



Bombay Stock Exchange Ltd.  
Corporate Relationship Dept.  
1<sup>st</sup> Floor, New Trading Wing  
Rotunda Building, PJ Towers  
Dalal Street  
**Mumbai 400 001**  
**Scrip Code – 500800**

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (E)  
**Mumbai 400 051**  
**Scrip Code - TATAGLOBAL**

The Secretary  
The Calcutta Stock Exchange 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**

July 29, 2016

Dear Sirs,

**Sub : Notice of the 53<sup>rd</sup> Annual General Meeting (AGM) of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the Listing Regulations, attached herewith is the Notice of the 53<sup>rd</sup> AGM of the Company along with the Attendance Slip and Proxy Form forming part of the Annual Report 2015-16.

The entire Annual Report is available on the following link:

<http://www.tataglobalbeverages.com/investors/investor-relations/annual-reports>

Please take the same on record.

Thanking you,

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

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

**Encl. : as above**

**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

# Notice

Notice is hereby given that the Fifty Third 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 Wednesday, 24<sup>th</sup> August 2016 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 March 31, 2016, 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 March 31, 2016 together with the report of the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Cyrus P Mistry (DIN 00010178), who retires by rotation and, being eligible, offers himself for reappointment.
4. Ratification of 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, 142 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-fourth AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. for the financial year ending March 31, 2017, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## Special Business

5. Remuneration of Cost 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 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 & Banarjee, 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 March 31, 2017, be paid a remuneration of Rs. 3,25,000 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.”

6. Issue of Non Convertible Debentures on private placement basis

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification, amendment, substitution or re-enactment thereof, for the time being in force and pursuant to SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable Regulations / Guidelines and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, approval of the members of the Company is hereby accorded to the Board of Directors of the Company, (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to issue / offer / invite for subscription / to allot

Secured / Unsecured Redeemable Non-Convertible Debentures ("NCDs") including but not limited to bonds and / or other debt securities (hereinafter collectively referred as "Securities"), on private placement basis, listed or unlisted, in one or more tranches, during the period of one year from the date of passing of this special resolution, to eligible person(s), upto a limit of Rs. 350 Crores (Rupees Three Hundred and Fifty Crores), within the overall borrowing limits of the Company as approved by the members of the Company from time to time.

RESOLVED FURTHER THAT the Board is hereby authorised to determine the terms of the issue including providing security over any of the Company's assets, the class of investors to whom such Securities are to be issued, timing of the issue, total amount to be raised by issuance of Securities, the number of Securities, tranches, issue price, tenor, interest rate, premium / discount, redemption terms, appointment of trustee(s), security, listing etc., and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any director(s) and / or officer(s) of the Company, as it may in its absolute discretion deem necessary."

#### Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4, 5 and 6 are annexed hereto. Information under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Director proposed to be reappointed is provided in Annexure to this Notice.
2. **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/ herself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty eight hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf

of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Transfer Books of the Company will be closed from Wednesday, 10<sup>th</sup> August, 2016 to Wednesday, 24<sup>th</sup> August 2016, both days inclusive.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio Number.
5. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after Friday, 26<sup>th</sup> August, 2016 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 beginning of the business hours on Wednesday, 10<sup>th</sup> August 2016.
  - 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 Tuesday, 9<sup>th</sup> August 2016.
6. 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 (TSRDL). 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.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested

to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to TSRDL.

7. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or TSRDL for assistance in this regard.
8. 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 and self attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
9. 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.
10. 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.
11. Shareholders are requested to immediately notify their bank particulars giving the name of the bank and the branch, 9 digit MICR number, 11 digit IFS Code, 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 (TSRDL), in respect of shares held in physical form and to their Depository Participants in case of shares held in electronic form.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com) (under 'Investors' section).

Members holding shares in physical form may submit the same to TSRDL. Members holding shares in electronic form may submit the same to their respective depository participants.

