



February 6, 2023

The Dy. General Manager  
Corporate Relationship Dept.  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI - 400 001  
**Scrip Code No: 532301**

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G. Block  
Bandra-Kurla Complex, Bandra (E)  
MUMBAI – 400 051  
**Scrip symbol: TATACOFFEE**

**Sub: Details of Voting Results and Scrutinizer's Report with respect to NCLT Convened Shareholders' Meeting held on February 3, 2023**

**Re: Composite Scheme of Arrangement amongst Tata Coffee Limited, Tata Consumer Products Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013("the Scheme")**

Dear Sir/Madam,

Further to our letter dated February 3, 2023 , we are pleased to submit herewith the following with respect to the National Company Law Tribunal (Bengaluru Bench) convened meeting of the Equity Shareholders of the Company held on February 3, 2023, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM):

- 1) Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (**Annexure A**).
- 2) Report of the Scrutinizer dated February 3, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (**Annexure B**)

As per the consolidated Scrutinizer's Report dated February 3, 2023, resolution for approval of *"the Composite Scheme of Arrangement amongst Tata Coffee Limited, Tata Consumer Products Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013"* was passed by the Members of the Company with the requisite majority. The requisite majority for the purpose of this meeting means persons representing three-fourths in value (as per Companies Act, 2013) as well as the majority of Public Shareholders in terms of the Master Circular issued by the Securities and Exchange Board of India dated November 23, 2021 bearing reference No.SEBI/HO/CFD/DIL1/CIR/P/ 2021/ 000000065.

**TATA COFFEE LIMITED**

57 Railway Parallel Road, Kumara Park West Bengaluru 560 020  
Tel: 91 80 23560695 - 97 23561976 - 81 Fax: 91 80 23341843  
Registered Office: Pollibetta 571 215 South Kodagu Karnataka India  
Corporate Identity Number (CIN) -L01131KA1943PLC000833  
Website address - [www.tatacoffee.com](http://www.tatacoffee.com)



The above results are also being displayed on the notice board of the Company at its Registered Office, Company's website at [www.tatacoffee.com](http://www.tatacoffee.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

We request you take this on record and treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

Yours Sincerely,  
For **Tata Coffee Limited**

**Anantha Murthy N**  
**Head – Legal & Company Secretary**

*Encl.: as above*

**TATA COFFEE LIMITED**

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TATA COFFEE LIMITED

Annexure - A

<b>VOTING RESULT</b> <b>Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	<b>Date of the NCLT Convened Meeting</b>	<b>Friday, February 3, 2023</b>
2	<b>Total number of shareholders as on record date*</b> (As of the cut-off date i.e. January 27, 2023)	2,47,148
3	<b>Number of Shareholders present in the meeting either in person or through proxy</b>  Promoters and Promoter Group:  Public:	Not applicable, as the meeting was held through VC/OAVM.
4	<b>A number of Shareholders attended the meeting through VC/OAVM</b>  Promoters and Promoter Group:  Public:	1  37
5	<b>No. of resolutions passed in the meeting</b>	1 (one)  Resolution-wise details of voting results attached

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**Agenda-wise disclosure:**

**Resolution Number - 1**

Resolution required (Ordinary / Special) as per Companies Act,2013				Special Resolution: Approval of the Composite Scheme of Arrangement amongst Tata Coffee Limited, Tata Consumer Products Limited, and TCPL Beverages & Foods Limited and their respective Shareholders and Creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013				
Whether promoters / promoter group are interested in the agenda / resolution?				Yes				
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)] *100	No. of Votes – in favour  (4)	No. of Vote s- against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)] *100	% of Votes against on votes polled  (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	107359820	107359820	100	107359820	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>107359820</b>	<b>107359820</b>	<b>100</b>	<b>107359820</b>	<b>0</b>	<b>100</b>
Public - Institutions	E-Voting	15929865	9963146	62.5438	9963146	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>15929865</b>	<b>9963146</b>	<b>62.5438</b>	<b>9963146</b>	<b>0</b>	<b>100</b>
Public – Non Institutions	E-Voting	63480685	224485	0.3536	222126	2359	98.9492	1.0508
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>63480685</b>	<b>224485</b>	<b>0.3536</b>	<b>222126</b>	<b>2359</b>	<b>98.9492</b>
<b>Total</b>		<b>186770370</b>	<b>117547451</b>	<b>62.9369</b>	<b>117545092</b>	<b>2359</b>	<b>99.9980</b>	<b>0.0020</b>

