



November 05, 2019

The National Stock Exchange of India Limited

Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Scrip Code – **TATAGLOBAL**

BSE Limited

Corporate Relationship Dept.
1st Floor, New Trading Wing
Rotunda Building, PJ Towers
Dalal Street
Mumbai 400 001
Scrip Code - **500800**

The Calcutta Stock Exchange Ltd.

7 Lyons Range
Kolkata 700 001
Scrip Code – **10000027**
(Demat)
27 (Physical)

Dear Sir/Madam,

Sub: Summary of Proceedings and Voting Results of the National Company Law Tribunal, Kolkata Bench ("Tribunal") convened Meeting of the Equity Shareholders of Tata Global Beverages Limited ("the Company") held on Monday, November 04, 2019.

This is to inform you that as per an Order dated September 20, 2019 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, a Meeting of the equity shareholders of the Company was convened i.e. on November 04, 2019 at 11.00 a.m. at Kala Mandir, 48, Shakespeare Sarani, Kolkata 700017 ('Meeting'), to consider, and if thought fit, to approve, with or without modification(s), the proposed Scheme of Arrangement between Tata Chemicals Limited (Demerged Company) and Tata Global Beverages Limited (Resulting Company) and their respective shareholders and creditors for the demerger of the Consumer Products Business of the Demerged Company to the Resulting Company ('Scheme').

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the Meeting, as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 **Annexure A**.
- 2) Consolidated Voting results of the Postal Ballot, Remote e-voting together with the E-voting conducted at the Meeting venue, as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as **Annexure B**. The results including Promoter and Promoter Group (majority of person representing three-fourth in value) as **Annexure B1** and the results excluding Promoter and Promoter Group (majority of public shareholders) as **Annexure B2**.

TATA GLOBAL BEVERAGES LIMITED

Registered Office 1 Bishop Lefroy Road Kolkata 700 020
Tel +91 33 6605 3400 6605 3500 2281 3988 2281 4422 2281 3779 Fax +91 33 2281 1199
CIN L15491WB1962PLC031425 Email investor.relations@tgbl.com
Website www.tataglobalbeverages.com





- 3) Results of the Meeting as declared by Mr. Siddhartha Mitra, Chairman appointed by Hon'ble National Company Law Tribunal, Kolkata Bench as **Annexure C**.
- 4) Report of the Scrutinizer dated November 05, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 including Promoter and Promoter Group as **Annexure D1** and the results excluding Promoter and Promoter Group as **Annexure D2**.

The proposed resolution for approving the Scheme was passed with requisite majority by the Equity Shareholders of the Resulting Company. Please note that the Scheme shall now be subject to further approval of regulatory and other authorities including approval of NCLT.

The above are also being displayed on the notice board of the Company at its Registered Office, Company's website at www.tataglobalbeverages.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

The meeting concluded at 01.05 p.m. (IST) on November 04, 2019.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Tata Global Beverages Limited**


(Neelabja Chakrabarty)
Vice President & Company Secretary



Encl.: as above

CC : National Securities Depository Ltd.
Trade World, 4th Floor,
Kamala Mills Compound
Senapati Bapat Marg, Mumbai
Fax : 022- 2497 2993

CC :Central Depository Services (India)
Phiroze Jeejeebhoy Towers, 28th Floor
Dalal Street,
Mumbai
Fax : 022- 2272 3199

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Annexure A

Summary of Proceedings of the National Company Law Tribunal Convened Meeting of the Equity Shareholders of Tata Global Beverages Limited ("the Company") held on Monday, November 04, 2019 pursuant to the order dated September 20, 2019 ("Order") of the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal")

Meeting Day, Date and Time: Monday, November 04, 2019

Venue: Kala Mandir, 48, Shakespeare Sarani, Kolkata-700 017

Chairperson: Mr. Siddhartha Mitra, Senior Advocate and Bar-at-Law, was appointed as the Chairperson in terms of an Order passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") on September 20, 2019 ("Order") made in Company Application No.1147 of 2019, presided over the meeting

Members attending the Meeting: 227 Shareholders were present in person.

