Annual General Meeting on Friday, the 3rd September, 2004 at the Registered Office at 10.00 A.M.

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Company Information

Board of Directors

R.K. Krishna Kumar *(Chairman)*

K.B. Somana

Y.H. Malegam

D.M. Dasappa

R. Govindarajan

H. R. Khusrokhan

T. V. Rama Rao
(Representative of Financial Institutions)

A. P. Goel

Bernard Martyris

M. H. Ashraff *(Managing Director)*

Registered Office

Pollibetta - 571 215
Kodagu Karnataka State

Registrars

Tata Share Registry Ltd.,
(Unit: Tata Coffee Limited)
Army & Navy Building,
148, Mahatma Gandhi Road,
Mumbai - 400 001.

Telephone: 022-5656 8484 Fax No. 022-5656 8496
E-mail: csg-unit@tatashare.com
Website: www.tatashare.com

Auditors

N. M. Raiji & Co.
SNB Associates

Bankers

Corporation Bank
Indian Overseas Bank
Standard Chartered Bank
Hongkong and Shanghai Banking Corporation Ltd.
ICICI Bank Ltd.

Board Committees

Audit Committee
Y. H. Malegam - Chairman
K. B. Somana
R. Govindarajan

Shareholders/Investors Grievance Committee
R. K. Krishna Kumar - Chairman
K. B. Somana
M. H. Ashraff

Remuneration Committee
K. B. Somana - Chairman
R. K. Krishna Kumar
Y. H. Malegam
R. Govindarajan
H. R. Khusrokhan

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NOTICE

NOTICE is hereby given that the 61st Annual General Meeting of the Company will be held at the Registered Office of the Company at Pollibetta, Kodagu, on Friday, the 3rd September, 2004 at 10.00 AM to transact the following business: -

1. To receive and adopt the audited Profit and Loss Account for the year ended 31st March, 2004 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr.T.V.Rama Rao who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. A. P. Goel who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Mr.R.Govindarajan who retires by rotation and is eligible for re-appointment.
6. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

To consider and if thought fit to pass with or without modification, the following Resolutions :

7. As an Ordinary Resolution :

   RESOLVED that Mr.Bernard Martyris be and is hereby appointed as Director of the Company liable to retire by rotation.

8. As a Special Resolution :

   "RESOLVED that pursuant to the provisions of Section 314 and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby consents to Ms.Farah Ashraff, a relative of the Managing Director of the Company holding and continuing to hold an office or place of profit under the Company as a Member of the Management Staff of the Company from 01.04.2004 in Grade M-5 on a basic salary of Rs.14600/- per month in the scale of Rs.13285-410-14105-495-15590-580-18490-660-21130-740-23350-910-24260 together with the usual perquisites, allowances, benefits, amenities and facilities as specified in the Explanatory Statement annexed hereto which are applicable to all employees in Grade M-5 as per the Rules of the Company with authority to the Board of Directors of the Company to sanction at its discretion such increase in salary, allowances, perquisites, benefits, amenities and facilities within the Rules of the Company applicable to Grade M-5 as it may deem fit and proper".

By Order of the Board,

M.K.C.Pai
Company Secretary

Registered Office:
Pollibetta, Kodagu
22nd July, 2004.

NOTES:

1. The Register of Members of the Company will remain closed from 10th August, 2004 to 3rd September, 2004, both days inclusive.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the Meeting.**
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the items of Special Business is annexed hereto.
4. Dividend, if declared at the Annual General Meeting will be paid within 30 days thereof to those members whose names appear on the Register of Members on 10th August, 2004 or to their mandatees. The dividend in respect of Shares held in electronic form would be payable to the beneficial owners of Shares recorded with the depositories as of the end of 9th August, 2004 as per details furnished by the Depositories for the purpose.
5. All unclaimed/unpaid dividends upto the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of Central Government. Shareholders who have not yet encashed the warrants in respect of the dividend upto the aforesaid financial year are requested to claim their dividend from the Registrar of Companies, 2nd Floor, "E" Wing, Kendriya Sadan, Koramangala, Bangalore, Karnataka by making an application in the prescribed Form.

3 - CEPS -6 — D:\Sales\Sanjay\TATA COFFEE 2004/**Tata Coffee Main-2004.P65** — Ravi/12-6/NSS/15/6/XYZ/NSS/16/6

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Pursuant to Section 205A read with Section 205C of the Companies Act, 1956 the unclaimed/unpaid dividend for the financial year ended 31st March, 1996 has been transferred to the Investor Education and Protection Fund of the Central Government ("the Fund"). The balance lying in the unpaid dividend account for the year ended 31st March, 1997 is in the process of being transferred to the Fund.

