



May 24, 2016

Bombay Stock Exchange Ltd.
Corporate Relationship Dept.
1st Floor, New Trading Wing
Rotunda Building, PJ Towers
Dalal Street
Mumbai 400 001
Scrip Code - 500800

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Scrip Code – TATAGLOBAL

The Secretary
Calcutta Stock Exchange Asscn. Ltd.
7 Lyons Range
Kolkata 700 001
Scrip Code – 10000027 (Demat)
27 (Physical)

National Stock Exchange of India Ltd.
Wholesale Debt. Market Segment
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex
Mumbai 400 051

Dear Sirs,

Sub: Outcome of Board Meeting held today 24.05.2016

Further to our letter dated 06 May, 2016 and 18 May, 2016 we wish to inform you that the Board of Directors in their Meeting held today (24th May 2016) have approved the following:-

1. Financial Results

- a. Audited Standalone Financial Results of the Company for the quarter and year ended 31st March 2016 along with Form A.
- b. Audited Consolidated Financial Results of the Company for the quarter and year ended 31st March 2016 along with Form A.

Copies of the above results are also uploaded on the Company's website www.tataglobalbeverages.com. We request you to take the above on record.

- 2. Disclosures pursuant to Regulation 52 (4) and 54(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015** are included in the Financial Results attached herewith.

TATA GLOBAL BEVERAGES LIMITED

Kirloskar Business Park Block-C 3rd & 4th Floor Hebbal Bengaluru-560 024

Tel 91-80-67171200 Fax 91-80 6717 1201

Registered Office 1 Bishop Lefroy Road Kolkata 700 020

Corporate Identity Number (CIN) - L15491WB1962PLC031425

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

Website address – www.tataglobalbeverages.com



3. Recommendation of Dividend

The Board of Directors have recommended equity dividend of Rs.2.25 per share for the financial year 2015-16. The Dividend, if approved by the Shareholders at the ensuing AGM will be paid on or after 26th August, 2016.

4. Annual General Meeting

The 53rd AGM of the Company will be held on Wednesday, 24th August 2016 at Kolkata.

5. Book Closure

Register of Members of the Company and the Register of Transfer of Shares will remain closed from Wednesday, 10th August 2016 to Wednesday, 24th August 2016, both days inclusive, for the purpose of holding the Annual General Meeting (AGM) and payment of dividend (if approved at the AGM).

The dividend that may be declared by the Company at the AGM to be held on 24th August 2016 will be paid on or after 26th August 2016 to all members of the Company in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 9th August 2016. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on beginning of 10th August 2016, as per details that the Depositories would provide for this purpose.

6. Issue of Debentures/ debt securities for approval of shareholders

The Board considered and approved the inclusion of an item relating to seeking approval of shareholders for issue of Debentures /debt securities on private placement basis, within the overall borrowing limit of the Company as previously approved by the shareholders, in the notice convening the ensuing AGM.

A handwritten signature in blue ink, appearing to be 'V. N. S.', located at the bottom right of the page.



Also, enclosed herewith is a copy of Press Release with regard to the results for the year ended 31st March 2016.

The Board meeting commenced at 3.15 p.m. and concluded at 6.25 p.m.

We request you to take the above on record.

Yours faithfully,
For **Tata Global Beverages Limited**


(**V. Madan**)
Vice President & Company Secretary



Encl. : as above



Tata Global Beverages Limited

Registered Office: 1 Bishop Lefroy Road Kolkata-700020

CIN - L15491WB1962PLC031425, Email : Investor.relations@tgbl.com, Website : www.tataglobalbeverages.com

