

Tata Tea Limited

**Annual General Meeting on
Tuesday, 1st September, 2009
at The Oberoi Grand,
15, Jawaharlal Nehru Road,
Kolkata 700 013**

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Odd Lot Holdings

Having regard to the difficulties experienced by the shareholders in selling their holding of odd lot shares in the stock market, a scheme for the purchase of odd lot equity share of Tata Tea Limited has been framed by TSR Darashaw Limited.

Any shareholder wishing to know the details of the scheme may kindly write to TSR Darashaw Limited, 6-10 Haji Moosa Patrawala Ind. Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 superscribing the envelope with the words **"Odd Lot Scheme"**.

Tata Tea Limited
Board of Directors

R. N. Tata (Chairman)
R. K. Krishna Kumar (Vice Chairman)
Y. H. Malegam
D.B. Engineer
F.K. Kavarana
U.M. Rao
A.R. Gandhi
M. Srinivasan (Ms.) (Joined from 22.10.2008)
A. Singh (Joined from 22.10.2008)
J.S. Bilimoria (Joined from 25.3.2009)
V. Leeladhar (Joined from 24.4.2009)
P. D. Unsworth
P.T. Siganporia (Managing Director)
S. Talwar (Ms.) (Whole-time Director)

D.K. Sen (Vice President & Secretary)

Registered Office

1, Bishop Lefroy Road, Kolkata - 700 020.
 Telephone : 22811807/3709/3779/3891/4422
 Fax : 22811199
 Website : www.tatatea.com

Registrars

Equity Shares & Fixed Deposits
 TSR Darashaw Limited,
 (Formerly Tata Share Registry Limited)
 (Unit : Tata Tea Ltd.)
 6-10 Haji Moosa Patrawala Ind. Estate,
 20, Dr. E. Moses Road, Mahalaxmi,
 Mumbai 400 011.
 Telephone : 022-66568484 Fax : 022-66568494
 Website : www.tsrdarashaw.com
 Kolkata Office :
 1st Floor, Tata Centre,
 43, Chowringhee Road,
 Kolkata 700 071
 Telephone : 033-22883037
 Fax : 033-22883087

Solicitors and Legal Advisors

Khaitan & Co.
 Orr, Dignam & Co.

Auditors

N.M. Rajji & Co.
 Lovelock & Lewes

Bankers

ABN Amro Bank N.V.
 Bank of America
 Citibank N.A.
 Deutsche Bank
 HDFC Bank Limited
 ICICI Bank Limited
 Standard Chartered Bank
 State Bank of India
 State Bank of Travancore
 The Hongkong and Shanghai Banking Corporation Limited

Board Committees (from 10.6.2009)

Audit Committee

1. Mr. Y.H. Malegam - Chairman
2. Mr. R.K. Krishna Kumar
3. Mr. U.M. Rao
4. Mr. A.R. Gandhi
5. Mr. J.S. Bilimoria
6. Mr. V. Leeladhar

Shareholders' / Investors' Grievance Committee

1. Mr. F.K. Kavarana - Chairman
2. Mr. D.B. Engineer
3. Mr. U.M. Rao

Remuneration Committee

1. Mr. D.B. Engineer - Chairman
2. Mr. R.K. Krishna Kumar
3. Mr. U.M. Rao
4. Mr. A.R. Gandhi
5. Mr. J.S. Bilimoria
6. Mr. V. Leeladhar

Executive Committee

1. Mr. R.N. Tata - Chairman
2. Mr. R.K. Krishna Kumar
3. Mr. U.M. Rao
4. Mr. P.D. Unsworth
5. Managing Director, Executive Directors & Group CFO
6. Managing Director/Executive Directors of Indian Subsidiaries

Nomination Committee

1. Mr. R.N. Tata - Chairman
2. Mr. R.K. Krishna Kumar
3. Mr. Y.H. Malegam
4. Mr. F.K. Kavarana
5. Mr. A.R. Gandhi

Ethics & Compliance Committee

1. Mr. F.K. Kavarana - Chairman
2. Mr. P.T. Siganporia

Corporate Sustainability Reporting Committee

1. Mr. U.M. Rao - Chairman
2. Prof. S. Parasuraman - Expert Member
3. Mr. P.T. Siganporia

NOTICE

Notice is hereby given that the Forty-sixth Annual General Meeting of the Members of Tata Tea Limited will be held at The Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata 700 013 on Tuesday, 1st September, 2009, at 10.30 a.m. to transact the following businesses :-

1. To receive and adopt the Profit and Loss Account for the year ended 31st March, 2009, 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. Y. H. Malegam who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. D. B. Engineer who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Mr. A. R. Gandhi who retires by rotation and is eligible for re-appointment.
6. To appoint Auditors and fix their remuneration.
7. **Appointment of Additional Director**

To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

“Resolved that Ms. Mallika Srinivasan who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd October, 2008, and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act') and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing her candidature for the office of a Director of the Company, be and she is hereby appointed a Director of the Company.”