Quorum: The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

The representatives of Statutory Auditors and Secretarial Auditors were also present at the Meeting.

Mr. Ajoy Misra, Managing Director & CEO welcomed the Equity Shareholders and informed that the meeting had been convened pursuant to the Order passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") on September 20, 2019 ("Order").

Mr. Ajoy Misra introduced Mr. Siddhartha Mitra, Senior Advocate and Bar-at-Law as Chairman appointed by NCLT for this meeting.

The Chairman informed the members that the meeting was convened in terms of an Order passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") on September 20, 2019 ("Order") in the matter of Scheme of Arrangement amongst Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors for the demerger of the Consumer Product business of the Tata Chemicals Limited to Tata Global Beverages Limited.

Mr. Ajoy Misra introduced the Directors present in the meeting. Mr. Misra also introduced Mr. V.K. Tulsyan, Practicing Chartered Accountant, as the scrutinizer as appointed by the Hon'ble Tribunal for the meeting, to scrutinize the voting through postal ballot/e-voting process and voting at the venue of the meeting in a fair and transparent manner and Mr. Aniket Agarwal, Partner of Khaitan & Co.

The Chairman informed the members that the Proxy Register was available with the Registrar and Transfer Agents and available for inspection to the members. The Inspection Documents as mentioned in the Notice dated September 26, 2019 were available for inspection.

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The Notice of the said meeting together with the Scheme of Arrangement and other accompanying documents were dispatched to the Equity Shareholders as per the directions contained in the said Order. With the permission of the Equity Shareholders, the Notice convening the meeting was taken as read.

At the request of the Chairman, Mr. Aniket Agarwal read the Resolution as contained in Notice dated September 26, 2019.

The Chairperson further informed that in terms of the said Order and pursuant to the provisions of the Companies Act, 2013 and Rules thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Members whose name appeared in the Register of Members / list of Beneficial Owners as on Tuesday, September 24, 2019 (cut-off date) have been provided with the facility to cast their vote on the resolution to consider the Scheme, through Postal Ballot and e-voting and has engaged the services of the Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited (TSRD) for Postal Ballot process and National Security Depository Limited (NSDL) to provide the e-voting facility. The postal ballot/e-voting commenced from 9.00 a.m. (Server time) on October 5, 2019 (Saturday) and concluded on November 3, 2019 (Sunday) upto 5.00 p.m. (Server time). The Company had also provided the facility to vote through electronic voting at the venue of the Meeting. The Chairperson reiterated that only those shareholders who had not cast their votes by postal ballot/e-voting were entitled to vote at the venue of the meeting by electronic voting.

The Chairperson then invited queries / clarifications from Equity Shareholders on the proposed resolution present at the meeting. Their queries were suitably replied by Mr. Ajoy Misra, Managing Director & CEO and by Mr. L. Krishnakumar, Executive Director.

The Chairperson then requested the Equity Shareholders to cast their vote on the proposed resolution and requested the Company Secretary to carry out the Voting process.

On confirmation from the Scrutiniser that all the shareholders attending the meeting and were entitled and willing to vote at the venue of the meeting, had casted their votes through electronic voting, declared the Voting as closed.

The Chairperson stated that the consolidated results of the voting through Postal Ballot, remote e-voting and electronic voting at the venue of the meeting would be announced on or before Wednesday, November 06, 2019 and the results along-with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the SEBI 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 declared the meeting concluded. A vote of thanks was given to the Chair.

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The detailed results of voting for the resolution proposed at the meeting of the Equity Shareholders will be intimated separately on declaration by the Chairperson.