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**Resolution Number - 1**

<b>Resolution required: Requisite Majority</b> which means Majority of the votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Applicant Company) as per SEBI Circular reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000065 dated November 23, 2021				<b>Requisite Majority:</b> Approval of the Composite Scheme of Arrangement amongst Tata Coffee Limited, Tata Consumer Products Limited, and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013				
<b>Whether promoters / promoter group are interested in the agenda / resolution?</b>				Yes				
Category	Mode of Voting	No. of sharesheld (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public - Institutions	E-Voting	15929865	9963146	62.5438	9963146	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>15929865</b>	<b>9963146</b>	<b>62.5438</b>	<b>9963146</b>	<b>0</b>	<b>100</b>
Public – Non Institutions	E-Voting	63480685	224485	0.3536	222126	2359	98.9492	1.0508
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	<b>Total</b>		<b>63480685</b>	<b>224485</b>	<b>0.3536</b>	<b>222126</b>	<b>2359</b>	<b>98.9492</b>
<b>Total</b>		<b>79410550</b>	<b>10187631</b>	<b>12.8291</b>	<b>10185272</b>	<b>2359</b>	<b>99.9768</b>	<b>0.0232</b>

**TATA COFFEE LIMITED**



**SCRUTINIZER'S REPORT**

To,

**Ms. Amrita Jain,**

(Chairperson appointed by the Hon'ble National Company Law Tribunal,  
Bengaluru Bench (NCLT), in Company Application (CAA) No. 57/BB/2022)

Madam,

**Sub: Report of the Scrutinizer on the results of voting by way of remote e-voting and e-voting in the meeting conducted via Video Conferencing of the equity shareholders of Tata Coffee Limited, pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Bengaluru Bench, in C.A. (CAA) No.57/BB/2022, on February 03, 2023**

I, Ananta R. Deshpande, Company Secretary in Practice had been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") vide the order dated December 15, 2022 ("the Order"), in Company Application (CAA) No. 57/BB/2022, for the meeting of the equity shareholders of Tata Coffee Limited ("the Company"), in connection with the Composite Scheme of Arrangement amongst the Company, Tata Consumer Products Limited ("TCPL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), and provisions of Section 230(4) and Section 108 of the Companies Act, 2013 ("Act") and rules made thereunder and Secretarial Standard-2 issued by the Institute of the Company Secretaries of India and in accordance with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (as amended from time to time) ("SEBI Scheme Circular"), for the purpose of scrutinizing the votes cast through remote e-voting and e-voting at the meeting by the equity shareholders of the Company in respect of the resolution proposed to be passed at the meeting of the equity shareholders, held on Friday, February 03, 2023 at 11:00 AM (IST), through video-conferencing/other audio-visual means ("VC/ OAVM"), do hereby submit my report as follows:

- (a) As per the Order of the Hon'ble NCLT, the quorum for the meeting was 30 equity shareholders and in case the quorum was not present within 30 minutes of the scheduled time of the meeting, the equity shareholders present through VC facility would constitute the quorum.
- (b) Since more than 30 equity shareholders attended the Meeting through VC/ OAVM, the Meeting was called "to order" at 11:00 A.M (IST). The meeting concluded at 12:03 P.M. (IST) (including the time allowed for e-voting at the meeting and 15 minutes after the proceedings of the meeting were concluded by the Chairperson).
- (c) The notice dated December 26, 2022 along with the statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and accompanying documents as confirmed by the Company, was sent to those equity shareholders of the Company, whose names were recorded

in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, through electronic mode, whose e-mail addresses were available with the Company/Depository Participant/ Registrar and Transfer Agent (“RTA”), as the case may be, on December 29, 2022 and physically to the remaining shareholders on December 29, 2022.

- (d) The equity shareholders who cast their votes through remote e-voting or e-voting at the meeting, were the equity shareholders as on the cut-off date being January 27, 2023.
- (e) The Company had appointed National Securities Depository Limited (“NSDL”) as the Service Provider, who provided the facilities for casting votes through remote e-voting and e-voting at the meeting.
- (f) The remote e-Voting period commenced from Monday, January 30, 2023 at 9 a.m. (IST) and ended on Thursday, February 02, 2023 at 5 p.m. (IST).
- (g) The e-voting during the meeting ended after 15 minutes from the conclusion of the meeting at 12:03 P.M.(IST)
- (h) The management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder and the Order relating to voting through remote e-voting and e-voting at the meeting on the resolution stated in the said Notice.
- (i) My responsibility as the Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer’s Report on the votes cast “in favour” or “against” the resolution stated in the notice, based on the reports generated from the electronic voting system provided by the NSDL.
- (j) The board resolution under Section 113 of the Act as received from the corporate shareholder is annexed hereto and marked as “Annexure-A”.
- (k) The summary of the meeting as submitted to the stock exchanges by the Company on 3<sup>rd</sup> February 2023 is annexed hereto and marked as “Annexure- B”.