**Audited Financial Results
for three months ended March 31, 2016**

Rs. in Crores

Particulars	Three months ended			Year to date ended	
	March 31	Dec 31	March 31	March 31	March 31
	2016	2015	2015	2016	2015
Net Sales / Income from Operations (Net of excise duty)	668.56	765.90	649.14	2984.49	2797.71
Other Operating Income	31.62	19.60	22.35	99.43	86.81
Total Income from Operations(Net)	700.18	785.50	671.49	3083.92	2884.52
(a) Cost of materials consumed	443.74	496.35	460.08	1888.96	1872.87
(b) Purchase of stock-in-trade	4.09	6.02	0.68	11.93	1.53
(c) Changes in inventories of finished goods and stock-in-trade	(32.37)	(20.91)	(62.56)	(3.95)	(27.99)
(d) Employees benefits expense	46.04	51.13	48.10	186.88	161.92
(e) Depreciation and amortisation expense	6.10	5.63	5.54	22.79	19.94
(f) Advertisement and Sales charges	56.44	73.83	40.32	279.64	207.66
(g) Other expenses	111.13	89.28	98.29	378.23	351.59
Total Expenses	635.17	701.33	590.45	2764.48	2587.52
Profit from Operations before Other Income , Finance costs & Exceptional Items	65.01	84.17	81.04	319.44	297.00
Other Income	23.60	3.11	13.39	106.57	155.16
Profit from ordinary activities before Finance costs & Exceptional Items	88.61	87.28	94.43	426.01	452.16
Finance Costs	(9.17)	(11.88)	(10.15)	(29.61)	(34.19)
Profit from ordinary activities after Finance costs but before Exceptional Items	79.44	75.40	84.28	396.40	417.97
Exceptional Items(Net)	268.54	(0.97)	(67.62)	264.57	(68.92)
Profit from ordinary activities before Tax	347.98	74.43	16.66	660.97	349.05
Tax Expense	(11.48)	(23.51)	26.25	(97.30)	(60.05)
Net Profit for the period	336.50	50.92	42.91	563.67	289.00
Paid-up equity share capital (Face value of Re 1 each)	63.11	63.11	63.11	63.11	63.11
Reserves excluding Revaluation Reserves				2810.93	2416.68
Earnings per share (Basic & Diluted) (not annualised for quarter ended) - Rs	5.33	0.81	0.68	8.93	4.58

Notes:

1. For the financial year, Income from operations at Rs 3084 crores increased by 7% over the previous year driven by improved performance in branded tea operations. Profit from Operations at Rs 319 crores is higher than the previous year reflecting improved operating performance. Profit after tax at Rs 564 crores is significantly higher than previous year on account of exceptional items.
2. For the quarter, Income from Operations at Rs 700 crores increased by 4% over the corresponding quarter of previous year. Profit from Operations for the quarter was lower on account of impact of new product launches. Profit after tax for the quarter at Rs 337 crores is significantly higher as compared to corresponding quarter of previous year on account of exceptional items.
3. The financial results include the following under Exceptional Items:

Particulars	in Rs Crores	
	Year ended Mar 31 2016	Mar 31 2015
Profit on sale of Non-Core Investments	328	-
Levy relating to past demerged business	(3)	-
Provision for retrospective amendment of legislation relating to employee benefit	(1)	-
Expenditure on new initiatives and restructuring activities.	-	(7)
Provision for Impairment/obligations relating to an Overseas Joint Venture Company	(52)	(62)
Provision for Impairment of Intangible	(7)	-
Income/(Expenditure) – Net	265	(69)

4. The Company is primarily engaged in tea with some presence in coffee and water. As per the threshold limits prescribed under Accounting Standard (AS-17) on "Segment Reporting" specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the Company's reportable activity falls within a single business segment, viz "Buying / Blending and Sale of tea in bulk and value added form" and hence the disclosure requirements are not applicable.
5. Previous period's figures have been rearranged/ regrouped to the extent necessary, to conform to the current period's figures. Consequent to a scheme of amalgamation, figures for current periods include the results of erstwhile Mount Everest Mineral Water Limited and hence are not strictly comparable with the periods of the last financial year.
6. Information pursuant to requirement of Regulation 52(4) and Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulation 2015) for financial year ended 31st March 2016:

Particulars	As at 31 st March 2016
Credit Rating	Credit rating by ICRA for the NCD programme is AA+
Asset Cover	1.3
Debt Equity Ratio	0.13
Previous due date for : a) Payment of Interest b) Principal	23 rd October 2015 Not Applicable
Next due date for : a) Payment of Interest b) Principal	22 nd October 2016 22 nd October 2016
Debt Service Coverage Ratio	14.39

Interest Service Coverage Ratio	14.39
Outstanding Redeemable Preference Shares	Nil
Capital Redemption Reserves	Nil
Debenture Redemption Reserves	Rs 81.25 crores
Net Worth	Rs 2895.90 crores
Net Profit after tax	Rs 563.67 crores
Earnings per share (Rs)	8.93
Security on Outstanding Debentures of Rs 325 crores	Secured by way of a first mortgage on certain immovable assets of the company and partly by pledge of shares of certain companies held as investments.

7. Figures of the quarter ended March 31, 2016 and March 31, 2015 are the balancing figures between audited figures in respect of the full financial year and published year to date figures up to the third quarter of the relevant financial year.
8. Statement of Asset and Liabilities as at March 31, 2016 along with comparatives is annexed.
9. The Board of Directors has recommended a dividend payment of Rs. 2.25 per share (Face value Re. 1 each) for the year ended March 31, 2016.
10. The aforementioned results were reviewed by the Audit Committee of the Board on May 23, 2016 and subsequently taken on record by the Board of Directors at its Meeting held on May 24, 2016. The statutory auditors of the company have audited these results.



