



**TATA** TEA



Growth and Innovation

41st Annual Report 2003-04

**TATA TEA****Tetley**♥**Our Vision****"Challenging for leadership in tea around the world"****• Challenging...**

A state of mind throughout the organization, never being satisfied with the status quo, constantly striving to be better and to do new things, in new ways.

And a principle by which we manage our brands in the market place, creating relevant differentiation and confidently projecting clear brand identities.

**• Leadership...**

Not just in size, but more importantly in the eyes of our customers and consumers, through our thoughts, ideas, behaviour and achievements.

Through innovation which will enable us to build stronger relationships with our existing consumers, reach out to new consumers and keep the category vibrant.

**• Tea...**

The product scope of our vision, encompassing the widest definition of the category, the production and marketing of black and green teas, speciality fruit and herbal teas, ready-to-drink teas, tea serving systems and retailing of tea.

**• The World...**

The geographic scope of our vision; building a global business by leveraging and building our brands and forging partnerships to mutual advantage.

**TATA TEA****Tetley**♥**Our Values**

We believe that our customers and consumers define the success of our organization and that they should be top-of-mind in everything that we do.

We believe that our people are at the heart of our organization, and that we should give them the freedom to achieve, through clarity of direction and the creation of an informal, barrier-free culture.

We believe in tea and in our products, and their role in adding to the well-being of people the world over.

We believe in earning the respect of all those who know us.

We believe in making a positive contribution to the people and communities our business touches.

We believe that by striving to deliver our vision and by living our values, we shall create more valuable business and hence, over the long-term, increase returns to our shareholders.

**TATA GROUP Purpose**

Our purpose in Tata is to **improve the quality of life** in India through leadership in targeted sectors of national economic significance to which the Group can bring a unique set of capabilities.

Our past success in delivering such purposes provides the basis for our belief in the future and our role in it. Our Group size and scale will provide management and financial resources to profitably cater to the emerging opportunities and to develop **globally competitive** skills to succeed in this endeavour.

Our long-term success requires us to considerably focus our portfolio, our management efforts and our investment priorities, so that Group synergy is brought to bear at the point of delivering value to the customer. The enormous Group resources, in people and finance, need to be re-architected so that the whole is larger than the sum of its individual parts.

Our **heritage invokes trust** among consumers, employees, shareholders and the community. This is a precious heritage, unique in India, and will not only be preserved, but also enriched by formalizing the high standards of behaviour expected from our employees and the companies, in the years to come.

The Tata name is a unique asset representing **Leadership with Trust**. Leveraging this asset to unify our companies is the route to long-term success and delivery of returns to the shareholder in excess of the cost of capital.

Tata Tea Limited

**Annual General Meeting on  
Wednesday, 8th September, 2004 at  
10.30 a.m. 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 Tata Share Registry Limited.

Any shareholder wishing to know the details of the scheme may kindly write to Tata Share Registry Ltd., Army & Navy Building, 148, Mahatma Gandhi Road, Mumbai 400 001 superscribing the envelope with the words "Odd Lot Scheme".

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**Board of Directors**

**R.N. Tata** (Chairman)  
**R.K. Krishna Kumar** (Vice Chairman)  
**N.A. Soonawala**  
**A.S. Bam**  
**Y.H. Malegam**  
**D.N. Ghosh**  
**D.B. Engineer**  
**F.K. Kavarana**  
**K. Pringle**  
**U.M. Rao**  
**P.T. Siganporia** (Managing Director w.e.f. 1-7-2004)  
**A. Mazumdar** (Whole-time Director)  
**V. Venkiteswaran** (Whole-time Director)  
**S. Talwar (Ms)** (Whole-time Director w.e.f. 1-7-2004)  
**P.D. Unsworth** (Alternate director to Mr. K. Pringle)

