

# TATA STARBUCKS PRIVATE LTD.



## NOTICE

NOTICE IS HEREBY GIVEN THAT TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA STARBUCKS PRIVATE LIMITED ("COMPANY") WILL BE HELD ON MONDAY, JUNE 21, 2021 AT 9.30 A.M IST THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended on March 31, 2021 comprising of the audited Balance Sheet as at March 31, 2021, Statement of Profit and Loss and Cash Flow for the year ended on that date and the report of the Board of Directors and Auditors thereon;
2. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company be and hereby ratify the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Auditors of the Company till financial year 2021-22 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** Mr. Michael Conway (DIN 08941378), who was appointed by the Board of Directors as an Additional Director of the Company effective October 30, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 19 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors or KMP of the Company be and are hereby severally authorized to file necessary forms/returns with the Ministry of Corporate Affairs and all other applicable authorities and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Corporate Office / Correspondence

Tata Starbucks Private Limited, WeWork Marol, 2<sup>nd</sup> Floor, The Masterpiece, Marol Metro Station, Andheri East, Mumbai-400059. Tel : 022-66113939.

Registered Office

Tata Starbucks Private Limited, 4<sup>th</sup> Floor, New Excelsior Bldg, Amrit Keshav Nayak Marg, Fort, Mumbai-400001.

www.starbucks.in email id:- contact@tatastarbucks.com tel:- 022 66113939

Corporate Identity No. (CIN):- U74900MH2011PTC222589

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

**"RESOLVED THAT** the Annual Operating Plan for FY 2021-22 and 5 years Business Rolling Plan for FY 2021-22 to 2025-26 be and are hereby approved.

**RESOLVED FURTHER THAT** any one of the Director or Key Managerial Personnel of the Company be and is hereby authorized to prepare, sign, issue and file necessary notice, forms, documents and do all such acts, deeds or things as may be necessary to give effect to the aforesaid resolution."

By Order of Board of Directors  
For **TATA Starbucks Private Limited**



Nikhil R Chandarana  
Company Secretary  
ICSI Membership No.: A31841

**Regd Office:** Tata Starbucks Pvt. Ltd  
4<sup>th</sup> Floor, New Excelsior Bldg.  
Amrit Keshav Nayak Marg,  
Fort, Mumbai 400 001

Date: May 25, 2021  
Place: Mumbai

## **NOTES:**

1. In view of COVID-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting (“AGM”) of the Company is scheduled to be held through two-way Video Conferencing (“VC”) or Other Audio Visual Means (‘OAVM’) and the voting for items to be transacted in the Notice to this AGM shall be done in compliance with applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, and the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19” and General Circular No. 20/ 2020 dated May 5, 2020, in relation to “Clarification on holding of Annual General Meeting (AGM) through video Conferencing (VC) or Other Audio Visual Means (OAVM)” all issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) read with Circular dated May 12, 2020, in relation to “Additional relaxation in relation to compliance with certain provisions of Listing Regulations - COVID-19 pandemic” and any other circular as may be issued in this regards. The deemed venue for the AGM will be the place from where the Chairman of the Board conducts the meeting.
2. The relative explanatory statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is held through VC or OAVM pursuant to the MCA Circulars, physical attendance of Members will be dispensed with. Accordingly, in terms of the above-mentioned MCA circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
6. Members seeking any information with regard to any items provided in the AGM Notice including the Annual Accounts and any queries relating to the business /operations of the Company, are requested to write to the Company mentioning their name and folio number and mobile number, to reach at least forty-eight hours prior to the AGM i.e. on or before 9.30 a.m. (IST) on June 19, 2021 at [Nikhil.chandarana@tatastarbucks.com](mailto:Nikhil.chandarana@tatastarbucks.com).
7. In case poll is required to be taken on any item, the members shall cast their vote on the resolutions only by sending emails through their registered email addresses to [Nikhil.chandarana@tatastarbucks.com](mailto:Nikhil.chandarana@tatastarbucks.com).