Cyrus P Mistry
(Chairman)

Mumbai, May 24, 2016



Tata Global Beverages Limited

Registered Office: 1 Bishop Lefroy Road Kolkata-700020
CIN - L15491WB1962PLC031425, Email : investor.relations@tgbl.com,
Website : www.tataglobalbeverages.com

Audited Statement of Assets and Liabilities as at March 31, 2016

Rs. in Crores

Particulars		As at March 31 2016	As at March 31 2015
		Audited	Audited
A	EQUITY AND LIABILITIES		
1	SHAREHOLDERS' FUNDS		
	(a) Share Capital	63.11	61.84
	(b) Reserves and Surplus	2832.79	2438.54
	(c) Share Suspense Account	-	1.27
	Sub-total - Shareholders' funds	2895.90	2501.65
2	Non-current liabilities		
	(a) Long-term borrowings	-	325.00
	(b) Other long-term liabilities	-	72.54
	(c) Long-term provisions	177.87	114.02
	Sub-total - Non-current liabilities	177.87	511.56
3	Current Liabilities		
	(a) Short-term borrowings	52.61	152.50
	(b) Trade Payables	198.38	143.88
	(c) Other current liabilities	544.95	153.48
	(d) Short-term provisions	195.21	192.61
	Sub-total - Current liabilities	991.15	642.47
	TOTAL - EQUITY AND LIABILITIES	4064.92	3655.68
B	ASSETS		
1	Non-current assets		
	(a) Fixed Assets	209.36	204.61
	(b) Non-current investments	2264.34	2231.86
	(c) Deferred tax Assets	39.48	45.75
	(d) Long-term loans and advances	120.50	71.79
	(e) Other Non Current Assets	70.50	70.50
	Sub-total - Non-current assets	2704.18	2624.51
2	Current assets		
	(a) Inventories	889.71	819.27
	(b) Trade Receivables	124.09	93.62
	(c) Cash & Bank balance	239.20	21.01
	(d) Short-term loans and advances	104.47	93.36
	(e) Other current assets	3.27	3.91
	Sub-total - Current assets	1360.74	1031.17
	TOTAL ASSETS	4064.92	3655.68



FORM A (for audit report with unmodified opinion)

Sr. No.	Particulars	Details
1.	Name of Company	Tata Global Beverages Limited
	Annual financial statements for the year ended	Standalone financial statements for the year ended March 31,2016
	Type of Audit observation	Unmodified
	Frequency of observation	Not applicable
	To be signed by :	
	CEO/Managing Director	 Ajoy Misra (Managing Director)
	CFO	 John Jacob (Chief Financial Officer)
	Auditor of the Company	Refer our Audit Report dated May 24, 2016 on the Standalone financial statements of the Company For LOVELOCK & LEWES Chartered Accountants (Firm's Registration No. 301056E)  Dibyendu Majumder Partner (Membership No. 057687) Mumbai 24 May, 2016
	Audit Committee Chairman	 V. Leeladhar (Chairman-Audit Committee)

TATA GLOBAL BEVERAGES LIMITED

Kirkoskar Business Park Block-C 3rd & 4th Floor Hebbal Bengaluru-560 024

Tel 91-80-67171200 Fax 91-80 6717 1201

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Website address - www.tataglobalbeverages.com

Lovelock & Lewes

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TATA GLOBAL BEVERAGES LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of **Tata Global Beverages Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

Lovelock & Lewes, 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor, Bangalore - 560 008
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Lovelock & Lewes

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Tata Global Beverages Limited

Report on the Financial Statements

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7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.



Lovelock & Lewes

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Tata Global Beverages Limited

Report on the Financial Statements

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- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its standalone financial statements – Refer Note [31];
 - ii. The Company has made provision as at March 31, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For **Lovelock & Lewes**

Firm Registration Number: 301056E

Chartered Accountants

Dibyendu Majumder

Partner

Membership Number: 057687

Place: Mumbai

Date: May 24, 2016

Lovelock & Lewes

Chartered Accountants

Annexure A to Independent Auditors' Report

Referred to in paragraph [10 (f)] of the Independent Auditors' Report of even date to the members of Tata Global Beverages Limited on the standalone financial statements for the year ended March 31, 2016

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Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Tata Global Beverages Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Lovelock & Lewes

Chartered Accountants

Annexure A to Independent Auditors' Report

Referred to in paragraph [10 (f)] of the Independent Auditors' Report of even date to the members of Tata Global Beverages Limited on the standalone financial statements for the year ended March 31, 2016

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Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Lovelock & Lewes