**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**

- i) **Equity Shares**  
 Tata Share Registry Limited,  
 (Unit : Tata Tea Ltd.),  
 Army & Navy Building,  
 148, Mahatma Gandhi Road, Mumbai 400 001.  
 Telephone : 022-56568484 Fax : 022-56568494  
 Website : www.tatashare.com  
 Kolkata Office : 1st Floor, Tata Centre,  
 43, Chowringhee Road,  
 Kolkata 700 016  
 Telephone : 033-22883087  
 Fax : 033-22883062
- ii) **Fixed Deposit**  
 Tata Consultancy Services,  
 5th Floor, Room No. 506,  
 Narayani Building, 27, Brabourne Road,  
 Kolkata 700 001.  
 Telephone : 033-22437655

**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 Banking Corporation Limited  
 Standard Chartered Bank  
 State Bank of India  
 State Bank of Travancore  
 The Hongkong and Shanghai Banking  
 Corporation Limited

**Board Committees****Remuneration Committee**

1. Mr. D. N. Ghosh – Chairman
2. Mr. N. A. Soonawala
3. Mr. D. B. Engineer
4. Mr. R. K. Krishna Kumar

**Audit Committee**

1. Mr. Y. H. Malegam – Chairman
2. Mr. R. K. Krishna Kumar
3. Mr. U. M. Rao

**Shareholders' / Investors' Grievance Committee**

1. Mr. D. B. Engineer – Chairman
2. Mr. U. M. Rao

## NOTICE

Notice is hereby given that the forty first Annual General Meeting of the Members of Tata Tea Limited will be held at The Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata 700013 on Wednesday, 8<sup>th</sup> September, 2004 at 10.30 a.m. to transact the following business :-

1. To receive and adopt the Profit and Loss Account for the year ended 31<sup>st</sup> 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. Y. H. Malegam who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Mr. D. N. Ghosh who retires by rotation and is eligible for reappointment.
5. To appoint a Director in place of Mr. F. K. Kavarana who retires by rotation and is eligible for reappointment.
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 Mr. U M Rao who was appointed by the Board of Directors as an Additional Director of the company with effect from 1<sup>st</sup> November 2003 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 Director of the company, be and he is hereby appointed a Director of the Company"

8. **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 pursuant to the provisions of sections 269,309,311 and other applicable provisions, if any, of the Companies Act, 1956 the company hereby approves the appointment and terms of remuneration of Mr. P T Siganporia as the Managing Director of the company for a period of five years with effect from 1<sup>st</sup> July, 2004 upon the terms and conditions set out in the draft Agreement submitted to this meeting and for identification initialled by a Director of the company, 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 as may be agreed to between the Board of Directors and Mr. Siganporia."

9. **Appointment of an Additional Wholetime Director**

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

"Resolved that Ms. Sangeeta Talwar who was appointed by the Board of Directors as an Additional Wholetime Director of the company with effect from 1<sup>st</sup> July 2004 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 Director of the company, be and she is hereby appointed a Director of the Company"

10. **Remuneration of Wholetime Director**

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 sections 269,309,311 and other applicable provisions, if any, of the Companies Act, 1956 the company hereby approves the appointment and terms of remuneration of Ms. Sangeeta Talwar as a Wholetime Director of the company for a period of five years with effect from 1<sup>st</sup> July, 2004 upon the terms and conditions set out in the draft Agreement submitted to this meeting and for identification initialled by a Director of the company, which Agreement is hereby specifically approved with liberty to the Board of Directors

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to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board of Directors and Ms. Talwar."

**11. Revision in terms of Remuneration of Mr.A Mazumdar, Wholetime Director:-**

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

" RESOLVED that in partial modification of the Resolution no. 8 passed at the Annual General Meeting of the company held on 8<sup>th</sup> September, 2003 for the appointment and terms of remuneration of Mr. A Mazumdar, Wholetime Director of the company and in accordance with the provisions of Sections 269,309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 the Company hereby approves the change in the salary grade and in the maximum amount of perquisites and allowances payable to Mr. Mazumdar (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year) with authority to the Board of Directors to fix his salary within the maximum amount under the revised salary grade increasing thereby proportionately all benefits related to the quantum of salary with effect from 1<sup>st</sup> April 2004 for the remainder of the tenure of his appointment, as set out in the draft Agreement submitted to this meeting and initialled for the purpose of identification by a Director of the company, to be entered into between the company and Mr. Mazumdar, which Agreement is hereby specifically approved."