8. **Appointment of Additional Director**

To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

“Resolved that Mr. Analjit Singh who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd October, 2008, and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act') and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of a Director of the Company, be and he is hereby appointed a Director of the Company.”

9. **Appointment of Additional Director**

To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

“Resolved that Mr. Jimmy S. Bilimoria who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th March, 2009, and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act') and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of a Director of the Company, be and he is hereby appointed a Director of the Company.”

10. **Appointment of Additional Director**

To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

Tata Tea Limited

"Resolved that Mr.Vittaldas Leeladhar who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th April, 2009, and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act') and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of a Director of the Company, be and he is hereby appointed a Director of the Company."

11. Approval of payment of remuneration to Mr.P.T.Siganporia during 1.2.2009 to 30.6.2009 by an overseas subsidiary of the Company

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

"Resolved that pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby consents to Mr. P. T. Siganporia, Managing Director of the Company holding and continuing to hold an office or place of profit under an overseas subsidiary of the Company, namely Tata Tea(GB) Ltd. from 1st February, 2009 to 30th June, 2009 as a Director on a basic salary in the region of £200,000 to £300,000 per annum plus perquisites, allowances, bonuses, benefits, amenities and facilities as set out in the Explanatory statement annexed hereto as are applicable to an employee in his grade with such increases in salary, perquisites, allowances, bonuses, benefits, amenities and facilities as may be decided by the Board of Directors of Tata Tea(GB) Ltd. from time to time."

12. Re-appointment and Remuneration of Managing Director

To consider and if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution:

"Resolved that, subject to the approval of Central Government and in accordance with the provisions of Sections 269, 309, 310 and 311 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, the Company hereby approves the re-appointment and remuneration payable to Mr. P. T. Siganporia who was re-appointed by the Board of Directors as Managing Director of the Company for a period of two years with effect from 1st July, 2009, upon the terms and conditions set out in the draft Agreement between the Company and Mr. Siganporia, submitted to this meeting and for the purpose of identification initialled by a Director which Agreement is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration in such manner and to such extent as may be agreed between the Board of Directors and Mr. Siganporia so as not to exceed the limits set out in Schedule XIII of the Companies Act, 1956 including any amendments thereto."

13. Approval of payment of remuneration to Mr.P.T.Siganporia during 1.7.2009 to 30.6.2011 by an overseas subsidiary of the Company

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

"Resolved that pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby consents to Mr. P. T. Siganporia, Managing Director of the Company holding and continuing to hold an office or place of profit under an overseas subsidiary of the Company, namely Tata Tea (GB) Ltd. from 1st July, 2009 to 30th June, 2011 as a Director on a basic salary in the region of £200,000 to £400,000 per annum as reduced by the remuneration payable to Mr. Siganporia by Tata Tea Ltd. in accordance with resolution at Item No. 12 above plus perquisites, allowances, bonuses, benefits, amenities and facilities as set out in the Explanatory statement annexed hereto as are applicable to an employee in his grade with such increases in salary, perquisites, allowances, bonuses, benefits, amenities and facilities as may be decided by the Board of Directors of Tata Tea (GB) Ltd. from time to time."

14. Appointment and Remuneration of Wholetime Executive Director

To consider and if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution:

“Resolved that in accordance with the provisions of Sections 269, 309, 310 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, the Company hereby approves the re-appointment and terms of Remuneration of Mrs. Sangeeta Talwar who was re-appointed by the Board of Directors as a Wholetime Executive Director of the Company for a period of five years with effect from 1st July, 2009, upon the terms and conditions set out in the Agreement between the Company and Mrs. Talwar, submitted to this meeting and for the purpose of identification initialled by a Director which Agreement is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner and to such extent as may be agreed between the Board of Directors and Mrs. Talwar so as not to exceed the limits set out in Schedule XIII of the Companies Act, 1956 including any amendments thereto.”