Firm Registration Number: 301056E

Chartered Accountants

Dibyendu Majumder

Partner

Membership Number: 057687

Place: Mumbai

Date: May 24, 2016

Lovelock & Lewes

Chartered Accountants

Annexure B to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Tata Global Beverages Limited on the standalone financial statements as of and for the year ended March 31, 2016

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - (c) The title deeds of immovable properties, as disclosed in Note 12 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory excluding stocks with third parties have been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund and service tax and is regular in depositing undisputed statutory dues, including employees' state insurance, sales tax, income tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of duty of customs, duty of excise which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, value added tax and cess as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:



Lovelock & Lewes

Chartered Accountants

Annexure B to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Tata Global Beverages Limited on the standalone financial statements for the year ended March 31, 2016

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Name of the statute	Nature of dues	Amount (In Crores)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	2.18	2004-05, 2007-08 and 2008-09	Commissioner of Income Tax (Appeals), Kochi
Income Tax Act, 1961	Income Tax	0.01	2009-10	Income Tax Appellate Tribunal, New Delhi
Kerala General Sales Tax Act, 1963	Sales Tax	0.12	1998-99	Sales Tax Appellate Tribunal, Ernakulam
Kerala General Sales Tax Act, 1963	Sales Tax	0.44 (*)	1996-97 to 2000-01, 2002-03	Deputy Commissioner (Appeals), Commercial Taxes, Ernakulam
Kerala Value Added Tax, 2003	Value Added Tax	0.31 (*)	2010-11	Deputy Commissioner (Appeals), Commercial Taxes, Ernakulam
West Bengal Sales Tax Act, 1994	Sales Tax	0.02	1998-99 & 2000-01	The West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Central Sales Tax Act, 1956	Sales Tax	0.12	1998-99	Sales Tax Appellate Tribunal, Ernakulam
Central Sales Tax Act, 1956	Sales Tax	0.50 (*)	1999-00, 2000-01, 2002-03, 2006-07 and 2011-12	Deputy Commissioner (Appeals), Commercial Taxes, Ernakulam
Central Sales Tax Act, 1956	Sales Tax	0.01	2010-11	Joint Commissioner of Sales Tax, Maharashtra
Karnataka Sales Tax Act, 1957	Sales Tax	1.28	1997-98	The Supreme Court of India
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	0.57 (*)	1998-99 to 2006-07	The High Court of Madras
Central Sales Tax Act, 1956	Sales Tax	2.08 (*)	2010-11 to 2013-14	Deputy Commissioner Indore, Madhya Pradesh
Central Sales Tax Act, 1956	Sales Tax	0.94	2012-13	Assistant Commissioner, Andhra Pradesh
Central Sales Tax Act, 1956	Sales Tax	1.69 (*)	2012-13	Senior Joint Commissioner of Commercial tax, Kolkata, West Bengal
West Bengal Value Added Tax Act, 2003	Value Added Tax	1.36	2007-08 & 2008-09	The West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Maharashtra Value Added Tax Act, 2002	Value Added Tax	0.02	2008-09	Joint Commissioner of Sales Tax, Maharashtra



Lovelock & Lewes

Chartered Accountants

Annexure B to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Tata Global Beverages Limited on the standalone financial statements for the year ended March 31, 2016

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Name of the statute	Nature of dues	Amount (In Crores)	Period to which the amount relates	Forum where the dispute is pending
Karnataka Value Added Tax Act, 2003	Value Added Tax	0.06 (*)	2006-07, 2009-10 and 2012-13	The Joint Commissioner (Appeals), Commercial Taxes, Karnataka
Goa Value Added Tax Act, 2005	Value Added Tax	0.01	2006-07	Commissioner of commercial taxes, Goa.
Central Sales Tax Act, 1956	Sales Tax	0.05 (*)	2012-13	Deputy Commissioner Appeals, Coimbatore
Tamil Nadu Value Added Tax Act 2006	Value Added Tax	- (*)	2014-15	Additional Commissioner, Coimbatore
Andhra Pradesh Value Added Tax Act, 2005	Value Added Tax	- (*)	2005-06	Sales Tax Appellate Tribunal, Hyderabad
Madhya Pradesh Entry Tax Act, 1976	Entry Tax	2.06	2010-11	The High Court of Madhya Pradesh
Madhya Pradesh Entry Tax Act, 1976	Entry Tax	0.82 (*)	2003-04, 2005-06 to 2011-12	The Supreme Court of India
Tamil Nadu Panchayat Act, 1994	Cess on Land Revenue	0.05	2000-2001 to 2002-2003	The High Court of Madras
Finance Act, 1994	Service Tax	1.46 (*)	2005-06	Custom Excise & Service Tax Appellate Tribunal, Kolkata
Finance Act, 1994	Service Tax	0.19 (*)	2013-14 and 2014-15	Commissioner Appeals, Bangalore
Finance Act, 1994	Service Tax	0.01	2008-09 and 2009-10	Commissioner Appeals, Kolkata
Finance Act, 1994	Service Tax	- (*)	April 2015 to June 2015	Assistant Commissioner-Central Excise and Customs-Kochi

(*) Net of amounts paid of Rs.8.23 crores.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.