**12. Revision in terms of Remuneration of Mr.V Venkiteswaran, Wholetime Director:-**

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

" RESOLVED that in partial modification of the Resolution no. 7 passed at the Annual General Meeting of the company held on 16<sup>th</sup> September, 2002 for the appointment and terms of remuneration of Mr. V Venkiteswaran, Wholetime Director of the company and in accordance with the provisions of Sections 269,309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 the Company hereby approves the change in the salary grade and in the maximum amount of perquisites and allowances payable to Mr. Venkiteswaran (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year) with authority to the Board of Directors to fix his salary within the maximum amount under the revised salary grade increasing thereby proportionately all benefits related to the quantum of salary with effect from 1<sup>st</sup> April 2004 for the remainder of the tenure of his appointment, as set out in the draft Agreement submitted to this meeting and initialled for the purpose of identification by a Director of the company, to be entered into between the company and Mr. Venkiteswaran, which Agreement is hereby specifically approved."

The Register of Members of the Company will remain closed from 19<sup>th</sup> August, 2004 to 8<sup>th</sup> September, 2004, both days inclusive.

By Order of the Board



(D. K. SEN)

Vice President & Secretary

Registered Office :  
1, Bishop Lefroy Road  
Kolkata – 700 020  
Date : July 27, 2004

**Notes :**

1. An Explanatory Statement as required under Section 173(2) of the Companies Act, 1956, in respect of the items of business specified in the Notice under Item Nos. 7 to 12 and the relevant details in respect of Item Nos. 3, 4, 5, & 7-9 pursuant to clause 49 of the Listing Agreement with the Stock Exchanges are annexed hereto.
2. The dividend that may be declared by the Company will be paid on or after 10<sup>th</sup> September, 2004, to those members of the Company holding shares in physical form whose names appear on the Register of Members as on 19<sup>th</sup> August, 2004. In respect of shares held in electronic form, the dividend will be paid to the beneficial



owners of the shares as on beginning of 19<sup>th</sup> August, 2004 as per details provided by the Depositories for this purpose.

3. 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 backed by appropriate resolution/authority as applicable, issued on behalf of the nominating organisation.
4. 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, Tata Share Registry Limited. Shareholders are hereby informed that instances of fraudulent encashment of dividend warrants issued to shareholders who did not furnish their bank particulars has 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. The Company had earlier separately written to the shareholders against whom bank particulars are not recorded, to immediately furnish the bank particulars.
5. 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 debentures and deposits 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 are hereby informed 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 upto 31.3.2005:-
  - a. Dividend paid on 23.8.1997 in respect of the financial year 1996-97
  - b. Interest on 17.5% debentures paid on 30.9.1997 and 31.3.1998
  - c. Interest on deposits paid on 1.4.1997, 1.7.1997, 1.10.1997, 1.1.1998 and on maturity of deposits during 1.4.1997 to 31.3.1998.
  - d. Principal amount of deposits matured during 1.4.1997 to 31.3.1998

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. Paragraph 10 of the Corporate Governance Report gives further details about such transfers and the last date by which claims are to be submitted by the shareholders/debentureholders/depositors.
6. 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.**
7. Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agents, Tata Share Registry Limited. **Shareholders holding shares in electronic form must advise their respective depository participants about change in address and not to the Company.**

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**Tata Tea Limited****DETAILS OF RETIRING DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT  
(In Pursuance of Clause 49 of the Listing Agreement)**