Shareholders are requested to note that the Company is statutorily required to transfer to the Fund all dividends which were/are unpaid/unclaimed for a period of seven years from the date they became due for payment. Shareholders who have not yet encashed their warrants in respect of Dividend for the years subsequent to 31st March 1997 are requested to do so sufficiently in advance before the said transfers take place.

6. Securities and Exchange Board of India (SEBI) vide their circular dated October 15, 2001, has made it mandatory for all Companies to use the bank account details furnished by the shareholders for distributing dividend through Electronic Clearing Service (ECS) wherever ECS and Bank Details are available. In the absence of ECS facility being made available for any reason, the Companies are required to print the bank account details, on the payment instrument for distribution of dividend to the investors. Shareholders holding shares in physical form are requested to notify their bank details giving the name of the bank, the branch and the account number and type and also any change of address to the Company's Registrar and Share Transfer Agent, Tata Share Registry Ltd., and in case of their holdings in electronic form the details should be conveyed to their Depository Participant. Shareholders who wish to avail the ECS facility offered by the Company should in addition to the aforesaid bank details also furnish their Bank Branch Code to the Registrar's / Depository Participant. The request Form in this regard may be obtained from the Company's Registrar & Share Transfer Agent.

The bank particulars of the Shareholders recorded with the Depository Participant as of the book closure date, the data of which will be received through National Securities Depository Ltd. will be used by the Company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and in the interest of the shareholders, it is important that bank account details are correctly provided to the Depository Participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.

Details of Directors seeking appointment/retiring by rotation & seeking re-appointment

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr.T.V.Rama Rao	Mr. A. P. Goel	Mr.R.Govindarajan	Mr.Bernard Martyris
Date of Birth	07.07.1938	20.05.1957	13.04.1936	23.01.1949
Date of Appointment	12.06.2002	12.06.2002	07.02.1994	22.08.2003
Qualifications	M.A., L.L.B., A.F.I.I	Chartered Accountant	B.E, F.I.E, F.I.V, F.I.C.A, M.I.C.C.C M.Phil	P.G in HR, M.A., Eng (India)
Expertise in specific functional area	Insurance, Legal & General Management Former Executive Director of LIC	Finance, Taxation & IT	Chartered Engineer, Valuer & Arbitrator Former Executive Director of LIC	Human Resources
Chairman/Director of other Companies	Nil	Watawala Plantations Ltd., Sri Lanka	Nil	Nil
Chairman/Member of Committees* of the Boards of which he is a Director	Nil	Audit Committee, Watawala Plantations Ltd., Sri Lanka – Chairman	Nil	Nil

* Includes Audit, Remuneration and Shareholders/Investors Grievance Committees only of other companies.

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EXPLANATORY STATEMENT

Pursuant to Section 173(2) of the Companies Act, 1956.

Item No.7

Mr.Bernard Martyris was appointed as an Additional Director of the Company by the Board with effect from 22nd August 2003. In terms of Section 260 of the Companies Act, 1956, Mr.Martyris holds office till the date of the ensuing Annual General Meeting and is eligible for reappointment. Notice under Section 257 of the Companies Act, 1956 alongwith requisite deposit has been received from a member signifying his intention to propose the candidature of Mr.Martyris as Director retiring by rotation.

None of the Directors except Mr.Martyris is interested in the Resolution.

Item No.8

Ms.Farah Ashraff, daughter of Mr.M.H.Ashraff, Managing Director of the Company was appointed as Executive-Marketing in the year 1998 and was promoted as Assistant Manager long before Mr.Ashraff became a Director of the Company. Ms.Farah Ashraff is a Graduate in Economics from Stella Maris College, Chennai.

The performance of Ms.Farah was considered commendable by her superiors and she was promoted as Dy.Manager - Marketing with effect from 01.04.2004.

As a consequence of promotion, it has become necessary for the Company to obtain approval of the Shareholders for Ms.Farah to continue to hold her appointment with the Company as required under Section 314 of the Companies Act, 1956. Hitherto, this sanction was not required as this appointment was exempt under Sub-section (1A) of Section 314 of the Companies Act, 1956.

As Dy. Manager-Marketing with effect from 01.04.2004, Ms.Farah Ashraff will be entitled to the following by way of salary and perquisites:

Salary : Rs.14600/- p.m. in the scale of Rs.13285-410-14105-495-15590-580-18490-660-21130-740-23350-910-24260.