8. Relevant documents referred to in the notice and the accompanying statement is available electronically and copy of Register of Directors, Register of Members, Memorandum & Articles of Association and all other necessary documents and registers are open for inspection by the members in electronic form.
9. This AGM Notice is being sent, by e-mail, only to those eligible Members who have already registered their e-mail address with the Company.
10. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM.
11. The VC Facility will open 15 minutes before schedule time of meeting and will remain open after 15 minutes of closing of the meeting.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 3

Board of Directors (“**Board**”) of the Company had appointed Mr. Michael Conway as an Additional Director of the Company effective October 30, 2020 on receipt of nomination from Emerald City C.V. Pursuant to the provisions of Section 161 of the Act and Article 19 of the Articles of Association of the Company, Mr. Conway will hold office up to the date of the ensuing Annual General Meeting (“AGM”) and is eligible to be appointed a Director of the Company. The Company has received from Mr. Conway:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

Following is the profile of Mr. Conway:

Michael Conway is Executive Vice president and President, International Licensed Stores business which includes Europe, Middle East and Africa (EMEA), Asia Pacific and Latin America. He is responsible for the growth, development and consistency of operations across more than 8,000 international stores. Michael brings significant international experience and Licensed Store leadership to his current role, and is known for his strategic planning and operational excellence and as a leader who lives our Company Mission and Values.

Previously, Michael served as Executive Vice President and President, Starbucks Canada, with leadership for the Starbucks business and operations in country, including company-owned retail stores, licensed stores and the foodservice channel.

Michael first led Starbucks Licensed Store business when he served as Executive Vice President and President for Starbucks Licensed Stores business for the United States and Latin America and was responsible for the region’s more than 6,000 licensed stores. He has worked in partnership with other Fortune 500 companies to ensure the Starbucks brand is positioned to exceed the expectations of its customers across multiple segment, including: retail, travel, college and university, and hospitality.

Prior to his role overseeing Starbucks Licensed Stores in the U.S. and Latin America, Michael served as President of Starbucks Global Channel Development, where he spent three years focused on driving the growth of Consumer Packaged Goods (CPG), Foodservice, Licensed Stores development, and International channels of business.

Before joining Starbucks in March 2013, Michael was Worldwide President of McNeil Nutritionals, a division of Johnson & Johnson that marketed innovative nutritional consumer products like SLENDA No Calorie Sweetener, LACTAIS, VIActiv and BENECOL. Before being appointed Worldwide President, Michael held several key roles at McNeil leading the company’s business units in the U.S., Canada, Latin America, Europe, and Asia Pacific.

Earlier in his career as Vice President of Marketing at Campbell Soup Company, in the U.S. soup group Michael oversaw the company's \$1 billion soup franchise and launched the most successful new product platform in Campbell Soup's history – microwavable cups and bowls. During his 10 years at Campbell Soup, Michael held numerous strategic and marketing positions, including two years based in Brussels with responsibility for European marketing strategy. Prior to joining Campbell Soup, Michael worked at Kraft General Foods in marketing, and at Bain & Company, a global business consulting firm.

Michael holds a B.A. from Duke University, where he was captain and an All-America player on the lacrosse team, and holds an MBA from The Wharton School of the University of Pennsylvania. He serves on the Board of Directors of McCormick & Company, Incorporated.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Conway, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

#### **Item No. 4**

Board of Directors vide Circular Resolution No. 7/2020-21 dated March 30, 2020 approved the Annual Operating Plan (AOP) for FY 2020-21 and 5 years Rolling Business Plan for FY 2020-25. Pursuant to Articles 2 and 17(i) of the Articles of Association of the Company, the consent of the shareholders is required for adoption of the said plans. Hence the Board approaches the shareholders to approve the AOP and 5 years Rolling Business Plan.

None of the Directors, Manager, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

By Order of Board of Directors  
For **TATA Starbucks Private Limited**



Nikhil R Chandarana  
Company Secretary  
ACS 31841  
Regd. Office: Tata Starbucks Pvt Ltd , 4<sup>th</sup> Floor  
New Excelsior Bldg, Amrit Keshav Marg  
Fort, Mumbai 400 001

Date: May 25, 2021

Place: Mumbai