

**Annual General Meeting on
Monday, the 18th August, 2008
at the Registered Office
at 11.30 A.M.**

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COMPANY INFORMATION**Board of Directors****R.K. Krishna Kumar** (*Chairman*)**Y.H. Malegam****D.M. Dasappa****R. Govindarajan****P.T. Siganporia****U.M. Rao****Prof. A. Monappa****Ms. Sangeeta Talwar****Ms. Barbara A. Roth** (with effect from 25.10.2007)**M.H. Ashraff** (*Managing Director*)**Hameed Huq***Executive Director (Plantations)***Arunava Sengupta***Executive Director (Instant Coffee Operations)***Sanjiv Sarin** (with effect from 11.02.2008)*Executive Director (Business Development)***Registered Office**

Pollibetta – 571 215

Kodagu, Karnataka State

Corporate Office

No. 57, Railway Parallel Road,

Kumara Park (W), Bangalore – 560 020

Tel: (080) 23560695 Fax: (080) 23341843

E-mail : investors@tatacoffee.com

Website : www.tatacoffee.com

Registrars

TSR Darashaw Ltd.

6-10, Haji Mosa Patrawala Ind. Estate,

20, Dr. E. Moses Road,

Mahalaxmi, Mumbai – 400 011

Tel: 022-6656 8484 Fax: 022-6656 8496

E-mail : csg-unit@tsrdarashaw.com

Website : www.tsrdarashaw.com

Auditors

N.M. Rajji & Co.

SNB Associates

Bankers

Corporation Bank

Indian Overseas Bank

Standard Chartered Bank

Hongkong and Shanghai Banking Corp. Ltd.

ICICI Bank Ltd.

Bank of Nova Scotia

Debenture Trustees**Rights Issue of Partly Convertible Debentures**

IDBI Trusteeship Services Ltd.

(erstwhile WITECO)

Ballard Estate,

17, R. Kamani Marg,

Mumbai - 400 001.

Private Placement of Non-Convertible Debentures

UTI Bank,

Central Office, 131, Maker Towers 'F',

Cuffe Parade, Colaba,

Mumbai – 400 005.

Board Committees**Audit Committee**

Y.H. Malegam – Chairman

R. Govindarajan

Prof. A. Monappa

Shareholders/Investors Grievance Committee

R.K. Krishna Kumar – Chairman

M.H. Ashraff

R. Govindarajan

Remuneration Committee

Y.H. Malegam – Chairman

R.K. Krishna Kumar

R. Govindarajan

Prof. A. Monappa

NOTICE

NOTICE is hereby given that the 65th Annual General Meeting of the Company will be held at the Registered Office of the Company at Pollibetta, Kodagu, on Monday, the 18th August, 2008, at 11.30 AM to transact the following business: -

1. To receive and adopt the audited Profit and Loss Account for the year ended 31st March, 2008 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. R.K. Krishna Kumar who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Hameed Huq who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Mr. Arunava Sengupta 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 Ms. Barbara A. Roth be and is hereby appointed as Director of the Company liable to retire by rotation.

8. As an Ordinary Resolution:

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

9. As an Ordinary Resolution:

RESOLVED that in partial modification of the resolution passed at the Annual General Meeting of the Company held on 31st July, 2007 relating to the re-appointment of and remuneration payable to Mr. M. H. Ashraff, Managing Director for the period commencing from 1st April, 2007 and ending 2nd January, 2010 and pursuant to the applicable provisions of the Companies Act, 1956 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Company be and is hereby accorded to the revision in the salary scale of Mr. M. H. Ashraff with effect from 1st April, 2008 as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

10. As an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 269, 309, 311 and other applicable provisions, if any of the Companies Act, 1956 (the Act) read with the provisions of Schedule XIII to the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Company is hereby accorded to the re-appointment of and remuneration payable to Mr. Hameed Huq as Wholetime Director of the Company for a period of two years with effect from 3rd January, 2008 on the terms and conditions (including the remuneration to be paid in the event of absence or inadequacy of profits in any financial year) as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company (the Board) to alter and vary the terms and conditions of the said re-appointment in such manner and to such extent as may be agreed to by the Board and Mr. Huq.