I now submit my consolidated report as under on the result of the remote e- voting and e-voting conducted at the meeting.



(A) **Votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company) as required under Part 1(A)(10)(b) of the SEBI Scheme Circular.**

(i) **Voted in favour of the Resolution**

<b>Mode of voting</b>	<b>No. of public shareholders</b>	<b>No. of votes cast by public shareholders</b>	<b>% of total no. of valid votes cast</b>
Remote E-voting	560	10183177	99.9562
E-voting at the meeting	6	2095	0.0206
<b>Total</b>	<b>566</b>	<b>10185272</b>	<b>99.9768</b>

(ii) **Voted against the Resolution**

<b>Mode of voting</b>	<b>No. of public shareholders</b>	<b>No. of votes cast by public shareholders</b>	<b>% of total no. of valid votes cast</b>
Remote E-voting	18	2359	0.0232
E-voting at the meeting	0	0	0
<b>Total</b>	<b>18</b>	<b>2359</b>	<b>0.0232</b>

(iii) **Invalid votes**

<b>Mode of voting</b>	<b>No. of public shareholders</b>	<b>No. of votes cast by public shareholders</b>	<b>% of total no. of valid votes cast</b>
Remote E-voting	0	0	0
E-voting at the meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(B) **Votes cast by equity shareholders of the Company**

(i) **Voted in favour of the Resolution**

<b>Mode of voting</b>	<b>No. of equity shareholders</b>	<b>No. of votes cast by equity shareholders</b>	<b>% of total no. of valid votes cast</b>
Remote E-voting	561	117542997	99.9962
E-voting at the meeting	6	2095	0.0018
<b>Total</b>	<b>567</b>	<b>117545092</b>	<b>99.9980</b>





(ii) Voted **against** the Resolution

Mode of voting	No. of equity shareholders	No. of votes cast by equity shareholders	% of total no. of valid votes cast
Remote E-voting	18	2359	0.0020
E-voting at the meeting	0	0	0
<b>Total</b>	18	2359	0.0020

## (iii) Invalid votes

Mode of voting	No. of equity shareholders	No. of votes cast by equity shareholders	% of total no. of valid votes cast
Remote E-voting	0	0	0
E-voting	0	0	0
<b>Total</b>	0	0	0

*Since majority of the equity shareholders, representing more than three-fourths in value of the equity shares of the Company, have voted for the resolution, and the votes cast by the public shareholders in favour of the proposed resolution are more than the number of votes cast by the public shareholders against it, as required under the SEBI Scheme Circular, the proposed resolution stated hereunder is declared as passed with requisite majority:*

*“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), including the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India (“SEBI”) (as amended from time to time) or any other circulars issued by SEBI applicable to schemes of arrangement from time to time (“SEBI Scheme Circular”), as applicable, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Tata Coffee Limited, and subject to the approval of the Kolkata Bench and Bengaluru Bench of the Hon’ble National Company Law Tribunal (“NCLT”) and approvals of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Kolkata Bench and the Bengaluru Bench of the NCLT, or by any statutory or regulatory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Tata Coffee Limited (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Composite Scheme of Arrangement amongst Tata Consumer Products Limited, Tata Coffee Limited, and TCPL Beverages & Foods Limited, and their respective shareholders and creditors (“Scheme”) placed before this meeting and initialed by the Company Secretary for the purpose of identification, be and is hereby approved.”*



**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above Resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Kolkata Bench and the Bengaluru Bench of the NCLT while sanctioning the Scheme, or by any statutory or regulatory authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, SEBI, the Kolkata Bench and the Bengaluru Bench of the NCLT, and/or any other authority, are in its view not acceptable to Tata Coffee Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."

All the records pertaining to the remote e-voting and e-voting, as downloaded from the NSDL's portal have been handed over to the Head – Legal & Company Secretary, Mr. Anantha Murthy N, pursuant to the letter of authority dated 3<sup>rd</sup> February 2023, issued by the Chairperson.