The following resolution set out in the Notice convening the Meeting was put up to the Equity Shareholders for voting:

Resolution No.	Description of Resolution	Resolution Required
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 Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	Requisite Majority*

** majority of persons representing three-fourths in value (as per Companies Act, 2013) and majority of Public Shareholders in terms of the Securities and Exchange Board of India Circular dated March 10, 2017 bearing reference No.CFD/DIL3/CIR/2017/21.*

As per the consolidated Scrutinizer's Report dated November 05, 2019 the above resolutions was passed by the Shareholders of the Company with the requisite majority.

The Meeting concluded at 1:05 p.m.

Yours Faithfully,

For Tata Global Beverages Limited


(Neelabja Chakrabarty)
Vice President & Company Secretary



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Annexure B

TATA GLOBAL BEVERAGES LIMITED

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1	Date of the AGM / EGM	NCLT Convened Meeting – Monday, November 04, 2019
2	Total number of shareholders as on record date i.e. September 24, 2019	193925
3	Number of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public :	 1 226
4	Number of Shareholders attend the meeting through video conferencing: Promoters and Promoter Group: Public :	 No arrangement was made for VC

Yours Faithfully,

For Tata Global Beverages Limited


(Neelabja Chakrabarty)

Vice President & Company Secretary

Kolkata

November 05, 2019



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B) RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution Required (Ordinary / Special)	Mode of Voting	Remarks
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	Special	Remote e-voting, Postal Ballot and e-voting at EGM	Passed with requisite majority

C) RESOLUTION-WISE DETAILS OF VOTING RESULTS ATTACHED



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Annexure-B1

Annexure D1

TATA GLOBAL BEVERAGES LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)					SPECIAL					
Whether promoter/ promoter group are interested in the agenda/resolution?					NO					
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										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	217445190	217445190	100.00	217445190	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		217445190	100.00	217445190	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	251622139	211168660	83.92	211168660	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		211168660	83.92	211168660	0	100.00	0.00	0
3	Public-Others	E-Voting	162062400	11306669	6.98	11244911	61758	99.45	0.55	0
		Poll		24537	0.02	24507	30	99.88	0.12	0
		Postal Ballot (if applicable)		599742	0.37	582061	17681	97.05	2.95	104560
		Total		11930948	7.36	11851479	79469	99.33	0.67	104560
	Total	E-Voting	631129729	439920519	69.70	439858761	61758	99.99	0.01	0
		Poll		24537	0.00	24507	30	99.88	0.12	0
		Postal Ballot (if applicable)		599742	0.10	582061	17681	97.05	2.95	104560
		Total		440544798	69.80	440465329	79469	99.98	0.02	104560



For TATA GLOBAL BEVERAGES LIMITED

Neelabja Chakrabarty
 Neelabja Chakrabarty
 Vice President & Company Secretary

Annexure-B2

TATA GLOBAL BEVERAGES LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
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										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	217445190	0	0.00	0	0	0.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		0	0.00	0	0	0.00	0.00	0
2	Public - Institutional holders	E-Voting	251622139	211168660	83.92	211168660	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		211168660	83.92	211168660	0	100.00	0.00	0
3	Public-Others	E-Voting	162062400	11306669	6.98	11244911	61758	99.45	0.55	0
		Poll		24537	0.02	24507	30	99.88	0.12	0
		Postal Ballot (if applicable)		599742	0.37	582061	17681	97.05	2.95	104560
		Total		11930948	7.36	11851479	79469	99.33	0.67	104560
	Total	E-Voting	631129729	222475329	35.25	222413571	61758	99.97	0.03	0
		Poll		24537	0.00	24507	30	99.88	0.12	0
		Postal Ballot (if applicable)		599742	0.10	582061	17681	97.05	2.95	104560
		Total		223099608	35.35	223020139	79469	99.96	0.04	104560



For TATA GLOBAL BEVERAGES LIMITED

Neeleja Chakrabarty
Neeleja Chakrabarty
Vice President & Company Secretary

Before the National Company Law Tribunal
Kolkata Bench
Company Application No. 1147 of 2019

In the Matter of the Companies Act, 2013 - Section 230(1) read with Section 232(1)

And

In the Matter of :

Tata Global Beverages Limited, a Company incorporated under the provisions of the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification Number L15491WB1962PLC031425 and its registered office at 1, Bishop Lefroy Road, Kolkata 700 020 in the State of West Bengal.