11. As an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 269, 309, 311 and other applicable provisions, if any of the Companies Act, 1956 (the Act) read with the provisions of Schedule XIII to the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Company is hereby accorded to the re-appointment of and remuneration payable to Mr. Arunava Sengupta as Wholetime Director of the Company for a period of two years with effect from 3rd January, 2008 on the terms and conditions (including the remuneration to be paid in the event of absence or inadequacy of profits in any financial year) as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company (the Board) to alter and vary the terms and conditions of the said re-appointment in such manner and to such extent as may be agreed to by the Board and Mr. Sengupta.

12. As an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 269, 309, 311 and other applicable provisions, if any of the Companies Act, 1956 (the Act) read with the provisions of Schedule XIII to the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Company is hereby accorded to the appointment of and remuneration payable to Mr. Sanjiv Sarin as Wholetime Director of the Company for a period of three years with effect from 11th February, 2008 on the terms and conditions (including the remuneration to be paid in the event of absence or inadequacy of profits in any financial year) as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company (the Board) to alter and vary the terms and conditions of the said appointment in such manner and to such extent as may be agreed to by the Board and Mr. Sarin.

Bangalore
16th June, 2008

By Order of the Board
M.K.C. Pai
Company Secretary

NOTES:

1. The Register of Members of the Company will remain closed from 1st August, 2008 to 18th August, 2008, 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 of the Company after giving effect to the valid transfers in respect of the shares lodged with the Company on or before the close of business hours on 31st July, 2008 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 31st July, 2008 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 the 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.
Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the unclaimed/unpaid dividend for the financial years ended 31st March, 1996 to 31st March, 2000 have 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, 2001 will be transferred to the Fund shortly. 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 and once such amounts are transferred to the Fund, no claim shall lie against the Fund or the Company. Shareholders who have not yet encashed their dividend warrants are requested to do so sufficiently in advance before the said transfers take place.
6. Securities and Exchange Board of India (SEBI) vide 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 event of ECS facility not being available for any reason, 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, the account number and type and also any change of address to the Company's Registrar and Transfer Agent, M/s TSR Darashaw Ltd. In case the holdings are in electronic form, the said 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. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and 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 Depositories 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 safety and in the interest of the shareholders, it is important that bank account details are correctly provided to the Depository Participants. The bank details (mandate) for shares held in physical form will not be applicable/applied for shares held in electronic form and vice versa.

**Details of Directors seeking appointment/re-appointment/retiring by rotation
(In pursuance of Clause 49 of the Listing Agreement)**

Name of Director	R.K. Krishna Kumar	Hameed Huq	A. Sengupta	Barbara A. Roth	Sanjiv Sarin
Date of Birth	18.07.1938	31.01.1951	02.12.1948	03.07.1963	25.04.1955
Date of Appointment	10.01.1991	03.01.2005	03.01.2005	25.10.2007	11.02.2008
Qualifications	M.A. Economics	B.A. (Hons.)	B.Sc (Chem. Engg.) – BHU, PGDM-I.I.M, Calcutta	MBA from Kellogg School of Management, Bachelor of Science from the University of Vermont	MA (Econometrics) MBA-AIM, Philippines
Expertise in specific functional area	Overall Business Management	Plantation General Management function of managing plantations. Overseas experience as CEO of two plantation companies.	Materials function (Purchase and store), Project Management, Production and Marketing	P & L business development planning	General Management, Business Strategy, New Business Development, Marketing and Sales
Chairman/Director of other Companies	As detailed below	Nil	Alliance Coffee Ltd.	Nil	Nil
Chairman/Member of Committees* of the Boards of which he is a Director	As detailed below	Nil	Nil	Nil	Nil
No. of Shares held in the Company	Nil	199	Nil	Nil	Nil