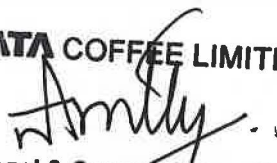

**Ananta R Deshpande**  
**Practicing Company Secretary**  
**Membership No. F11869**  
**CP No. 20322**  
**UDIN: F011869D003100130**

**Date: 3<sup>rd</sup> February 2023**

**Place: Bengaluru**

Received and Counter signed by

For **TATA COFFEE LIMITED**



**Head-Legal & Company Secretary**

3<sup>rd</sup> February 2023



**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF TATA CONSUMER PRODUCTS LIMITED AT ITS MEETING HELD ON MAY 4, 2022**

**Authorisation for attending General meetings on behalf of the Company:**

**“RESOLVED THAT** in supersession of the earlier resolutions passed by the Board under Section 113 of the Companies Act 2013, in connection with representation on behalf of the Company at the General Meetings of companies where Tata Consumer Products Limited holds shares or debentures or any other securities, the following persons, so long as they hold any position in the Company, be and are hereby appointed severally to act as the authorized representative of Tata Consumer Products Limited at any meeting of members or a class of members, debenture holders or bondholders or creditors or Court convened meetings, and to attend and vote for and on behalf of Tata Consumer Products Limited at such meetings and at any adjournment thereof for and on behalf of Tata Consumer Products Limited and to exercise all rights and powers of a member of the Company including the right to vote by appointing proxies, and to give consent for convening meetings at shorter notice on behalf of the company, as the Company could exercise as a member/ debenture holder/ bondholder of such companies and as well as voting in respect of Postal Ballots, and /or any form of e- voting of such companies:

Mr. Sunil D'souza, failing him  
Mr. L. Krishnakumar, failing him  
Mr. Ajit Krishnakumar, failing him  
Mr. Amit Chincholikar, failing him  
Mr. Sivakumar Sivasankaran, failing him  
Mr. Punit Gupta, failing him  
Mr. Neelabja Chakrabarty, failing him  
Mr. Amit Dodani, failing him  
Mr. Akram Jamal, failing him  
Mr. Arun Ramachandran, failing him  
Mr. Waqar Ahmed Siddiqi, failing him

**TATA CONSUMER PRODUCTS LIMITED**

**(Formerly known as Tata Global Beverages Limited)**

11/13 Botawala Building 1<sup>st</sup> Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India

Tel: 91-22-6121-8400 | Fax: 91-22-61218499

Registered Office: 1, Bishop Lefroy Road, Kolkata – 700 020

Corporate Identity Number (CIN): L15491WB1962PLC031425

Email: investor.relations@tataconsumer.com

Website: www.tataconsumer.com





Mr. Ibrahim Lodhger, failing him  
Mr. Avijit Sengupta, failing him  
Mr. Nikhil Chandarana, failing him  
Mr. P.K. Sasikumar, failing him  
Mr. Abhishek Musahib, failing him  
Mr. Tapan Pawaskar

**RESOLVED FURTHER THAT** the representatives appointed by the Company will also be entitled to authorize any other staff member to represent the Company at a Members' Meeting or at a meeting of any class of Members or Debenture holders of a Company, provided such authority is issued in writing by any such representative".

For **TATA CONSUMER PRODUCTS LIMITED**

  
Neelabja Chakrabarty  
Company Secretary





**TATA CONSUMER PRODUCTS LIMITED**

**(Formerly known as Tata Global Beverages Limited)**

11/13 Botawala Building 1<sup>st</sup> Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India

Tel: 91-22-6121-8400 | Fax: 91-22-61218499

Registered Office: 1, Bishop Lefroy Road, Kolkata – 700 020

Corporate Identity Number (CIN): L15491WB1962PLC031425

Email: [investor.relations@tataconsumer.com](mailto:investor.relations@tataconsumer.com)

Website: [www.tataconsumer.com](http://www.tataconsumer.com)



February 3, 2023

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Corporate Relationship Dept.  
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Dalal Street  
MUMBAI - 400 001  
Scrip Code No: 532301

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G. Block  
Bandra-Kurla Complex, Bandra (E)  
MUMBAI – 400 051  
Scrip symbol: TATACOFFEE

**Sub: Summary of National Company Law Tribunal convened meeting of the Equity Shareholders of the Company held on February 3, 2023**

**Re: Composite Scheme of Arrangement amongst Tata Coffee Limited, Tata Consumer Products Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013**

Dear Sir/Madam,

This is to inform you that as per an Order dated December 15, 2022, of the Bengaluru Bench of the Hon'ble National Company Law Tribunal ("NCLT"), a meeting of the equity shareholders of the Company was held on **Friday, February 3, 2023, at 11:00 a.m. IST ("NCLT Convened Meeting" or "Meeting")** through Video-Conference and Other Audio-Visual Means for the purpose of considering, and if thought fit, approving the proposed Composite Scheme of Arrangement amongst the Tata Coffee Limited (**"the Company"**), Tata Consumer Products Limited (**"TCPL"**) and TCPL Beverages & Foods Limited (**"TBFL"**) and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (**"Scheme"**).