Lovelock & Lewes

Chartered Accountants

Annexure B to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Tata Global Beverages Limited on the standalone financial statements for the year ended March 31, 2016

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- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Lovelock & Lewes**
Firm Registration Number: 301056E
Chartered Accountants

Dibyendu Majumder
Partner
Membership Number: 057687

Place: Mumbai
Date: May 24, 2016



Tata Global Beverages Limited

Registered Office: 1 Bishop Lefroy Road Kolkata-700020

CIN - L15491WB1962PLC031425, Email : investor.relations@tgb.com, Website : www.tataglobalbeverages.com

Consolidated Financial Results for the three months ended March 31, 2016

Rs in Crores

Particulars	Unaudited Three months ended			Audited Year ended	
	March 31 2016	December 31 2015	March 31 2015	March 31 2016	March 31 2015
Income from Operations					
Net Sales / Income from Operations (Net of excise duty)	1927.99	2050.63	1874.58	7981.70	7832.67
Other Operating Income	37.58	30.84	48.07	128.81	160.72
Total Income from Operations (Net)	1965.57	2081.47	1922.65	8110.51	7993.39
(a) Cost of Materials Consumed	850.09	898.59	919.21	3605.00	3625.12
(b) Purchase of stock in trade	86.41	81.54	66.61	330.54	263.47
(c) Changes in inventories of finished goods, work in progress and stock in trade	(28.61)	12.54	(97.79)	(10.13)	(51.25)
(d) Employee Benefits Expense	229.29	238.57	221.27	902.01	857.67
(e) Depreciation and Amortisation Expenses	33.87	38.02	25.66	142.93	133.11
(f) Advertisement and Sales charges	337.47	359.10	307.91	1368.77	1325.57
(g) Other Expenses	324.90	318.99	317.08	1239.66	1197.95
Total Expenses	1833.42	1947.35	1759.95	7578.78	7351.64
Profit from Operations before Other Income , Finance Costs & Exceptional Items	132.15	134.12	162.70	531.73	641.75
Other Income	15.73	9.46	8.47	70.60	69.98
Profit from ordinary activities before Finance Costs & Exceptional Items	147.88	143.58	171.17	602.33	711.73
Finance Costs	(18.15)	(22.68)	(18.37)	(68.77)	(81.86)
Profit from ordinary activities after Finance Costs but before Exceptional Items	129.73	120.90	152.80	533.56	629.87
Exceptional Items (Net)	30.00	(10.46)	(102.52)	11.88	(129.99)
Profit from ordinary activities before Tax	159.73	110.44	50.28	545.44	499.88
Tax Expense	(51.87)	(48.17)	(35.58)	(210.40)	(215.52)
Net Profit after Tax	107.86	62.27	14.70	335.04	284.36
Share of Profit/(Loss) from Associates	(22.82)	6.22	(24.02)	(1.41)	(10.88)
Minority Interest in Consolidated Profit	21.49	(9.34)	13.22	(7.72)	(25.66)
Group Consolidated Net Profit	106.53	59.15	3.90	325.91	247.82
Paid-up equity share capital (Face value of Re 1 each)	63.11	63.11	63.11	63.11	63.11
Reserves excluding Revaluation Reserves				5614.58	5388.45
Earnings per share (Basic & Diluted)(not annualised for quarter end) - Rs	1.69	0.94	0.06	5.16	3.93

Notes:

1. For the financial year, Income from operations at Rs 8111 Crores increased by 3% in constant currency terms. Profit from operations at Rs 532 Crores is lower than the previous year due to spend on new initiatives, new launches and higher competitive intensity in certain key markets. Post the impact of exceptional items, the Group Consolidated Net Profit at Rs 326 crores reflects an increase of 32%.
2. For the quarter, Income from operations at Rs 1966 Crores increased by 1% in constant currency terms. Profit from operations at Rs 132 Crores is lower than the corresponding quarter of the previous year due to spends on new initiatives, new launches and higher competitive intensity in certain key markets. Post the impact of exceptional items, the Group Consolidated Net Profit is Rs 103 Crores higher than the corresponding quarter of the previous year.
3. The financial results includes following under Exceptional items:

Particulars	In Rs crores	
	Year ended	
	Mar31 2016	Mar31 2015
Profit/(loss) on sale of long term investments	328	(18)
Write back on change in Accounting Policy*	17	-
Impairment of intangible / other assets**	(288)	(95)
Reorganisation and Restructuring cost	(19)	(18)
Acquisition related expenditure	(13)	-
Provision for retrospective amendment of legislation relating to employee benefits	(5)	-
Levy relating to past demerged business	(3)	-
Other exceptional items	(5)	1
Income / (Expenditure)(net)	12	(130)

* During the year, an Indian subsidiary of the Company has revised its policy of providing depreciation on fixed assets with effect from April 1, 2015. Depreciation is now provided on a straight line basis for all assets as against the policy of providing on written down value basis for certain assets. The adoption of new policy resulted in depreciation for the year 2015-16 being lower by Rs 3 Crores and the write back of depreciation amounting to Rs. 17 Crores relating to earlier years.

**Represents non-cash impairment loss mainly on goodwill relating to the branded businesses in Eastern Europe and branded tea business in the US. While the Company is actively pursuing various growth opportunities, the accounting impairment has been recognised due to factors like macro-economic instability, decline in category growth rate and higher competitive intensity. In addition the group also provided for partial diminution in the value of certain inventory items.

4. Actuarial loss (net of tax and minority interest) of Rs 24.77 Crores for the quarter, relating to defined benefit pension scheme of overseas subsidiaries have been accounted in Reserves in the Consolidated Financial Statement applying the principles of Accounting Standard 21 and in line with the policy followed by the overseas subsidiaries and other companies in compliance with the relevant overseas accounting framework. Further, the current policy is consistent with IND-AS 19 – Employee Benefits (mandatorily applicable from April 1, 2016) wherein, the actuarial gains and losses on defined benefit plans are not required to be recognised in the Statement of Profit and Loss. Had the accounting policy of recognising the actuarial gains and losses of pension scheme of the overseas subsidiaries in the Statement of Profit and Loss been followed, the Consolidated Net Profit for the Group would have been lower by Rs 24.77 Crores and Rs 37.77 Crores for the quarter and the year ended March 31, 2016 respectively.

The Statutory Auditors have invited attention to this in their Audit Report.

5. The major part of the Holding Company's business arises from operations outside India and through its subsidiaries. In view of this the Company has opted to publish only consolidated results for the year as permitted under SEBI guidelines. The Total Income from Operations, Profit before tax and Profit after tax of the Holding Company's standalone financial results are given below:

In Rs Crores	Three months ended			Year ended	
	Mar 31	Dec 31	Mar31	Mar 31	Mar 31
	2016	2015	2015	2016	2015
Total Income from Operations (Net)	700	786	671	3084	2885
Profit before Tax	348	74	17	661	349
Profit after Tax	336	51	43	564	289
Earnings per share – Rs*	5.33	0.81	0.68	8.93	4.58
*not annualised for the quarter end					

6. Figures for the quarter ended March 31, 2016 and March 31, 2015 are the balancing figures between audited figures in respect of the full financial year and published year to date figures up to the third quarter of the relevant financial year.
7. Consolidated statement of Asset and Liabilities as at March 31, 2016 along with comparatives is annexed.
8. The Board of Directors has recommended a dividend payment of Rs 2.25 per share (Face value Re. 1 each) for the year ended March 31, 2016.
9. Previous period's figures have been regrouped / rearranged, to the extent necessary, to conform to current period's classifications.
10. The aforementioned results were reviewed by the Audit Committee of the Board on May 23, 2016 and subsequently taken on record by the Board of Directors at its Meeting held on May 24, 2016. The Statutory Auditors of the company have audited the annual results.
11. The Consolidated and Standalone result for the quarter and the year ended March'2016 are available on the Bombay Stock Exchange website (URL: www.bseindia.com), the National Stock Exchange website (URL: www.nseindia.com) and on the Company's website (URL: www.tataglobalbeverages.com).