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

Directorships in Companies & Memberships in Committees of Mr. R.K. Krishna Kumar

Sl. No.	Name of the Company	Membership in Committees	
		Name of the Committee	Position held
1.	Tata Sons Limited	Remuneration	Member
2.	Tata Industries Limited		
3.	Tata International Limited		
4.	The Indian Hotels Company Limited	1. Remuneration 2. Shareholders/Investors Grievance	1. Member 2. Member
5.	Tata Tea Limited	1. Audit 2. Remuneration	1. Member 2. Member
6.	Tata Housing Development Co. Ltd.		
7.	Ewart Investments Limited		
8.	Piem Hotels Limited		
9.	Oriental Hotels Limited	Remuneration	Member
10.	Infiniti Retail Limited	Remuneration	Chairman
11.	Tata Realty & Infrastructure Limited		

EXPLANATORY STATEMENT

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

Item Nos. 7 & 8

Ms. Barbara A. Roth and Mr. Sanjiv Sarin were appointed as Additional Directors of the Company by the Board with effect from 25th October, 2007 and 11th February, 2008 respectively. In terms of Section 260 of the Companies Act, 1956, Ms. Roth and Mr. Sarin hold office till the date of the ensuing Annual General Meeting and are eligible for re-appointment. Notices under Section 257 of the Companies Act, 1956 along with requisite deposits have been received from members signifying their intention to propose the candidature of Ms. Roth and Mr. Sarin as Directors retiring by rotation.

Ms. Roth and Mr. Sarin are interested in the Resolutions pertaining to their respective appointments as set out in Item Nos. 7 and 8 of the Notice. No other Director is interested in the resolutions.

Item No. 9

The members at the Annual General Meeting of the Company held on 31st July, 2007 had accorded their approval to the re-appointment of Mr. M. H. Ashraff as Managing Director of the Company for the period commencing 1st April, 2007 and ending on 2nd January, 2010 on the terms and conditions including remuneration as set out in the Explanatory Statement of the Notice convening the Meeting. The Board of Directors at its meeting held on 27th May, 2008 subject to the applicable provisions of the Companies Act, 1956 has revised the salary scale of Mr. Ashraff with effect from 1st April, 2008 from Rs.2,50,000/- to Rs.3,40,000/- to Rs.2,50,000/- to Rs.4,00,000/-. All other terms and conditions of Mr. Ashraff's re-appointment remain unchanged.

Your Directors recommend the resolution set out in the Notice convening the meeting.

This may be treated as an abstract of the variation in the terms of remuneration of Mr. Ashraff.

None of the Directors of the Company save and except Mr. Ashraff is concerned or interested in the resolution.

Item Nos. 10 & 11

Mr. Hameed Huq and Mr. Arunava Sengupta were re-appointed as Wholetime Directors of the Company by the Board of Directors ("the Board") for a period of two years with effect from 3rd January, 2008.

Their re-appointment is subject to the approval of the members in General Meeting.

Following are the main terms and conditions of the re-appointments of Mr. Huq, and Mr. Sengupta.

1. Subject to the supervision, control and direction of the Board and the Managing Director of the Company, Mr. Huq and Mr. Sengupta will carry out such duties as may from time to time be entrusted to them by the Board and the Managing Director.
2. Period of appointment:
2 years with effect from 3rd January, 2008.
3. **A. Remuneration**
 - (a) Salary
Mr. Huq – within the scale of Rs.1,90,000/- to Rs.2,50,000/- p.m.
Mr. Sengupta – within the scale of Rs.1,60,000/- to Rs.2,25,000/- p.m.
With annual increments effective 1st April each year, as may be decided by the Board, based on merit and taking into account the Company's performance.
 - (b) Incentive Remuneration
Upto 150% of annual salary to be paid at the discretion of the Board based on certain performance criteria.