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (**"Listing Regulations"**), we are pleased to submit the summary of proceedings of the NCLT Convened Meeting of the Equity Shareholders of the Company (**"the Meeting"**) held on Friday, February 3, 2023.

We request you take this on record and treat the same as compliance with the applicable provisions of the Listing Regulations.

**TATA COFFEE LIMITED**

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The Voting results pursuant to Regulation 44(3) of the Listing Regulations and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, will be submitted in due course.

Thanking You,

Yours Sincerely,  
For Tata Coffee Limited

Anantha Murthy N  
Digitally signed  
by Anantha  
Murthy N  
Date: 2023.02.03  
17:55:18 +05'30'

**Anantha Murthy N**  
**Head - Legal and Company Secretary**

*Encl.: as above*

2

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Annexure

**Summary of the Proceedings of National Company Law Tribunal convened meeting of the Equity Shareholders of Tata Coffee Limited held through Video-Conferencing and Other Audio-Visual Means on Friday, February 3, 2023**

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**Meeting Day, Date, and Time:** Friday, February 3, 2023, scheduled at 11:00 a.m.

As per the Order of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") dated December 15, 2022, (the "Order"), the quorum for this meeting has been fixed at 30 equity shareholders and in case the quorum, as such for the Meeting is not present within 30 minutes of the scheduled time of the Meeting, then the equity shareholders present through VC facility shall constitute the quorum.

Since the requisite quorum was present, the meeting as scheduled, started at 11:00 a.m.

The Meeting concluded at 12.03 p.m. (including the time allowed for e-voting at the Meeting and 15 minutes after the proceedings of the Meeting were concluded by the Chairperson, as declared by the Chairperson).

**Mode:** Through Video-Conferencing ("VC") and Other Audio-Visual Means ("OAVM"), as per the directive of the NCLT vide the Order and following the operating procedures referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars").

**Chairperson:** The NCLT had appointed Ms. Amrita Jain, Advocate and Company Secretary, as Chairperson for the Meeting. Ms. Amrita Jain, joined the meeting from the corporate office of the Company at "57 Railway Parallel Road, Kumara Park West, Bengaluru, 560020" (hereinafter referred to as "Common Venue") over Video Conference. She took the Chair in terms of the Order of the NCLT.

**TATA COFFEE LIMITED**

57 Railway Parallel Road, Kumara Park West Bengaluru 560 020  
Tel: 91 80 23560695 - 97 23561976 - 81 Fax 91 80 23341843  
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Corporate Identity Number (CIN) - L01131KA1943PLC000833  
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**Directors and Company Secretary in attendance:**

Sr. No.	Name of Director / Company Secretary	Designation	Location from where the Director participated in the meeting
1	Mr. R. Harish Bhat	Non- Executive, Non-Independent Director	Joined over VC from Mumbai.
2	Mr. Sunil A. D'Souza	Non- Executive, Non-Independent Director	Joined over VC from Mumbai.
3	Mr. S. Venkatraman	Independent Director	Joined over VC from Mumbai.
4	Ms. Sunalini Menon	Independent Director	Joined over VC from Bangalore
5	Mr. Siraj Azmat Chaudhry	Independent Director	Joined over VC from Gurgaon
6	Dr. P. G. Chengappa	Independent Director	Joined over VC from Pollibetta
7	Mr. Chacko Purackal Thomas	Managing Director & CEO	Joined over VC from the Common Venue in Bangalore
8	Mr. K. Venkataramanan	Executive Director- Finance & CFO	Joined over VC from the Common Venue in Bangalore
9.	Mr. N. Anantha Murthy	Head – Legal & Company Secretary	Joined over VC from the Common Venue in Bangalore

The representatives of the Statutory Auditors were also present through VC and the representative of the Secretarial Auditor was present in person at the Common Venue.

Mr. Ananta R Deshpande, Practicing Company Secretary, and the NCLT appointed Scrutinizer for this meeting, also joined this meeting over VC from Common Venue.