Cyrus P Mistry
(Chairman)

Mumbai: May 24, 2016



Tata Global Beverages Limited

Registered Office : 1 Bishop Lefroy Road Kolkata 700020

CIN - L15491WB1962PLC031425, Email : investor.relations@tgbl.com, Website : www.tataglobalbeverages.com

Consolidated Segment wise Revenue, Results and Capital Employed, under Clause 41, of the Listing Agreement for the three months ended March 31, 2016

Rs in Crores

Particulars	Unaudited Three months ended			Audited Year ended	
	March 31 2016	December 31 2015	March 31 2015	March 31 2016	March 31 2015
1. Segment Revenue					
(a) Tea	1417.79	1517.46	1376.02	5931.43	5880.24
(b) Coffee & Other Produce	525.83	539.68	520.04	2068.25	2010.33
(c) Others	21.95	24.33	26.59	110.83	102.82
Total Income from Operations (Net)	1965.57	2081.47	1922.65	8110.51	7993.39
2. Segment Results					
(a) Tea	144.24	139.40	152.85	580.05	614.97
(b) Coffee & Other Produce	54.14	63.11	83.26	214.40	264.38
(c) Others	(16.09)	(6.55)	(13.75)	(41.42)	(44.26)
Total	182.29	195.96	222.36	753.03	835.09
Add/(Less)					
i) Finance Cost	(18.15)	(22.68)	(18.37)	(68.77)	(81.86)
ii) Other Un-allocable items, Other Income and Exceptional Items	(4.41)	(62.84)	(153.71)	(138.82)	(253.35)
Profit from ordinary activities before Tax	159.73	110.44	50.28	545.44	499.88
3. Capital Employed					
(a) Tea	3982.76	4399.32	3964.43	3982.76	3964.43
(b) Coffee & Other Produce	2446.69	2480.21	2368.68	2446.69	2368.68
(c) Others	32.10	53.09	54.65	32.10	54.65
(d) Unallocated including Investments	138.06	(135.63)	(18.76)	138.06	(18.76)
Total	6599.61	6796.99	6369.00	6599.61	6369.00

Notes:

a. Business Segments: The internal business segmentation and the activities encompassed therein are as follows:

Tea : Cultivation, manufacture, blending and sale of tea in packet, bulk or value added forms

Coffee and Other Produce : Cultivation of coffee and related plantation crops and sale of coffee in various value added forms

Others : Sale of water products and other businesses

b. The segment wise revenue, results, capital employed figures relate to the respective amounts directly identifiable to each of the segments.

Unallocable expenditures includes expenses incurred on common services at the corporate level and exceptional items. Unallocable income includes income from investments and exceptional items.

c. Previous periods figures have been regrouped/rearranged to the extent necessary, to conform to current period classifications.

Mumbai: May 24, 2016

Cyrus P Mistry
(Chairman)



Tata Global Beverages Limited

Registered Office: 1 Bishop Lefroy Road Kolkata-700020

CIN - L15491WB1962PLC031425, Email : investor.relations@tgbt.com, Website : www.tataglobalbeverages.com

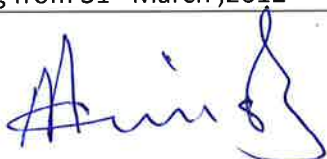
Audited Consolidated Statement of Assets and Liabilities as at March 31, 2016

Rs in Crores

Particulars		As at March 31	
		2016	2015
A	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
	Share Capital	63.11	61.84
	Reserves and Surplus	5655.81	5429.68
	Share Suspense Account	-	1.27
	Sub-total - Shareholders' Funds	5718.92	5492.79
2	Minority Interest	880.69	876.21
3	Non-current liabilities		
	(a) Long-term borrowings	505.53	883.94
	(b) Deferred tax liabilities (net)	179.81	156.42
	(c) Other long-term liabilities	6.09	79.58
	(d) Long-term provisions	260.28	224.99
	Sub-total - Non-current liabilities	951.71	1344.93
4	Current Liabilities		
	(a) Short-term borrowings	293.07	382.03
	(b) Trade payables	758.22	759.37
	(c) Other current liabilities	741.27	387.32
	(d) Short-term provisions	273.86	269.18
	Sub-total - Current liabilities	2066.42	1797.90
	TOTAL - EQUITY AND LIABILITIES	9617.74	9511.83
B	ASSETS		
1	Non-current assets		
	(a) Fixed Assets	1101.18	1076.74
	(b) Goodwill on Consolidation	3791.79	3892.12
	(c) Non-current investments	600.57	617.76
	(d) Deferred tax assets (net)	42.28	54.25
	(e) Long-term loans and advances	240.40	189.32
	(f) Other non-current assets	70.50	70.50
	Sub-total - Non-current assets	5846.72	5900.69
2	Current assets		
	(a) Current investments	8.59	4.26
	(b) Inventories	1728.11	1625.30
	(c) Trade Receivables	632.08	616.09
	(d) Cash and Bank balance	538.93	544.24
	(e) Short-term loans and advances	819.17	791.59
	(f) Other current assets	44.14	29.66
	Sub-total - Current assets	3771.02	3611.14
	TOTAL ASSETS	9617.74	9511.83