Particulars	Mr. Y. H. Malegam	Mr. D. N. Ghosh	Mr. F. K. Kavarana
Date of Birth	24.9.1933	6.8.1928	17.3.1944
Date of Appointment	8.2.1977	2.5.1990	15.6.1994
Qualifications	Chartered Accountant	M.A. (Economics)	B.Com, FCA (Eng. & Wales) MBA, USA
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 Reserve Bank of India and has served many important committees set up by the Government/SEBI as Chairman/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.	Business Management and Finance including Public Finance. Mr. Ghosh held several important positions in the Government and was also formerly Chairman of State Bank of India. He was also formerly Chairman/Director of Larsen & Toubro Ltd., Philips India Ltd. and several other leading Indian companies	Business Management and Finance. Mr. Kavarana has very long experience of management and administration of several large Tata companies both in India and abroad. He is presently the Executive Chairman of Tata Infotech Ltd. and also the Chairman of the insurance companies of the Tata Group.
Chairman/Director of other companies (excluding foreign companies)	Cabot India Ltd. Tata Coffee Ltd. Escorts Ltd. ABC Bearings Ltd. Hindustan Construction Co. Ltd. National Stock Exchange of India Ltd. Bayer (India) Ltd. National Securities Clearing Corporation Ltd. Bayer Industries Pvt. Ltd. Nicholas Piramal India Ltd. Siemens Ltd. The Clearing Corporation of India Ltd.	ICRA Ltd. Sundaram Asset Management Co. Ltd. The Peerless General Finance & Investment Co. Ltd. Housing Development Finance Corporation Ltd.	Tata Infotech Ltd. Tata Projects Ltd. Tata AIG Life Insurance Co. Ltd. Tata AIG General Insurance Co. Ltd. Tata Asset Management Pvt. Ltd. Sitel India Ltd. Tata Industries Ltd. Tata International Ltd. Azko Nobel Coatings India Pvt. Ltd.
Chairman/Member of Committees** of the Boards of Companies of which he is a Director	Tata Coffee Ltd. Audit Remuneration Cabot India Ltd. Audit Siemens Ltd. Audit Nicholas Piramal India Ltd. Audit Bayer (India) Ltd. Audit National Stock Exchange of India Ltd. Audit Tata Tea Ltd. Audit	ICRA Ltd. Audit Remuneration Housing Development Finance Corporation Ltd. Audit Tata Tea Ltd. Remuneration	Tata Sons Ltd. Audit Tata International Ltd. Audit Remuneration Titan Industries Ltd. Investors Grievance Tata Industries Ltd. Audit Remuneration Tata Infotech Ltd. Investors Grievance Tata AIG Life Insurance Co. Ltd. Audit Tata AIG General Insurance Co. Ltd. Audit



Particulars	Mr. U. M. Rao	Mr. P. T. Siganporia	Ms. Sangeeta Talwar
Date of Birth	2.7.1938	25.2.1951	5.5.1956
Date of Appointment	1.11.2003	15.6.2000	1.7.2004
Qualifications	B.Com	B.Sc. PGDBM	B.A.(Eco.) MBA
Expertise in specific functional area	Mr. Rao was formerly the Managing Director of General Insurance Corporation of India from which he retired in July 1998. Mr. Rao has long experience in all facets of insurance and risk management as well as administration and management of companies.	Marketing/Sales and general business management. Having worked for over 30 years in the tea industry Mr. Siganporia has acquired expertise in all aspects of tea manufacture and marketing. He also has long experience of administration and management of different divisions/units of the Company.	Ms. Talwar has worked for over 20 years with Nestle India Ltd. in Sales/Marketing functions rising to the position of Executive Vice President. Till recently she was the CEO of Mattle Toys India Ltd. She has over 20 years experience in Sales/ Marketing functions of FMCG items
Chairman/Director of other companies (excluding foreign companies)	Tata Chemicals Ltd. Ispat Industries Ltd. J K Corporation Ltd. Tata Finance Ltd.	Project India Blend Ltd. Tata Tetley Ltd. Woodlands Medical Centre Ltd. Tata Tea (GB) Ltd. Watawala Plantations Ltd., Sri Lanka	Nil
Chairman/Member of Committees**of the Boards of Companies of which he is a Director	Tata Chemicals Ltd. Audit Investors' Grievance Tata Finance Ltd. Audit Remuneration Investors' Grievance Ispat Industries Ltd. Audit Remuneration Investors' Grievance Tata Tea Ltd. Audit Investors' Grievance	Tata Tetley Ltd. Remuneration Audit	Nil

\*\* Includes Audit, Remuneration and Shareholders'/Investors' Grievance Committees as clarified by SEBI in its notification dated 12.9.2000.