Perquisites: HRA- Rs. 7245/- p.m.

Car as per Company's car scheme rules with a limit of 120 litres of petrol p.m. and Vehicle Maintenance - Rs.21800/- p.a.

Composite Allowance - Rs.3250/- p.m.

Lunch Allowance- 1240/- p.m.

Annual Leave Travel Assistance - Rs.10285/- p.a. per adult and per dependent child above 12 years and below 24 years of age subject to a maximum of two children and Rs. 5145/- p.a. for each child below 12 years subject to a maximum of two children.

Medical - Free medical for self, spouse and upto two dependent children upto the age of 24 years.

Entrance Fee of one club subject to a limit of Rs.25000/-

Residential Telephone charges - Rental.

Interest subsidy on housing loan, and other allowance as per company rules.

Expenditure on Gas & Electricity with a limit of 12 Cylinders p.a. and Rs. 1,100/- p.m. respectively.

Merit Bonus - as applicable to her grade depending on the rating given to her in Annual Performance Appraisal.

The Company will contribute 12% and 15% of Ms.Farah Ashraff's salary to Provident Fund and Superannuation Fund respectively and also make annual contributions to Gratuity Funds in respect of Ms.Farah Ashraff based on actuarial valuation.

Members approval is sought to the payment of remuneration to Ms.Farah Ashraff together with the benefits, perquisites, etc., as stated above (which are also applicable to other Executives in the same grade) as required under Section 314 of the Companies Act, 1956.

The resolution set out in Item No. 8 of the notice is commended by the Board of Director for acceptance.

No Director of the Company except Mr. M.H. Ashraff is deemed to be concerned or interested in the resolution.

By Order of the Board,

M.K.C.Pai
Company Secretary

Registered Office:
Pollibetta, Kodagu

22nd July, 2004.

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1999/2000 To 2003/2004: A five year review

INCOME & DIVIDEND ETC.		1999/2000	2000/2001	2001/2002	2002/2003	2003/2004
Sales Value of Coffee and Estate Produce and Gross Income from Services rendered., etc.	Rs. in Lakhs	21,787.80	21,193.64	17,826.57	16,823.33	18,522.24
Profit before Tax	Rs. in Lakhs	3,966.52	1,462.60	1,317.38	2,026.24	2,199.10
As percentage of sales		18	7	7	12	12
Profit after Tax	Rs. in Lakhs	2,611.52	1,357.56	914.24	2,019.89	1,710.36
As percentage of Sales		12	6	5	12	9
As percentage of Net Worth (Shareholders' Funds)		21	10	7	14	11
Expenses as percentage of Income		82	93	93	88	88
Current Assets/Current Liabilities		2.3:1	3.2:1	3.1:1	2.2:1	3.6:1
Debt/Equity Ratio		0.17:1	0.45:1	0.53:1	0.38:1	0.51:1
Fixed Assets/Net Worth (as percentage)		54	81	80	69	62
Net Profit per Equity Share	Rs.	20.94	10.89	7.33	16.20	13.72
Dividend Distributed	Rs.	6.00	4.00	3.50	5.00	5.00
ASSETS & LIABILITIES	(Rs. in Lakhs)					
Net Fixed Assets		6,562.17	10,558.97	10.418.98	9,954.25	9,527.61
Stocks		6,878.79	6,642.57	6,143.09	5,695.46	6,561.51
Debtors, Loans & Advances		3,365,43	2,619.99	2,393.32	2,636.41	4,820.12
Other Assets		272.54	184.83	174.82	171.33	854.52
Sundry Liabilties		4,475.01	2,910.78	2,753.29	3,780.26	3,391.13
Net Current Assets		6,041.75	6,536.61	5,957.94	4,722.94	8,845.02
Deferred Revenue Expenditure		—	125.79	220.50	421.95	315.76
Investments in Shares & Securities		1,638.77	1,567.80	3,989.18	5,102.43	4,982.05
Total Assets		**14,242.69**	**18,789.17**	**20,586.60**	**20,201.57**	**23,670.44**
REPRESENTED BY	(Rs. in Lakhs)					
Share Capital		1,246.87	1,246.87	1,246.87	1,246.87	1,246.87
Reserves		10,932.69	11,740.63	11,804.48	13,121.05	14,129.81
Shareholders' Interest (Net Worth)		12,179.56	12,987.50	13,051.35	14,367.92	15376.68
Loans		2,063.13	5,801.67	6,940.12	5,450.17	7,841.59
Deferred Tax Liability (Net)		—	—	595.13	383.48	452.17
Total		**14,242.69**	**18,789.17**	**20,586.60**	**20,201.57**	**23,670.44**

