

Date: 1<sup>st</sup> June 2023

To,  
The Chairman,  
Tata Coffee Limited  
CIN: L01131KA1943PLC000833  
Pollibetta, Kodagu, Karnataka 571215

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) for the 80<sup>th</sup> Annual General Meeting of Tata Coffee Limited held on Wednesday, May 31 2023, at 11:00 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').**

I, Pramod S. M. of M/s. BMP & Co. LLP, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Coffee Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), to conduct the remote e-voting process in respect of below-mentioned resolutions proposed at the 80<sup>th</sup> Annual General Meeting of Tata Coffee Limited held on Wednesday, May 31 2023, at 11:00 A.M. (IST) through VC / OAVM.



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I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated April 18, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM by the Company through electronic mode to those members whose email addresses were registered with the Company/ Depositories, in compliance with the MCA Circulars dated April 08, 2020, April 13, 2020, followed by Circular dated May 05, 2020 and Circulars dated December 28, 2022 (collectively referred to as “MCA Circulars”)

The Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the shareholders of the Company.

The remote voting commenced on Saturday, May 27, 2023 (9:00 A.M. IST) and ended on Tuesday, May 30, 2023 (5:00 P.M. IST) for e-voting.

The e-voting facility was provided by NSDL. The votes were unblocked on Wednesday, May 31, 2023 at around 1:22 P.M. (IST) in the presence of two witnesses, viz., Ms. Masoomi Naidu, currently residing at 2<sup>nd</sup>, 4139, 11<sup>th</sup> Cross, 80 Feet Road, near Seetha Circle, 4<sup>th</sup> Phase Girinagar, Bengaluru - 560050 and Ms. Shruti Jain., currently residing at #224, 8<sup>th</sup> Main Road, Mysore Bank Colony, Srinivasanagar, Bengaluru - 560050, who are not in employment of the Company.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.



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The Shareholders of the Company holding shares as on the “cut-off” date of Wednesday, May 24, 2023, were entitled to vote on the resolutions contained in the Notice of the AGM.

After the closure of the remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making scrutinizers report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as below, of the remote e-voting in respect of the said resolutions.

#### Resolution No. 1 – Ordinary Resolution

Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	496	115054029	99.9995



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Total	496	115054029	99.9995
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(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	9	599	0.0005
Total	9	599	0.0005

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
Total	0	0

## Resolution No. 2 – Ordinary Resolution

Adoption of Audited Consolidated Financial Statements for the Financial Year ended March 31, 2023 together with the Report of the Auditors thereon.

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	494	115053820	99.9995
Total	494	115053820	99.9995





(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	7	548	0.0005
Total	7	548	0.0005

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
Total	0	0

### Resolution No. 3 – Ordinary Resolution

Declaration of Dividend of Rs.3 per Equity Share of the face value of Rs.1 each (300%) of the Company, for the Financial Year ended March 31, 2023.

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	490	115160659	99.9995
Total	490	115160659	99.9995



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(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	13	633	0.0005
Total	13	633	0.0005

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
Total	0	0

#### Resolution No. 4 – Ordinary Resolution

Appointment of a Director in place of Mr. R. Harish Bhat (DIN: 00478198), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	475	112376714	97.5821
Total	475	112376714	97.5821



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(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	27	2784428	2.4179
Total	27	2784428	2.4179

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
Total	0	0

The final analysis of the e-voting is annexed herewith as *Annexure A*. The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the chairman considers, approves, and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

For BMP & Co. LLP,  
Company Secretaries



Place: Bangalore

Date: 1<sup>st</sup> June, 2023

UDIN: F007834E000441971

Pramod S M  
Designated Partner  
FCS No: 7834  
CP No: 13784

## Annexure A

## THE FINAL ANALYSIS OF THE E-VOTING IS AS FOLLOWS:

Sl No.	Resolution	E-Voting		Percentage		Result
		For	Against	For	Against	
1	Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.	115054029	599	99.9995	0.0005	Approved as an Ordinary Resolution
2	Adoption of Audited Consolidated Financial Statements for the Financial Year ended March 31, 2023 together with the Report of the Auditors thereon.	115053820	548	99.9995	0.0005	Approved as an Ordinary Resolution
3	Declaration of Dividend of Rs.3 per Equity Share of the face value of Rs.1 each (300%) of the Company, for the Financial Year ended March 31, 2023.	115160659	633	99.9995	0.0005	Approved as an Ordinary Resolution



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4	Appointment of a Director in place of Mr. R. Harish Bhat (DIN: 00478198), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.	112376714	2784428	97.5821	2.4179	Approved as an Ordinary Resolution
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Based on the above information, you may kindly announce the results.

Thanking you,  
Yours faithfully

For BMP & Co. LLP,  
Company Secretaries

 Pramod S M  
Designated Partner  
FCS No: 7834  
CP No: 13784

Place: Bangalore  
Date: 1<sup>st</sup> June, 2023  
UDIN: F007834E000441971

We, the undersigned, witness that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://evoting.nsdl.com>) in our presence.



**Name:** Masoomi Naidu

**Address:** 2<sup>nd</sup>, 4139, 11<sup>th</sup> Cross, 80 Feet Road, Near Seetha Circle, 4<sup>th</sup> Phase Girinagar, Bengaluru - 560050



**Name:** Shruti Jain

**Address:** #224, 8<sup>th</sup> Main Road, Mysore Bank Colony, Srinivasanagar, Bengaluru - 560050