13. 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 31<sup>st</sup> March, 2016. Shareholders who have not yet encashed their dividend warrant(s) pertaining to the dividend for the financial year 2008-09 and /or any subsequent years are requested to make their claims without any delay to the Registrars. It may be noted that the unclaimed dividend for the financial year 2008-09 declared by the Company on 1<sup>st</sup> September, 2009 can be claimed by the shareholders by 10<sup>th</sup> September, 2016. Attention of the shareholders is also drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.
14. In accordance with the Companies Act, 2013 read with the relevant Rules, the Notice of the AGM along with the Annual Report for 2015-16 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.
15. We request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
16. 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.

17. It is in interest of the shareholders to register their bank details against their account and avail of facility being extended by the Company of receiving the credit of dividend directly to their bank account through electronic means. The facility is available at all bank branches that have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System.

18. 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.

19. Updation of Member's 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 capturing 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 Participants.

20. Voting through electronic means:

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 electronically through the e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in the Notice. In this regard, your Demat Account/ Folio Number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-Voting

system. Shareholders may exercise their right to vote through remote e-voting through e-voting services provided by NSDL or vote at the 53<sup>rd</sup> Annual General Meeting (AGM) by electronic means or poll paper. 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 104330. 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.
  - 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](mailto:asimsecy@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 attendance slip 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](http://www.evoting.nsdl.com).
  - III. The e-voting period commences on Saturday 20<sup>th</sup> August 2016 at 9.00 am and ends on Tuesday 23<sup>rd</sup> August 2016 at 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, namely 17<sup>th</sup> August 2016, 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 or cast vote again.
  - IV. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date, which is 17<sup>th</sup> August 2016 . 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 as well as voting at the AGM.

- V. The facility to vote at the AGM will be provided by any electronic means or Poll paper to the shareholders who will be attending the AGM and have not cast their vote 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 Poll at the AGM in a fair and transparent manner.
- VII. The Scrutinizer shall immediately 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 cast through remote e-voting 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 make 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. 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](mailto: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](http://www.evoting.nsdl.com).

- IX. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are 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.

The route map showing directions to reach the venue of the fifty third AGM is annexed.

By Order of the Board



**V. Madan**

Vice President & Company Secretary

Registered Office:  
1, Bishop Lefroy Road,  
Kolkata – 700 020  
CIN - L15491WB1962PLC031425  
E-mail id: [investor.relations@tgb.com](mailto:investor.relations@tgb.com)  
Website address: [www.tataglobalbeverages.com](http://www.tataglobalbeverages.com)

Mumbai  
24<sup>th</sup> May 2016

## 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. 4, 5 and 6

### Item No. 4

#### Ratification of Appointment of Auditors

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 third AGM till the conclusion of the fifty fourth AGM is being put up to the shareholders for their ratification.

The Board commends the Ordinary Resolution at Item No. 4 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 Ordinary Resolution set out at Item No. 4 of the Notice.

### Item No. 5

#### Remuneration of Cost Auditors

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Shome & Banarjee as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2017.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board commends the Ordinary Resolution set out at Item No. 5 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 Ordinary Resolution set out at Item No. 5 of the Notice.

### Item No. 6

#### Issue of Non Convertible Debentures on private placement basis

As per the provisions of Section 42 of the Companies Act, 2013 ("Act"), including any statutory modifications or re-enactments thereof for the time being in force, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended

from time to time, a company offering or making an invitation to subscribe to Non Convertible Debentures ("NCD") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

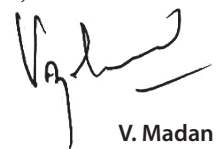
The Company is considering to issue NCDs/other debt securities to augment the long term resources of the Company for its business as the current NCDs are falling due for repayment. The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of the special resolution, upto an amount not exceeding Rs. 350 Crores, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price, listing, redemption terms, security etc. of the NCDs / other debt securities.

The proposed borrowings, along with the existing borrowings of the Company, would not exceed the aggregate outstanding borrowings of the Company approved by the Members, from time to time.

