00,000 plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

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

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 5 and 6 are annexed hereto. Information under Clause 49 of the listing agreement relating to Directors proposed to be reappointed is provided in Annexure to this Notice.
2. The Register of Members and Transfer Books of the Company will be closed from Saturday, 1st August 2015 to Friday, 14th August 2015, both days inclusive.
3. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on Tuesday, 19th August 2015 as under:
 - i) To all the beneficial owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of the business hours on Friday, 31st July 2015.

- ii) To all the members in respect of shares held in physical form after giving effect to all valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, 31st July 2015.

- 4. A member of the Company entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the 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 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. 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.

Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the shareholders, it is important that bank

account details are correctly provided to the depository participants.

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. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of 7 years from the date they became due for payment, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the IEPF or the Company for the amounts so transferred prior to 31st March 2015. Shareholders who have not yet encashed their dividend warrant(s) pertaining to the dividend for the financial year 2007-08 and /or any subsequent year are requested to make their claims without any delay to the Registrars. It may be noted that the unclaimed dividend for the financial year 2007-08 declared by the Company on 22nd August 2008 can be claimed by the shareholders by 22nd August 2015. Attention of the shareholders is also drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or TSRDL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
8. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per register of members of the Company will be entitled to vote.

9. Shareholders holding shares in physical form are requested to advise any change of address, email address, bank details immediately to Company's Registrar and Share Transfer Agents, TSR Darashaw Limited. Shareholders holding shares in electronic form must advise their respective depository participants about any change in address, email address and bank details and not to the Company or the Registrars.

10. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the AGM along with the Annual Report for 2014-15 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.

11. Updation of Members' Details

The format of Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrar & Transfer Agents to record additional details of the members, including their PAN details, email address, Bank details for payment of dividend etc. A form seeking to capture the 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 its Share Registrars and Transfer Agents, M/s TSR Darashaw Limited, 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

12. 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, and Clause 35 B of the listing agreement, 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 52nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). In order to enable its members, who do not have the access to e-voting

facility to send their assent or dissent in writing in respect of the resolutions set out in this Notice, the Company is enclosing a Ballot Form with this Notice. Instructions for Ballot Form are given on the reverse of the said form. 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 102137. 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 asimsecy@gmail.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.
 - C. Members who are already registered with NSDL for e-voting can use their existing user Id and password for casting their votes.
 - II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 - III. The e-voting period commences on 11th August 2015 (9.00 am) and ends on 13th August 2015 (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 7th August 2015, 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 7th August 2015. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form as well as voting at the AGM.

V. The facility to vote at the AGM will be provided by any electronic means/ Poll paper to the shareholders who will be attending the AGM and have not cast their vote either by Physical Ballot or through remote e-voting.

VI. Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (Membership No. FCS 2303 & CP No. 880) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through post in a fair and transparent manner.

VII. The Scrutinizer after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter will unblock the votes in the presence of at least two witnesses not in the employment of the Company.

The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and votes received through post and make not later than two days from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

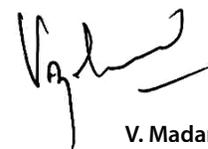
VIII. Members who do not have access to e-voting facility may send duly completed ballot forms (enclosed with the annual report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary (Membership No. FCS 2303& CP No. 880), in the enclosed self addressed and pre-paid envelope not later than 8th August 2014 (5.00 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 8th August 2015. 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.

IX. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "forget User details/ Password" option available on www.evoting.nsdl.com.

X. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tataglobalbeverages.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Calcutta Stock Exchange ("CSE"), where the shares of the Company are listed.

By Order of the Board



V. Madan

Vice President & Company Secretary

Registered Office:

1, Bishop Lefroy Road,
Kolkata – 700 020
28th May 2015

CIN - L15491WB1962PLC031425

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

Website address: www.tataglobalbeverages.com

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

As required by Section 102 of the Companies Act, 2013 (“the Act”), the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 5 and 6

Item No. 5

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.

Lovelock & Lewes (Firm Registration No. 301056E), Chartered Accountants, were appointed as the statutory auditors of the Company for a period of three years to hold office from the conclusion of the fifty first 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). In pursuance of the same, their ratification for appointment from the conclusion of the fifty second AGM till the conclusion of the fifty third AGM is being put up to the shareholders for their ratification.

The Board commends the Resolution at Item No. 5 for approval by the members.

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. 5 of the Notice.

Item No. 6

Remuneration of Cost Auditors

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Shome & Banerjee as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending 31st March 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2016.

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

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. 6 of the Notice.

By Order of the Board



V. Madan

Vice President & Company Secretary

Registered Office:

1, Bishop Lefroy Road,
Kolkata – 700 020
28th May 2015

CIN - L15491WB1962PLC03142

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

Website address: www.tataglobalbeverages.com

PARTICULARS OF DIRECTORS SEEKING REAPPOINTMENT

| Particulars | Mr. S Santhanakrishnan | Mr. Harish Bhat |
|---|---|---|
| Date of Birth | November 1, 1950 | November 8, 1962 |
| Date of Appointment | May 28, 2013 | April 1, 2014 |
| Qualifications | BSc, BL, FCA | B.E. (Hons.), PGDM |
| Expertise in specific functional areas | Wide experience in Finance, Accounts including IFRS, Strategy and Planning, Global Assurance and Corporate Laws | Overall business management including functional expertise in Sales, Marketing and Corporate Management |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | <ul style="list-style-type: none"> • The Catholic Syrian Bank Limited – Non Executive Chairman • Tata Coffee Limited • Tata Realty and Infrastructure Limited • Tata Housing Development Company Limited • IDBI Federal Life Insurance Co. Ltd • ICICI Home Finance Limited • XBRL India Limited | <ul style="list-style-type: none"> • Tata Coffee Limited - Chairman • Infiniti Retail Limited • Trent Limited • Tata Unistore Limited |
| Memberships / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders' Relationship Committee) | <p>Chairman- Audit Committee</p> <ul style="list-style-type: none"> • Tata Coffee Limited • Tata Housing Development Company Limited • IDBI Federal Life Insurance Co. Ltd <p>Member – Stakeholders' Relationship Committee</p> <ul style="list-style-type: none"> • Tata Coffee Limited | <p>Member – Audit Committee</p> <ul style="list-style-type: none"> • Tata Starbucks Private Limited <p>Member – Stakeholders' Relationship Committee</p> <ul style="list-style-type: none"> • Tata Coffee Limited |
| Number of shares held in the Company | Nil | Nil |