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Production (In Tonnes)

YEAR	COFFEE ARABICA	COFFEE ROBUSTA	TOTAL	TEA	PEPPER	CARDAMOM	COFFEE CURED	INSTANT COFFEE
1994/1995	1478	4325	5803	636	489	28.10	15455	—
1995/1996	2006	3679	5685	566	550	50.88	23205	—
1996/1997	1521	4266	5787	669	769	14.68	19287	—
1997/1998	1533	4297	5830	748	752	10.76	17305	—
1998/1999	2011	6068	8079	778	670	9.40	16437	—
1999/2000	2992	5455	8447	1066	1058	9.06	19656	2963
2000/2001	2885	6370	9255	990	929	8.34	18167	4771
2001/2002	2595	5790	8385	1072	1196	6.62	16223	4507
2002/2003	3044	6813	9857	1114	856	4.43	13027	3590
2003/2004	2338	5539	7877	1048	1150	7.10	14548	5386

Note: Data for 1994/95 to 1998/99 are prior to Merger of erstwhile Coffee Lands Ltd., Asian Coffee Ltd., Veerarajendra Estates Ltd. and Charagni Limited, with the Company.

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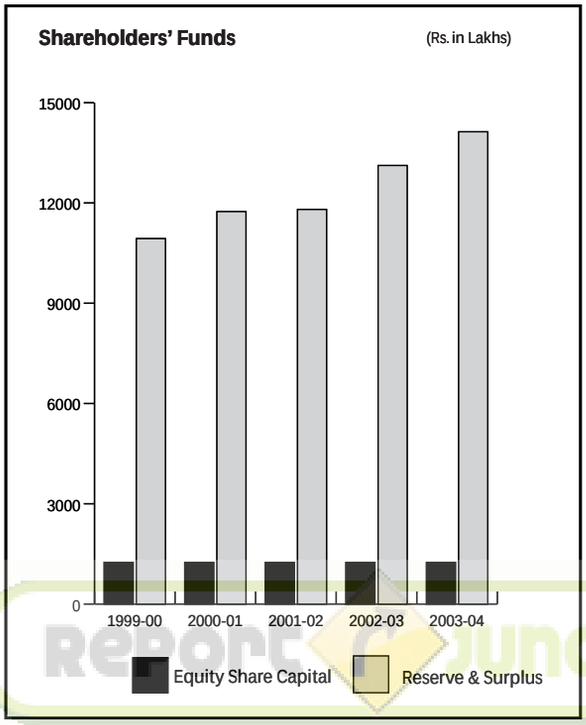
Acreage Statement - 5 Years

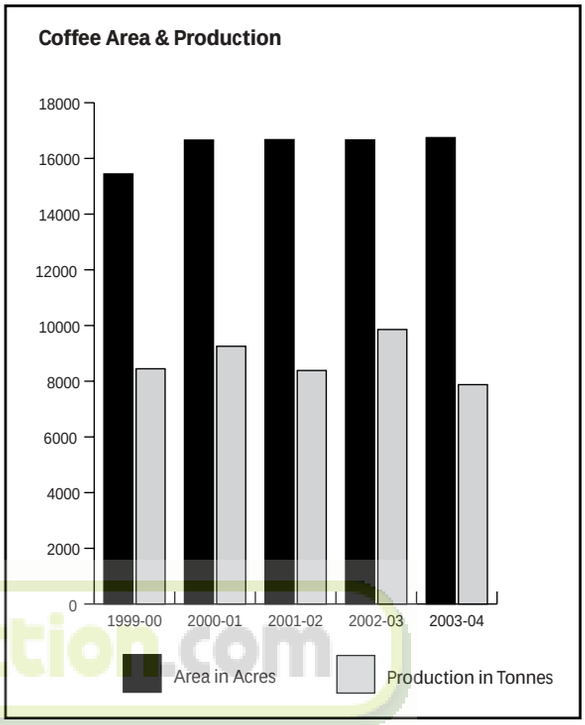
	1999/2000	2000/2001	2001/2002	2002/2003	2003/2004	
	Acres				Acres	Hectares
COFFEE *						
Arabica	5354	6259	6372	6382	6358	2574
Robusta	10090	10399	10302	10281	10310	4174
	15444	16658	16674	16663	16668	6748
TEA	899	885	885	897	897	363
OTHER CROPS						
Cardamom	256	258	258	267	274	111
Paddy	134	129	124	123	124	50
Pure Pepper	—	25	207	207	210	85
TOTAL CULTIVATED AREA:	16733	17955	18148	18157	18173	7357