15. Payment of Commission to Non-Wholetime Directors

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

“Resolved that pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, a sum not exceeding 1% of the net profits of the Company per annum computed in the manner prescribed in Section 309 (5) of the Companies Act, 1956, in respect of the profits of the Company for each of the five financial years commencing from 1st April, 2009 be determined and distributed as commission amongst the Directors of the Company or some of them (other than the Managing Director and the Wholetime Directors) in such manner as may be decided and directed by the Board of Directors of the Company.”


16. Notice received from a shareholder under Section 257 of the Companies Act, 1956.

To consider and if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Mr. Ramji Lal Choudhary be and he is hereby appointed a Director of the Company.”

The Register of Members shall remain closed during 15th August, 2009 to 1st September, 2009, both days inclusive.

By Order of the Board
For Tata Tea Limited


(D. K. Sen)

Vice President & Secretary

Registered Office :
1, Bishop Lefroy Road
Kolkata - 700 020
Date : 20th July, 2009

Tata Tea Limited**Notes :**

1. The dividend that may be declared by the Company will be paid on or after 4th September, 2009, to those members of the Company holding shares in physical form whose names appear on the Register of Members as on 15th August, 2009. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as on beginning of 15th August, 2009, as per details that may be provided by the Depositories for this purpose.
2. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead and a 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. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be accompanied by appropriate resolution/authority as applicable, issued on behalf of the nominating organisation.
3. Shareholders are requested to immediately notify their bank particulars giving the name of the bank and the branch, the nature of account and account number to the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited. Shareholders are hereby informed that instances of fraudulent encashment of dividend warrants issued to shareholders who did not furnish their bank particulars have come to the notice of the Company and it is extremely important and in the interest of the shareholders to furnish to the Company immediately their bank particulars. 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.
4. Pursuant to Section 205C of the Companies Act, 1956 all unclaimed/unpaid dividend, debenture interest and interest on deposits as well as principal amount of deposits upto 31.3.2009 remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, have been transferred to the Investors Education & Protection Fund (IEPF) established by the Central Government. Shareholders/debentureholders/depositors may kindly note that the Company is statutorily required to transfer to IEPF all unclaimed/unpaid dividend, debenture interest and principal and interest on deposits remaining unpaid/unclaimed for a period of seven years from the date they became due for payment and once such amounts are transferred to IEPF, no claim of the shareholder/ debentureholder/ depositor shall lie against the Company or the IEPF. For the information of the shareholders it is hereby notified that the following amounts will be due for transfer to IEPF during the financial year 2009-10:
 - a) Dividend paid on 14th June, 2002 in respect of the financial year 2001-2002
 - b) Interest on fixed deposits paid during 1.4.2002 to 31.3.2003
 - c) Principal amounts on maturity of deposits due during 1.4.2002 to 31.3.2003.Shareholders/ debentureholders/ depositors who have not yet encashed their dividend warrants/interest warrants or have not claimed the principal amount of deposit by submitting the discharged Fixed Deposit Receipts are requested to do so immediately. Further details relating to such transfers to IEPF have been given in item no. 11 of the Corporate Governance Report.
5. 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 printing on the face of the dividend warrants. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. 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. The bank mandate, if any, for shares held in physical form cannot be applied for shares held in electronic form.
6. Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agents, TSR Darashaw Ltd. Shareholders holding shares in electronic form must advise their respective depository participants about change in address and not to the Company or the Registrars.