The Directors commend the Special Resolution at Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special 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

CIN - L15491WB1962PLC031425

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

Website address: www.tataglobalbeverages.com

Mumbai

24<sup>th</sup> May 2016

# Annexure to Notice

## Particulars of Director seeking reappointment

| Particulars                                                                                                                                     | Mr. Cyrus P Mistry                                                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth                                                                                                                                   | July 4, 1968                                                                                                                                                                                                                                                                                                                                                                        |
| Date of Appointment                                                                                                                             | June 22, 2012                                                                                                                                                                                                                                                                                                                                                                       |
| Qualifications                                                                                                                                  | Graduate Degree in Civil Engineering, UK; M. Sc. In Management, London Business School                                                                                                                                                                                                                                                                                              |
| Expertise in specific functional areas                                                                                                          | Wide business experience in variety of industries                                                                                                                                                                                                                                                                                                                                   |
| Directorships held in other public companies (excluding foreign companies and companies registered under Section 25 of the Companies Act, 1956) | <ul style="list-style-type: none"><li>• Tata Sons Limited#</li><li>• Tata Industries Limited *</li><li>• The Tata Power Company Limited *</li><li>• Tata Teleservices Limited *</li><li>• Tata Consultancy Services Limited*</li><li>• Tata Steel Limited*</li><li>• Tata Motors Limited*</li><li>• Tata Chemicals Limited *</li><li>• The Indian Hotels Company Limited*</li></ul> |
| Memberships/Chairmanships of Committees of other companies (includes only Audit Committee and Stakeholder Relationship Committee)               | Nil                                                                                                                                                                                                                                                                                                                                                                                 |
| Number of shares held in the Company                                                                                                            | 33,000                                                                                                                                                                                                                                                                                                                                                                              |
| Inter-se relationship with other Directors and Key Managerial Personnel                                                                         | Nil                                                                                                                                                                                                                                                                                                                                                                                 |