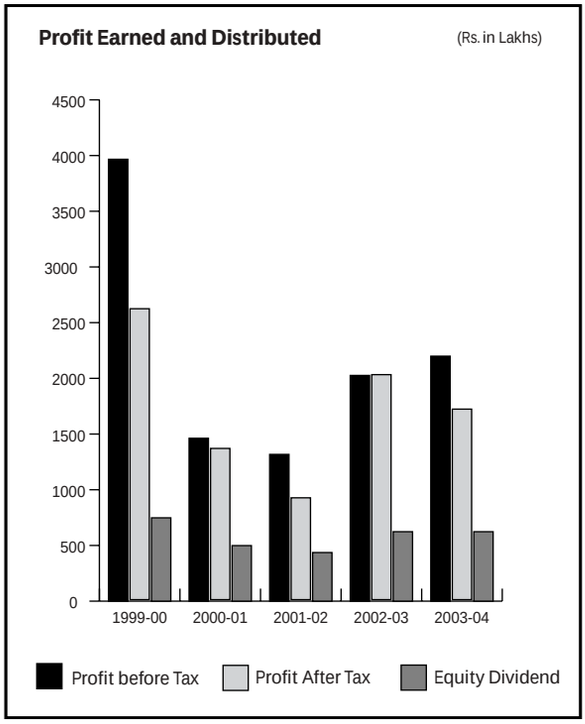
* Orange, Cardamom & Pepper interplanted in Coffee

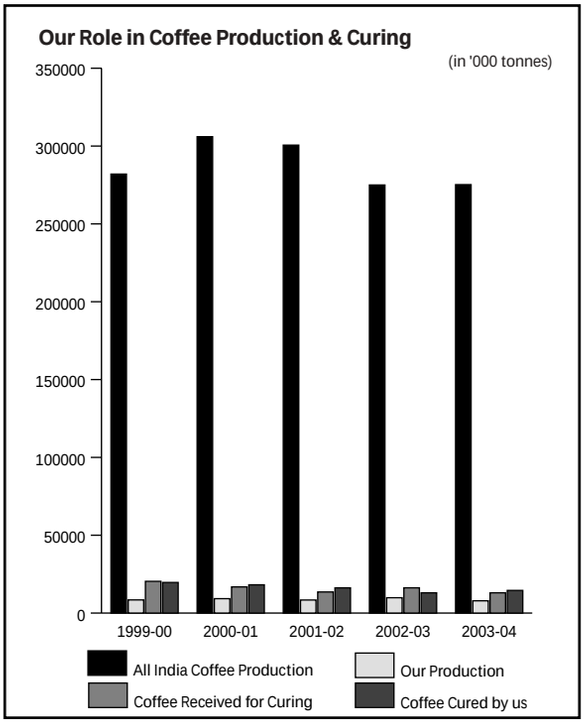
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DIRECTORS' REPORT

Your Directors are pleased to submit their Report together with the Audited statement of accounts for the year ended 31st March, 2004.

FINANCIAL RESULTS

	2003/2004		2002/2003	
	Rs. in Lakhs	**Rs. in Lakhs**	Rs. in Lakhs	Rs. in Lakhs
Profit from operations		**3374.67**		2569.24
Add: Extraordinary Income (Net)		**(108.97)**		657.16
Profit before Interest, Depreciation and Taxation		**3265.70**		3226.40
Deduct: Interest	**492.73**		604.26	
Depreciation	**573.87**		595.90	
		1066.60		1200.16
Profit Before Tax		**2199.10**		2026.24
Provision for Tax: Current Year	**420.05**		218.00	
Deferred Tax	**68.69**		(211.65)	
		488.74		6.35
Profit After Tax		**1710.36**		2019.89
Add: Surplus brought forward from previous year	**969.11**		571.85	
Debenture Redemption Reserve written back	**—**		175.00	
		969.11		746.85
Amount available for appropriation		**2679.47**		2766.74
Appropriations:				
General Reserve No.I	**600.00**		700.00	
General Reserve No.II	**446.99**		394.31	
		1046.99		1094.31
Dividends:				
Final (Proposed)	**623.44**		623.44	
Tax on Dividend	**79.88**		79.88	
		703.32		703.32
Balance carried forward		**929.16**		969.11

TURNOVER

Your Company's turnover during the year under review was Rs.185.22 Crores as against Rs.168.23 Crores during the previous year.