FORM A (for audit report with unmodified opinion)

Sr. No.	Particulars	Details
1.	Name of Company	Tata Global Beverages Limited
	Annual financial statements for the year ended	Consolidated financial statements for the year ended March 31,2016
	Type of Audit observation	Emphasis of Matter
	Frequency of observation	It is appearing from 31 st March ,2012
	To be signed by :	
	CEO/Managing Director	 Ajoy Misra (Managing Director)
	CFO	 John Jacob (Chief Financial Officer)
	Auditor of the Company	Refer our Audit Report dated May 24, 2016 on the consolidated financial statements of the Company For LOVELOCK & LEWES Chartered Accountants (Firm's Registration No. 301056E)  Dibyendu Majumder Partner (Membership No. 057687) Mumbai 24 May, 2016
	Audit Committee Chairman	 V. Leeladhar (Chairman-Audit Committee)

TATA GLOBAL BEVERAGES LIMITED

4th Floor New Excelsior Bldg A K Nayak Marg Fort Mumbai 400 001

Tel 91 22 6636 6700 Fax 91 22 6636 6727

Registered Office 1 Bishop Lefroy Road Kolkata 700 020

Corporate Identity Number (CIN) L 15491WB1962PLC031425

e mail investor.relations@tgbl.com

website www.tataglobalbeverages.com

Lovelock & Lewes

Chartered Accountants

INDEPENDENT AUDITORS' REPORT To the Members of Tata Global Beverages Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Tata Global Beverages Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its jointly controlled entities and associate companies; (refer Note 2 (b)(i) to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates and jointly controlled entities in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and jointly controlled entities respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

Lovelock & Lewes, 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor, Bangalore - 560 008
T: +91 (80) 4079 5000, F: +91 (80) 4079 5222

Lovelock & Lewes

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Tata Global Beverages Limited

Report on the Consolidated Financial Statements

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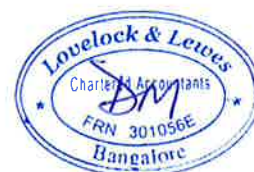
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 9 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, read with the proviso and the effect of the matter referred in the paragraph 8, below the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

8. As mentioned in Note 48 (c) to the consolidated financial statements, the overseas subsidiaries of the group have defined benefit schemes relating to which the actuarial losses or gains are allowed to be recognized in the Reserves as per the local generally accepted accounting practices followed in those respective jurisdictions. For the purpose of consolidated financial statements the holding company has adopted the accounting policy in respect of actuarial gains or losses for its overseas defined benefit schemes to reflect the applicable accounting framework of the respective jurisdictions and consequently accounted it in the Reserves instead of in the Statement of Profit and Loss. Had the Company followed the practice of recognition of actuarial gains/losses on the aforesaid defined benefit plans in the Statement of Profit and Loss as per Accounting Standard (AS 15) on Employee Benefits, the charge to employee benefits expense would have been higher by Rs. 53.15 Crores, the deferred tax charge would have been lower by Rs. 10.54 Crores, the consolidated profit before taxes and minority interest would have been lower by Rs. 53.15 Crores and the consolidated profit after taxes and minority interest would have been lower by Rs. 37.77 Crores.



Lovelock & Lewes

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Tata Global Beverages Limited

Report on the Consolidated Financial Statements

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Other Matter

9. We did not audit the financial statements/financial information of 39 subsidiaries, and 6 jointly controlled entities whose financial statements/ financial information reflect total assets of Rs. 7,397.35 Crores and net assets of Rs. 5,469.71 Crores as at March 31, 2016, total revenue of Rs. 5,319.66 Crores, net loss of Rs. 160.22 Crores and net decrease in cash flows amounting to Rs. 242.28 Crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 1.41 Crores for the year ended March 31, 2016 as considered in the consolidated financial statements, in respect of 4 associate companies whose financial statements/ financial information have not been audited by us. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associate companies and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group, associate companies and jointly controlled entities incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiaries included in the Group, associate companies and jointly controlled entities incorporated in India including relevant records relating to the preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014.



Lovelock & Lewes

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Tata Global Beverages Limited

Report on the Consolidated Financial Statements

Page 4 of 4

- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies, associate companies and jointly controlled companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2016 on the consolidated financial position of the Group, its associates and jointly controlled entities— Refer Note 34 and 35 to the consolidated financial statements.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as at March 31, 2016.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled companies incorporated in India during the year ended March 31, 2016.

For **Lovelock & Lewes**

Firm Registration Number: 301056E

Chartered Accountants

Dibyendu Majumder

Partner

Membership Number 057687

Place: Mumbai

Date : May 24, 2016