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Particulars	Mr. Y. H. Malegam	Mr. D. B. Engineer	Mr. A. R. Gandhi
Date of Birth	24.9.1933	2.5.1933	15.3.1943
Date of Appointment	8.2.1977	9.8.1988	1.6.2007
Qualifications	B.Com., FCA	B.A. (Hons.) LL.B.	B.Com, FCA (Eng & Wales), FCA
Number of Shares of the Company held	3196	Nil	Nil
Expertise in specific functional area	Mr. Malegam till recently was the Senior Partner of S. B. Billimoria & Co., a leading firm of Chartered Accountants of India. Mr. Malegam is an expert on issues relating to Finance, Taxation, Capital Market, Securities Laws and Regulations. He is a member of the Governing Board of the Reserve Bank of India and has served many important committees set up by the Government/SEBI as Chairperson/Member. He is the Chairman of the National Advisory Committee on Accounting Standards set up by the Government of India. He was the Chairman of the SEBI Committee on Disclosure Requirements in Offer Documents. Mr. Malegam is a member of the Indian Institute of Bankers.	Mr. Engineer is a Senior Advocate and Solicitor of the Bombay High Court and a Senior Partner in Crawford Bayley & Co., a leading firm of Solicitors. He specializes in indirect taxation, Arbitration, Litigation and various facets of Corporate Law. He is the former President of the Bombay Incorporated Law Society and has served on the Governing Council of the Bar Association of India. His expertise are in the areas of laws, regulations, taxation, etc. A practising solicitor for several decades, Mr. Engineer has been associated with various Chambers of Commerce.	Till recently Mr. Gandhi was Executive Director of Tata Sons Ltd. assisting the Tata Group in acquiring diverse assets and companies across the globe. Mr. Gandhi is a reputed Chartered Accountant and also a member of the Chartered Institute of Taxation, London. Mr. Gandhi's professional career spans nearly 40 years and he has handled numerous mergers and acquisitions in India and abroad. He is currently a non-executive director of Tata Sons Ltd.
Chairman/Director of other companies (excluding foreign companies) As on 31.3.2009	ABC Bearings Ltd. Hindustan Construction Co. Ltd. National Stock Exchange of India Ltd. National Securities Clearing Corporation Ltd. Piramal Healthcare Ltd. Siemens Ltd. The Clearing Corporation of India Ltd. Firstsource Solutions Ltd. Bharatiya Reserve Bank-Note Mudran (P) Ltd.	Flora Services Ltd. Forvol International Services Ltd. Zuari Industries Ltd. Atlas Copco Ltd. PCS Technology Ltd. Welspun India Ltd. Foods & Inns Ltd. Forbes & Co. Ltd. Nilkamal Ltd. S.P. Sanghi Airconditioning Pvt. Ltd. Protos Engineering Co. Pvt. Ltd. Zoroastrian Investment Corporation Pvt. Ltd.	Tata Sons Ltd. Tata Asset Management Ltd. Tata Business Support Services Ltd. Benares Hotels Ltd. The Paper Products Ltd. Tata Communications Ltd. Wireless-TT Info Services Ltd.
Chairman/Member of Committees* of the Boards of Companies of which he is a Director As on 31.3.2009	Firstsource Solutions Ltd. <i>Audit – Chairman</i> Siemens Ltd. <i>Audit- Chairman</i> Bharatiya Reserve Bank - Note Mudran (P) Ltd. <i>Audit - Chairman</i> Piramal Healthcare Ltd. <i>Audit – Member</i> National Stock Exchange of India Ltd. <i>Audit – Member</i> National Securities Clearing Corporation Ltd. <i>Audit – Chairman</i>	Zuari Industries Ltd. <i>Audit – Chairman</i> <i>Shareholders'/Investors' Grievance - Member</i> Atlas Copco Ltd. <i>Shareholders' Investors' Grievance – Chairman</i> <i>Audit – Member</i> Forbes & Co. Ltd. <i>Audit- Member</i> Welspun India Ltd. <i>Audit – Member</i>	The Paper Products Ltd. <i>Audit – Member</i>