**Members attending the Meeting: 38 Members** attended the meeting virtually. In terms of the MCA circulars and SEBI circulars, the requirement of appointing proxies was not applicable.

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**Quorum:** As per the direction of the NCLT, the quorum for this meeting was fixed at 30 equity shareholders. Since the requisite quorum was present at 11:00 A.M., the Chairperson called the meeting to order.

**Proceedings of the Meeting:**

The Chairperson briefed the Members as under:

a) That this meeting has been convened through Video-Conferencing /other Audio-Visual means in compliance with the directions of the NCLT, in the matter of the Composite Scheme of Arrangement amongst the Company, Tata Consumer Products Limited and TCPL Beverages & Foods Limited and their respective creditors and shareholders for:

- the demerger of Plantation Business of Tata Coffee Limited into TCPL Beverages & Foods Limited, a wholly-owned subsidiary of Tata Consumer Products Limited, in exchange of new equity shares of Tata Consumer Products Limited to be issued to the equity shareholders of Tata Coffee Limited, on the basis of 1 equity share of Tata Consumer Products Limited for every 22 equity shares held in Tata Coffee Limited
- followed immediately by the amalgamation of the remaining business of Tata Coffee Limited with Tata Consumer Products Limited in exchange of new equity shares of Tata Consumer Products Limited to be issued to the equity shareholders of Tata Coffee Limited, on the basis of 14 equity shares of Tata Consumer Products Limited for every 55 equity shares held in Tata Coffee Limited
- upon completion of the above demerger and the amalgamation, Tata Coffee Limited will stand dissolved, without being wound up

*(hereinafter referred as "the Scheme")*

b) The above reorganization plan would benefit the shareholders of both Tata Consumer Products Limited as well as Tata Coffee Limited. The objective of this Scheme was to simplify, align and synergize the group operations, in order to create long-lasting value for the shareholders.

c) Rationale and the benefits of the Scheme.

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- d) Since there was no physical attendance of Members required, the requirement of appointing proxies was not applicable.
- e) Documents that were required to be kept open in terms of the resolutions provided in the Notice of the Meeting were kept open for inspection.
- f) The NCLT has appointed Mr. Ananta R Deshpande, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process before the Meeting as well as e-voting during the Meeting, in a fair and transparent manner.
- g) After the declaration of the voting results, a Petition would be filed before the Hon'ble NCLT, Bengaluru Bench, for the final hearing and approval of the Scheme.

With the permission of the Members, the Notice convening the meeting along with the Scheme and other documents sent therewith, was taken as read.

The Chairperson then read out the resolution as per the Notice and proposed the same for the approval of shareholders.

The following resolution as set out in the Notice convening the Meeting were put to vote by Remotee-voting and e-voting during the meeting:

**Special Business**

Approval of the Composite Scheme of Arrangement amongst Tata Consumer Products Limited, Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013. **(Requisite Majority\*)**

*\* majority of persons representing three-fourths in value (as per Companies Act, 2013) and majority of Public Shareholders in terms of the Master Circular issued by Securities and Exchange Board of India dated November 23, 2021 bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000065*

The Chairperson then invited the Members to express their views, make comments and seek clarifications on the Scheme and on the resolution set out in the Notice of the Meeting. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who had registered to speak, the Management replied to the queries raised by the Members.

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The Chairperson authorized the Company Secretary to conduct the e-voting process and conclude the meeting.

The Chairperson then declared that the e-voting facility will remain open for the next 15 minutes to enable the members to cast their votes. She then authorized the Company Secretary to accept, acknowledge and countersign the Scrutinizer's report in connection with the Meeting and declare the results of the e-voting in accordance with the requirements of the Order of the NCLT, as prescribed under the Companies Act, 2013 and other applicable laws.

The Chairperson stated that the consolidated results of the remote e-voting and e-voting at the Meeting would be announced within 2 working days of the conclusion of the meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the website of the Company and National Securities Depository Limited (NSDL), and would also be displayed at the Registered Office of the Company.

The Chairperson then thanked the Members for attending and participating in the meeting. She also thanked the Directors for joining the meeting. The Chairperson then declared that the business of the meeting was complete.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their votes. Upon completion of the e-voting process, the Company Secretary declared the meeting as closed.

#### For Tata Coffee Limited

Anantha Murthy N  
Digitally signed  
by Anantha  
Murthy N  
Date: 2023.02.03  
17:56:03 +05'30'

**Anantha Murthy N**  
**Head - Legal & Company Secretary**

#### **TATA COFFEE LIMITED**

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