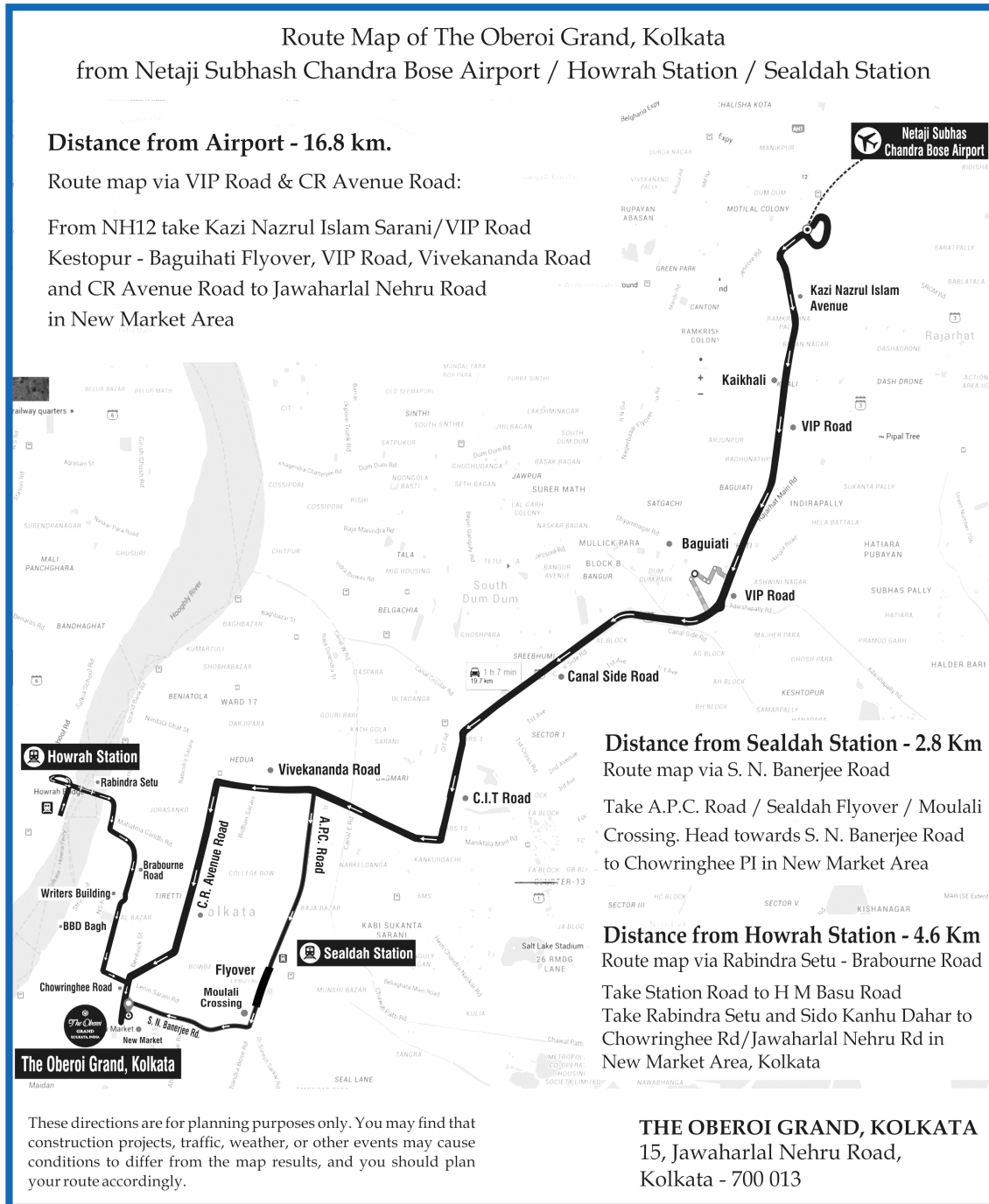
#Executive Chairman

\*Chairman of the Board

For other details such as number of meetings of the board attended and amount of sitting fees drawn during 2015-16, in respect of Mr. Cyrus P. Mistry, please refer to the Corporate Governance Report.

# Route Map to the AGM Venue

Venue: The Oberoi Grand, 15 Jawaharlal Nehru Road, Kolkata – 700 013



**Land Mark:** Near Esplanade Metro Station

**TATA GLOBAL BEVERAGES LIMITED**

Registered office: 1, Bishop Lefroy Road, Kolkata 700 020

Corporate Identity Number (CIN) - L15491WB1962PLC031425

E-mail id - investor.relations@tgbl.com Website address - www.tataglobalbeverages.com

**ATTENDANCE SLIP**

(To be presented at the entrance)

I hereby record my presence at the 53<sup>rd</sup> Annual General Meeting on Wednesday, 24<sup>th</sup> August 2016 at 10.30 a.m. at the Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata 700 020

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only member / proxyholder can attend the meeting
2. Member / Proxyholder should bring his / her copy of the annual report for reference at the meeting

**TATA GLOBAL BEVERAGES LIMITED**

Registered office: 1, Bishop Lefroy Road, Kolkata 700 020

Corporate Identity Number (CIN) - L15491WB1962PLC031425

E-mail id - investor.relations@tgbl.com Website address - www.tataglobalbeverages.com

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email Id : \_\_\_\_\_

Folio No. / DP ID NO. / Client ID No. : \_\_\_\_\_

I/We, being the member(s) of -----shares of Tata Global Beverages Limited, hereby appoint

1. Name \_\_\_\_\_ E-mail id: \_\_\_\_\_

Address: \_\_\_\_\_  
Signature: \_\_\_\_\_

Or failing him

2. Name \_\_\_\_\_ E-mail id: \_\_\_\_\_

Address: \_\_\_\_\_  
Signature: \_\_\_\_\_

Or failing him

3. Name \_\_\_\_\_ E-mail id: \_\_\_\_\_

Address: \_\_\_\_\_  
Signature: \_\_\_\_\_As my/our proxy to attend and vote (on a poll) for me/us, and on my /our behalf at the fifty third Annual General Meeting of the Company to be held on Wednesday, 24<sup>th</sup> August 2016 at 10.30 a.m. at the Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata 700 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt:
  - (a) the audited financial statements for the financial year ended 31<sup>st</sup> March 2016, 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 31<sup>st</sup> March 2016 together with the report of the Auditors thereon.
2. Declaration of dividend
3. Re-appointment of Mr. Cyrus P. Mistry as Director.
4. Ratification of appointment of auditors
5. Remuneration of cost auditors
6. Issue of Non Convertible Debentures on private placement basis

Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of shareholder \_\_\_\_\_ Signature of proxyholder(s) \_\_\_\_\_

- Notes: 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 1, Bishop Lefroy Road, Kolkata 700 020, not less than 48 hours before the commencement of the Meeting.**
- 2. Those Members who have multiple folios may use copies of this Attendance slip/ Proxy.**