Tata Tea Limited

Particulars	Mr. P. T. Siganporia	Ms. Mallika Srinivasan	Mr. Analjit Singh
Date of Birth	25.2.1951	19.11.1959	11.1.1954
Date of Appointment	16.6.2000	22.10.2008	22.10.2008
Qualifications	B.Sc., PGDBM	M.A (Econometrics), MBA (Wharton)	BA, BS, MBA (Boston)
Number of Shares of the Company held	264	Nil	Nil
Expertise in specific functional area	Mr.Siganporia joined the Company in 1974 and has worked in various locations specializing in marketing, sales and overall business management and administration. He has long experience in all facets of Company's business particularly in marketing and sales. He has over 35 years of experience of working in the tea industry.	Mrs. Srinivasan is a Director of Tractors and Farm Equipment Ltd., a company in the Amalgamations Group. She is actively interested in education, particularly management education and is a member of the Executive Board of Indian School of Business, Hyderabad. As a business leader she has been at the helm of affairs of industry bodies and trade associations such as Tractors Manufacturers' Association, Madras Management Association, Madras Chamber of Commerce & Industry, Southern Regional Council of CII, etc. She has been chosen for the Business Woman of the Year award for several years and has been recognized by Business Today as one of the 25 most powerful women in Indian business.	Mr. Singh is the founder of Max India Ltd. and is its Chairman and Managing Director. He is also Chairman and Managing Director of Max Healthcare Institute Ltd. He has been the driving force behind the Max Group's sustained growth and success since its inception. He is also on the Board of Hero Honda Motors Ltd., IDBI Ltd. and several other companies. He is also a member of the Governing Board of Indian School of Business.
Chairman/Director of other companies (excluding foreign companies) As on 31.3.2009	Tata Coffee Ltd. Amalgamated Plantations Pvt. Ltd. @ Mount Everest Mineral Water Ltd. Tata Tea Holdings Pvt. Ltd.	Tractors and Farm Equipment Ltd. TAFE Access Ltd. TAFE Reach Ltd. TAFE Motors and Tractors Ltd.	Max India Ltd. Max New York Life Insurance Co. Ltd. Max Healthcare Institute Ltd. Malsi Holdings Ltd. Max Neeman Medical International Ltd. Mohair Investments and Trading Co. (P) Ltd. Boom Investments (P) Ltd. Dynavest India (P) Ltd. Trophy Holdings Pvt. Ltd. Trophy Estates (P) Ltd. Liquid Investment and Trading Company IDBI Ltd. Hero Honda Motors Ltd. Vodafone Essar Ltd. Malsi Estates Ltd. Max Bupa Health Insurance Ltd. Delhi Guest Houses Pvt. Ltd. Doon Holiday Resorts (P) Ltd. Scorpions Beverages Pvt. Ltd. MV Healthcare Services Pvt. Ltd. Vitasta Estates Pvt. Ltd. BAS Enterprises Pvt. Ltd. Terra Planet Estates Pvt. Ltd. Urban Space Consultants Pvt. Ltd. Capricorn Health Services Pvt. Ltd. Leo Retailing and Health Services (P) Ltd. Nurture Health Services Pvt. Ltd. Capricorn Retailing and Services (P) Ltd. Veer Health Services Pvt. Ltd. Dabur India Ltd. Grow Talent Co. Ltd. Malsi Hotels Ltd.
Chairman/Member of Committees* of the Boards of Companies of which he/she is a Director As on 31.3.2009	Tata Tea (GB) Ltd. <i>Audit - Member</i>	TAFE Motors and Tractors Ltd. <i>Audit - Member</i>	Nil

Particulars	Mr. Jimmy S. Bilimoria	Mr. Vittaldas Leeladhar	Mrs. Sangeeta Talwar
Date of Birth	27.1.1947	7.12.1946	5.5.1956
Date of Appointment	25.3.2009	24.4.2009	1.7.2004
Qualifications	B. Com., FCA (Eng. & Wales)	B.Sc. (Engg.)	B.A. (Hons.), MBA
Number of Shares of the Company held	Nil	Nil	500
Expertise in specific functional area	Mr. Bilimoria was the Managing Director and Country Head for all CIBA undertakings in India including its subsidiaries and joint ventures since 2001. He is currently the Non-Executive Chairman of CIBA India Ltd. His expertise relates to business management and finance including management and administration of overseas subsidiaries and joint ventures.	Mr. Leeladhar served as the Executive Director of Bank of Maharashtra, Chairman and Managing Director of Vijaya Bank and Chairman and Managing Director of Union Bank of India. He served as the Deputy Governor of the Reserve Bank of India for over four years. Mr. Leeladhar is an expert on banking and finance related issues. He was also a member of the Securities & Exchange Board of India for about three years. His expertise is in the area of banking and finance.	Mrs. Talwar's expertise is in the area of Marketing, Sales, Distribution and overall business management and administration. She had earlier served Nestle India Ltd. for over 20 years rising to the position of Executive Vice President. Before joining the Company she had worked as CEO of Mattel Toys India Ltd.
Chairman/Director of other companies (excluding foreign companies) As on 31.3.2009	Ciba India Ltd. ING Investment Management (India) Pvt. Ltd. Dai-Ichi Karkaria Ltd. eClerx Services Ltd. Taddisco Promotions Ltd. @ Kingston Properties Pvt. Ltd. Voltas Ltd. Godrej Industries Ltd.	Nil	Tata Coffee Ltd.
Chairman/Member of Committees* of the Boards of Companies of which he/she is a Director As on 31.3.2009	Ciba India Ltd. Shareholders'/Investors' Grievance – Chairman Audit - Member ING Investment Management (India) Pvt. Ltd. Audit – Chairman Dai-Ichi Karkaria Ltd. Audit – Member eClerx Services Ltd. Audit – Chairman Shareholders'/Investors' Grievance – Member	Nil	Nil

* Includes only Audit and Shareholders' / Investors Grievance Committees.

