

TATA GLOBAL BEVERAGES LIMITED

CIN: L15491WB1962PLC031425

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

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Email: investor.relations@tgb.com Website: www.tataglobalbeverages.com

The last date for receipt
of postal ballot is
November 3, 2019

POSTAL BALLOT FORM

1. Name(s) & Registered Address :
of the sole/first named
Member

2. Name(s) of the Joint Holder(s), :
if any

3. Registered Folio No./
DP ID No./ Client ID No.* :
*(Applicable to Members
holding shares in
dematerialized form)

4. Number of Equity Share(s) held :

5. E-voting Event Number (EVEN) :

6. User ID :

7. Password :

8. I/We hereby exercise my/our vote(s) in respect of the Resolution as detailed in the Notice dated September 26, 2019 for the meeting of the Equity Shareholders of the Tata Global Beverages Limited being convened pursuant to Order dated September 20, 2019 of the Hon'ble National Company Law Tribunal, Kolkata Bench, **on Monday, November 4, 2019 at 11:00 a.m.** at Kala Mandir, 48, Shakespeare Sarani, Kolkata 700 017, by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below

Resolution No.	Description of Resolution	No of Shares for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider and if thought fit, approve with or without modification, the proposed Scheme of Arrangement amongst Tata Chemicals Limited ("Demerged Company") and Tata Global Beverages Limited ("Resulting Company") and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016			

Place:

Date:

Signature of the Member/Authorised Representative

Note:

- If you opt to cast your vote by remote e-voting or by voting at the venue of the meeting, there is no need to fill up and sign this form.
- Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. GENERAL INFORMATION

- a) The Hon'ble National Company Law Tribunal, Kolkata Bench ("**Tribunal**") vide its Order dated September 20, 2019 has directed that a meeting of the Equity Shareholders of the Company be convened and held at Kala Mandir, 48, Shakespeare Sarani, Kolkata 700 017 **on Monday, November 4, 2019 at 11:00 a.m.** for the purpose of considering, and if thought fit, approving the Scheme of Arrangement amongst Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors.
- b) Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Act and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Companies (Management & Administration) Rules, 2014, option is being given to the members to cast their votes on the resolution for approval of the Scheme at the venue of the meeting or by postal ballot/remote e-voting and as per the directions of the Hon'ble Tribunal.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of member(s) held in physical form/ list of beneficial owners as received from NSDL/ CDSL ("**Depositories**") as on the cut-off date i.e. **Tuesday, September 24, 2019**. The Shareholder(s) who have acquired the shares after the cut off date shall not be entitled to vote on the resolution.
- d) The proposed Scheme, if assented to by the requisite majority, by way of Postal Ballot, remote e-voting and voting at the meeting shall be considered as passed on the date of the meeting.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Please convey your assent in column "FOR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.
- b) Equity shareholders who have received the postal ballot form by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Resulting Company's website www.tataglobalbeverages.com.
- c) Members desiring to cast their vote by Postal Ballot should complete and sign this Ballot Form and send it to TSR Darashaw Consultants Private Limited, Mr. V. K. Tulsyan, Scrutinizer, Unit - Tata Global Beverages Limited, 6 Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai- 400 011 in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
- d) In case of joint holding, this Ballot Form should be completed and signed by the first named member and in his absence by the next named member (as per the specimen signature registered with the Company/ Depository). A member may sign the Postal Ballot Form through an attorney, in which case a certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- e) There will be one Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
- f) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the duly completed Ballot Form should be signed by its authorised signatory(ies) and shall be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- g) Voting rights by way of Ballot Form cannot be exercised by a proxy.
- h) Completed Ballot Forms should reach the Scrutinizer not later than **on Sunday, November 3, 2019**. Incomplete Ballot Forms or Ballot Forms received after this date will be considered invalid.
- i) An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- j) A member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrar and Transfer Agent - TSR Darashaw Consultants Private Limited, 6, Haji Moosa Patrawala Industrial Estate, 20, Dr E. Moses Road, Mahalaxmi, Mumbai 400 011 or send an email to csg-unit@tsrdarashaw.com.
- k) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Ballot") along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- l) Mr. V. K. Tulsyan, Practising Chartered Accountant (Membership No. 061953) has been appointed as the scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.

3. REMOTE E-VOTING/ELECTRONIC VOTING AT VENUE OF MEETING:

As an alternate to Postal Ballot, the members of the Resulting Company will have the option of voting on the resolution for approval of the scheme by Remote E-voting or by electronic voting at the venue of the meeting as per instructions given in the notice and the notes thereto. In case you cast your votes by both, postal ballot and remote e-voting, then voting done through remote e-voting shall prevail and voting done by postal ballot will be treated as invalid. If you cast your votes by postal ballot and/or remote e-voting, as aforesaid, you will nevertheless be entitled to attend the meeting and participate in the discussions in the meeting but you will not be entitled to vote again by electronic voting at the meeting, whether in person or by proxy. If you do so, the votes so cast by you at the venue of the meeting shall be treated as invalid.