(c) Commission

Such remuneration by way of Commission, in addition to salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956 ("the Act"). The specific amount payable will be based on performance as evaluated by the Board or a Committee thereof duly authorised in this behalf and will be payable annually after the Annual Accounts of the Company have been approved by the Board.

(d) Benefits, Perquisites and Allowances

- (i) In addition to the salary, incentive remuneration, if any and commission payable, Mr. Huq and Mr. Sengupta shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent and maintenance allowances, in lieu thereof; together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries; medical reimbursement; club fees and leave travel concession/allowance for himself and his family; medical/accident insurance and such other perquisites and allowances in accordance with the rules of the Company as may be agreed to by the Board of Directors and Mr. Huq and Mr. Sengupta respectively; such perquisites and allowances will be subject to such overall ceiling as may be fixed by the Board from time to time.
- (ii) Company maintained car with driver for official and personal use.
- (iii) Telecommunication facilities at residence.
- (iv) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the rules of the Company.

B. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Huq and Mr. Sengupta, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Mr. Huq and Mr. Sengupta by way of salary, perquisites and allowances and incentive remuneration as specified above.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 198, 309 and all other applicable provisions, if any, of the Act read with Schedule XIII of the Act as amended from time to time.

4. The Appointees are appointed by virtue of their employment in the Company and their appointments are subject to the provisions of Sections 283 (1)(l) of the Act.
5. If at any time Mr. Huq or Mr. Sengupta cease to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director of the Company.
6. If at any time Mr. Huq or Mr. Sengupta cease to be a Director of the Company for any reason whatsoever, he shall cease to be the Wholetime Director of the Company.

Your Directors recommend the resolutions set out in item Nos. 10 and 11 of the Notice convening the Meeting.

None of the Directors of the Company other than Mr. Huq and Mr. Sengupta is in anyway concerned or interested in the resolutions set out in item Nos. 10 and 11.

In terms of Section 302 of the Act, the abstract of the terms of the re-appointments of Mr. Huq and Mr. Sengupta have already been sent to the shareholders.

Item No. 12

Mr. Sanjiv Sarin was appointed as Wholetime Director of the Company by the Board of Directors ("the Board") for a period of three years with effect from 11th February, 2008. Since Mr. Sarin was not resident in India for a continuous period of not less than twelve months immediately preceding the date of his appointment, his appointment was subject to the approval of the Central Government, which has since been received.

Mr. Sarin was with Cadbury Schweppes Plc. for more than a decade and has held various senior positions including Commercial Director, Egypt, Regional Sales Director (EMEA) Global Sales, London and Country Director, Cadbury Adams

(Philippines) Inc. where his responsibilities included General Management, Business Strategy, New Business Development, Marketing and Sales.

Following are the main terms and conditions of Mr. Sarin's appointment:

1. Subject to the supervision, control and direction of the Board and the Managing Director of the Company, Mr. Sarin will carry out such duties as may from time to time be entrusted to him by the Board and the Managing Director.
2. Period of appointment:
3 years with effect from 11th February, 2008.
3. **A. Remuneration**
 - (a) Salary
Within the scale of Rs.1,85,000/- to Rs.2,80,000/- p.m. with annual increments effective 1st April each year, as may be decided by the Board, based on merit and taking into account the Company's performance.
 - (b) Incentive Remuneration
Upto 150% of annual salary to be paid at the discretion of the Board based on certain performance criteria.
 - (c) Commission
Such remuneration by way of Commission, in addition to salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956 ("the Act"). The specific amount payable will be based on performance as evaluated by the Board or a Committee thereof duly authorised in this behalf and will be payable annually after the Annual Accounts of the Company have been approved by the Board.
 - (d) Benefits, Perquisites and Allowances
 - (i) In addition to the salary, incentive remuneration, if any and commission payable, Mr. Sarin shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent and maintenance allowances, in lieu thereof; together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries; medical reimbursement; club fees and leave travel concession/allowance for himself and his family; medical/accident insurance and such other perquisites and allowances in accordance with the rules of the Company as may be agreed to by the Board of Directors and Mr. Sarin; such perquisites and allowances will be subject to such overall ceiling as may be fixed by the Board from time to time.
 - (ii) Company maintained car with driver for official and personal use.
 - (iii) Telecommunication facilities at residence.
 - (iv) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the rules of the Company.

B. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Sarin, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Mr. Sarin by way of salary, perquisites and allowances and incentive remuneration as specified above.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 198, 309 and all other applicable provisions, if any, of the Act read with Schedule XIII of the Act as amended from time to time.

4. Mr. Sarin is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Sections 283 (1)(l) of the Act.
5. If at any time Mr. Sarin ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director of the Company.
6. If at any time Mr. Sarin ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Wholetime Director of the Company.

Your Directors recommend the resolution set out in item No. 12 of the Notice convening the Meeting.

None of the Directors of the Company other than Mr. Sarin is in anyway concerned or interested in the resolution set out in item No. 12.

In terms of Section 302 of the Act, the abstract of the terms of the appointment of Mr. Sarin has already been sent to the shareholders.

Bangalore
16th June, 2008

By Order of the Board

M.K.C. Pai
Company Secretary



2003/2004 TO 2007/2008 A FIVE YEAR REVIEW

INCOME & DIVIDEND ETC		2003-2004	2004-2005	2005-2006	2006-2007	2007-2008
Sales Value of Coffee and Estate Products and Gross Income						
from Services rendered	(Rs. in Lakhs)	18522.24	20121.32	19122.77	26849.65	32681.43
Profit Before Tax	(Rs. in Lakhs)	2199.10	3111.83	2634.50	2774.77	3857.45
As percentage of Sales		12	15	14	10	12
Profit After Tax	(Rs. in Lakhs)	1710.36	2870.23	2232.06	2023.06	2468.13
As percentage of Sales		9	14	12	8	8
As percentage of Net Worth		11	16	12	6	7
(Shareholders' Funds)						
Expenses as percentage of Income		88	89	94	91	88
Current Assets/Current Liabilities		3.6:1	3.2:1	4.04:1	3.2:1	3.3:1
Debt/Equity Ratio		0.51:1	0.32:1	0.74:1	0.54:1	0.58:1
Fixed Assets/Net Worth (as percentage)		62	54	108	68	72
Net Profit per Equity Share	(Rs.)	13.72	23.02	17.90	13.94	13.21
Dividend distributed	(Rs.)	5	6.5	6.5	6.5	7
Assets & Liabilities	(Rs. in Lakhs)					
Net Fixed Assets		9527.61	9349.65	18902.80	23945.47	24653.08
Stocks		6561.51	5896.80	8947.89	7508.46	8329.58
Debtors, Loans & Advances		4820.12	9807.88	7476.06	8601.07	11340.97
Other Assets		854.52	440.67	709.84	1965.44	771.56
Sundry Liabilities		3391.13	4902.91	4234.72	7186.86	8535.60
Net Current Assets		8845.02	11242.44	12899.07	10888.11	11906.51
Deferred Revenue Expenditure		315.76	272.57	154.14	50.48	23.63
Investments in Shares & Securities.		4982.05	2293.65	1077.11	18705.22	18382.92
Total Assets		23670.44	23158.31	33033.12	53589.28	54966.14
Represented by	(Rs. in Lakhs)					
Share Capital		1246.87	1246.87	1246.87	1867.70	1867.70
Reserves		14129.81	16074.31	17351.03	32069.29	32293.45
Shareholders' Interest (Net Worth)		15376.68	17321.18	18597.90	33936.99	34161.15
Loans		7841.59	5603.36	13890.62	19212.50	19934.78
Deferred Tax Liability (Net)		452.17	233.77	544.60	439.79	870.21
Total		23670.44	23158.31	33033.12	53589.28	54966.14