@ Since resigned.

For Tata Tea Limited



(D. K. Sen)

Vice President & Secretary

Kolkata
Date : 20th July, 2009

Tata Tea Limited**EXPLANATORY STATEMENT****Pursuant to Section 173(2) of the Companies Act, 1956****Item Nos. 7, 8, 9, and 10****Appointment of Additional Directors**

At the Board Meeting held on 8th October, 2008, the Board of Directors of the Company ('the Board') decided to appoint Ms. Mallika Srinivasan and Mr. Analjit Singh as Additional Directors of the Company under Section 260 of the Companies Act, 1956 with effect from 22nd October, 2008, being the date on which consent of Ms. Srinivasan and Mr. Singh were received by the Company. Both Ms. Srinivasan and Mr. Singh hold office upto the date of the forthcoming Annual General Meeting of the Company.

At the Board Meeting held on 24th March, 2009, the Board had appointed Mr. J. S. Bilimoria and Mr. V. Leeladhar as Additional Directors of the Company in terms of Section 260 of the Companies Act, 1956 with effect from 25th March, 2009. Both Mr. Bilimoria and Mr. Leeladhar hold office upto the date of the forthcoming Annual General Meeting of the Members of the Company. However, in respect of Mr. Leeladhar, since he did not possess Director Identification Number (DIN), nor had he applied for allotment of DIN on 24th March, 2009, when the Board had appointed him, it became necessary to modify the date of appointment of Mr. Leeladhar to 24th April, 2009 through a Circular Resolution of the Board after Mr. Leeladhar had obtained DIN.

The Company has received separate notices under Section 257 of the Companies Act, 1956 from the Members of the Company informing that at the next Annual General Meeting, the said Members would like to propose the appointments of Ms. Srinivasan, Mr. Singh, Mr. Bilimoria and Mr. Leeladhar as Directors of the Company.

Ms. Srinivasan, Mr. Singh, Mr. Bilimoria and Mr. Leeladhar have been appointed as Non-Executive Independent Directors of the Company. Ms. Srinivasan currently manages Tractors and Farm Equipment Limited as its Director. Mr. Singh is the Chairman and Managing Director of Max Group of companies. Mr. Bilimoria is the Non-Executive Chairman of Ciba India Limited while Mr. Leeladhar has been the Chairman and Managing Director of Vijaya Bank and Union Bank of India and recently retired as Deputy Governor of Reserve Bank of India.

Details of age, qualifications, expertise and other directorships and memberships of other Board and Board Committees of Ms. Srinivasan, Mr. Singh, Mr. Bilimoria and Mr. Leeladhar have been given in the Annexure attached to the Notice convening the Annual General Meeting. Each of these Directors has filed Form DD-A with the Company as required under the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003.

Your Directors commend the acceptance of these resolutions by the shareholders.

Ms. Srinivasan is interested in Resolution No. 7, Mr. Singh is interested in Resolution No. 8, Mr. Bilimoria is interested in Resolution No. 9 and Mr. Leeladhar is interested in Resolution No. 10. No other Director is interested or concerned in these resolutions.

Item Nos. 11, 12 and 13**Appointment and remuneration of Mr. P.T. Siganporia**

As the shareholders are aware the Company's operations have increased over the years substantially and bulk of the revenue of the Company now comes from overseas through several subsidiaries. Mr. P. T. Siganporia, as the Managing Director of the Company has been spending considerable time and energy in overseeing the operations of the subsidiaries including those located abroad. At a meeting of the Board of Directors of the Company held on 30th January, 2009, the Board had decided that Mr. P. T. Siganporia would be located at London with effect from 1st February, 2009. In addition to his responsibilities as Managing Director of the Company he is responsible for global manufacturing operations as well as buying and blending, supply chain and related activities as well as supervision of some business regions. Arising from this relocation the Board had, based on the recommendation of the Remuneration Committee also decided that his remuneration with effect from 1st February, 2009 till