For TATA TEA LIMITED

(D. K. Sen)  
Vice President & Secretary

Kolkata  
Date : 27th July, 2004

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**Tata Tea Limited****EXPLANATORY STATEMENT****Pursuant to Section 173(2) of the Companies Act, 1956****Item No. 7**

At the Board Meeting held on 31<sup>st</sup> October, 2003, the Board of Directors of the Company ('the Board'), decided to appoint Mr. U. M. Rao as an Additional Director of the Company under Section 260 of the Companies Act, 1956. Mr. Rao holds office upto the date of the forthcoming Annual General Meeting of the Company. The Company has received a notice under Section 257 of the Companies Act, 1956, from a member of the Company informing that at the next Annual General Meeting, the member would like to propose the appointment of Mr. Rao as a Director of the Company.

The shareholders may recall that Mr. U. M. Rao, former Managing Director of The General Insurance Corporation of India Ltd. (GIC) was nominated on the Board of the Company as a Nominee Director of GIC with effect from 29<sup>th</sup> September, 1992 and he continued in this capacity till he resigned as Nominee Director of GIC with effect from 31<sup>st</sup> October, 2003.

Keeping in view the experience and expertise of Mr. Rao, your Directors decided to appoint Mr. Rao as an Additional Director of the Company with effect from 1<sup>st</sup> November, 2003 subject to the approval of the members. Mr. Rao's appointment is as an Independent Director and details of his age, qualification, expertise, other directorships and membership of Board Committees have been given in the annexure attached to the Notice convening the Annual General Meeting. Mr. Rao 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 commended acceptance of the resolution by the shareholders.

Mr. Rao is interested in Resolution No. 7. No other Director is interested in the resolution.

**Item Nos. 8,9 and 10**

At a meeting of the Board of Directors ('the Board') of the company held on 24<sup>th</sup> June 2004, the Board decided to appoint, subject to the approval of the shareholders of the company, Mr. P T Siganporia, then Deputy Managing Director, as the Managing Director of the company for a period of five years with effect from 1<sup>st</sup> July 2004. At the same meeting the Board also decided to appoint, subject to the approval of the shareholders of the company, Ms S Talwar as the Executive Director- Marketing of the company for a period of five years with effect from 1<sup>st</sup> July, 2004.

Mr. Siganporia is 53 years old and is a graduate in Science and holds a post-graduate diploma in Business Management. Having joined the Tata Administrative services in 1974 Mr. Siganporia has worked in Sales and Marketing functions in both South and North India before joining the Board in June 2000. Mr. Siganporia was holding charge of the company since February 2004 after the retirement of erstwhile Managing Director of the company. Mr. Siganporia has over 30 years experience of Marketing/Sales and business management.

Ms Talwar is a graduate with honours in Economics and is an alumnus of the Indian Institute of Management, Kolkata. Prior to joining the services of the company Ms Talwar had worked for over 20 years with Nestle India Ltd rising to the position of Executive Vice President-Marketing. Till recently she was the CEO of Mattel Toys India Limited. Ms Talwar has more than 20 years experience in Marketing, Sales and general management. Ms Talwar is 48 years old.

Mr. Siganporia is at present also a Director of Tata Tetley Ltd, Project India Blend Pvt. Ltd, Woodlands Medical Centre Ltd, Tata Tea(GB) Ltd, UK, Watawala Plantations Ltd, Sri Lanka and Estate Management Services Pvt Ltd, Sri Lanka. He is a member of both the Remuneration and Audit committees of Tata Tetley Ltd.

Ms Talwar is at present not a director of any other company nor is she a member of any committee of the Board.

Both these directors have filed form DD-A with the Company.

Keeping in view the qualifications and experience of Mr. Siganporia and Ms Talwar your Board is of the view that their appointments as Managing Director and Executive Director respectively will be beneficial to the operations of the company.

The principal terms and conditions of service of Mr. Siganporia and Ms Talwar ('the Appointees') as contained in their respective draft agreements with the company are as follows :

- a. **Period of Appointment** – from 1<sup>st</sup> July, 2004 for a period of 5 years.
- b. **Salary** – such amount for Mr. Siganporia in the scale of Rs. 1,00,000 to Rs. 3,00,000 p.m. and for Ms Talwar in the scale of Rs.75,000 to Rs.250,000 p.m. as may be decided by the Board based on the recommendations of the