PROFITS

For the year ended 31st March, 2004, your Company earned a profit after tax of Rs.17.10 Crores as against Rs.20.20 Crores during 2002-03. The profit from operations has increased by 31.35% as against the previous year due to the improved performance of the Plantation Division which was attributable to the record crop in 2002-2003 leading to reduction in the stock carrying cost coupled with better Terminal Rates which improved prices and continued emphasis on containing costs. There has also been a sizeable reduction in the cost of servicing of debts due to aggressive treasury operations,

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leading to exceptional benefits during the year. The Instant Coffee Division continued its good performance although the profits were lower as compared to the last year due to higher input cost.

DIVIDEND

Your Directors have recommended a dividend of 50% on the paid-up equity share capital of Rs.12.47 Crores. This will absorb a sum of Rs.703.32 Lakhs including Rs.79.88 Lakhs by way of dividend tax.

COFFEE SCENARIO

The year started with prices only marginally better than in the previous year. Following a massive ten mn bag surplus in 2002-03, the market was headed for near balance in 2003-04 with the possibility of significant draw down of accumulated stocks. The 2003-04 Brazilian crop was estimated to be around 28 mn bags as compared to 50 mn bags in the previous year. However, except for a brief fund fuelled spurt in prices during September, the market remained range bound for the most part of the year.

The initial market estimates of the 2004-05 Brazilian crop were highly positive placing it at around 45 – 50 mn bags dampening market sentiment once again. However, the reports proved premature and the first official estimate issued around mid-December placed the crop at around 35 mn bags. The lower estimate coupled with fund action took the market upwards at the beginning of the current year. Tightening in Arabica supplies is expected in the second half of the current year following the lowering of Brazil's crop estimate. With consumption being placed at 112 mn bags, the shortfall of 10 mn bags will be just met from the surplus stock of the previous year.

London followed a similar pattern with a brief spike in September followed by a surge once again at the beginning of the current year. Market was supported by news of lower than expected crop estimates from a number of Robusta producing countries. However, later a number of countries including Vietnam improved their expectations leading to prices going back to the earlier levels.

Current global production estimates is 102 mn bags compared to 120 mn bags in the previous year out of which Arabica is expected to be 63 mn bags and Robusta 39 mn bags.

OPERATIONS

Plantations

The Company's estates harvested a total of 7877 Tonnes of Coffee in 2003/2004 against an estimate of 9000 Tonnes registering a shortfall of 12.47%. The most significant shortfall was in Arabica crop, registering a decline of 17.84%. Scanty monsoon shower and the unprecedented dry spell from October, 2003 to April, 2004 severely impacted the crop. The crop harvested in 2002/2003 was 9857 Tonnes and was a record crop year. The Tea production for season 2003/2004 was 1,048 Tonnes as against 1,114 Tonnes in 2002/2003. As against 856 Tonnes in 2002/03, the Pepper crop harvested up to 31.03.2004 aggregates to 1,150 Tonnes. The Cardamom production during 2003/04 was 7.095 Tonnes as against 4.43 Tonnes in 2002/2003.

Instant Coffee Division

The Instant Coffee Division contributed substantially to the Company's turnover & profits and this business has its thrust on exports through value addition. The Company is doing extremely well in Russia and its neighboring countries. Throughout the year 2003-2004, despite the market being highly competitive, the competition coming mainly from South American producers, the company has been able to sustain its sales volumes. During the year under review the coffee bean prices have risen but the selling prices could not be pushed upwards due to competition. However, necessary measures have been initiated to reduce all round costs substantially which will result in better volumes and margins in the coming years. Your Company has also been able to enter markets with improved agglomerated coffee and expects to do well in this sector to improve total sales.

The total capacity of the Company's instant coffee facility at its Toopran factory is 2400 MT. In order to meet the increased demand, the Company had considered various options to supplement /augment capacity one of which was to enter in to an arrangement to acquire Highhill Coffee India (P) Ltd, a Company having an instant coffee facility at Theni, Tamilnadu with a capacity of 3600 MT per annum. The main advantages of the plant are proximity to coffee growing area, Port, and significantly lower operational costs. The company proposes to make various improvements in the facility to further reduce costs and enhance quality. This will give the Company a competitive advantage.

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