..... Applicant

DECLARATION OF RESULTS OF MEETING

- A. The resolution for approval of the Scheme of Arrangement amongst Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors was put to vote by postal ballot/remote e-voting as also by electronic voting at the venue of the meeting of the Equity Shareholders of Tata Global Beverages Limited held on Monday, November 4, 2019 in terms of the order dated September 20, 2019 of the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal"). The results of the voting are as follows:-

Category	Mode of Voting	No. of Shareholders in favour	No. of Votes in favour	No of Shareholders against	No. of Votes against
A. Promoter & Promoter Group	E-Voting	10	21,74,45,190	0	0
	Postal Ballot	0	0	0	0
	Voting at the Venue	0	0	0	0
	Total	10	21,74,45,190	0	0
B. Public: Institutional holders	E-Voting	218	21,11,68,660	0	0
	Postal Ballot	0	0	0	0
	Voting at the Venue	0	0	0	0
	Total	218	21,11,68,660	0	0
C. Public: Others	E-Voting	953	1,12,44,911	35	61,758
	Postal Ballot	541	5,82,061	12	17,681
	Voting at the Venue	59	24,507	1	30
	Total	1,553	1,18,51,479	48	79,469
D. Public Total (B+C)		1,771	22,30,20,139	48	79,469
E. Grand Total (A+B+C)		1,781	44,04,65,329	48	79,469

- B. The aforesaid results were reported to me by the appointed Scrutinizer, Shri V. K. Tulsyan, Practising Chartered Accountant, today.

- C. The requisite majority as prescribed under Section 230(6) of the Companies Act, 2013, considering all shareholders voting on the resolution, including promoter, promoter group and public shareholders, was in favour of the resolution. Further, the votes cast by the public shareholders in favour of the resolution was also in excess of the votes cast by them against the resolution in terms of paragraph I(A)9 of Annexure I of Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017.
- D. Accordingly, I declare that the resolution for approval of the Scheme was duly adopted by requisite majority, as aforesaid.

Dated this 5th day of November, 2019.



Siddhartha Mitra
Senior Advocate and Bar-at- Law
Chairperson appointed for the Meeting



Vishru Kumar Tulsyan
F.C.A, F.C.S, D.E.M.

ANNEXURE D1

Before the National Company Law Tribunal
Kolkata Bench
Company Application No. 1147 of 2019

In the Matter of the Companies Act, 2013 - Section 230(1) read with
Section 232(1)

And

In the Matter of:

Tata Global Beverages Limited, a Company incorporated under the provisions of the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification Number L15491WB1962PLC031425 and its registered office at 1, Bishop Lefroy Road, Kolkata 700 020 in the State of West Bengal.

..... Applicant

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 230(6) read with Section 109(5) of the Companies Act, 2013, Rule 13 of the Companies Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To

Mr. Siddhartha Mitra,

Senior Advocate & Bar-at-Law

The Chairperson,

Meeting of the Equity Shareholders of Tata Global Beverages Limited (CIN: L15491WB1962PLC031425) held on Monday, the 4th November, 2019 at Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017 at 11.00 A.M.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on result of voting by way of remote e-voting, Postal Ballot and through electronic voting at venue of the Meeting in connection with resolution detailed in Notice dated 26th September 2019, convening the meeting of Equity Shareholders of the Company (including Promoter, Promoter Group and public shareholders) of Tata Global Beverages Limited ("Company") held on Monday, the 4th November, 2019 at Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017 at 11.00 A.M. pursuant to the directions issued by the Hon'ble National Company Law Tribunal,

V. K. TULSYAN

ACA
M No.-61953

Kolkata Bench ("NCLT"/Tribunal") vide its order dated 20th September 2019 ("Order"), in Company Application no. 1147 of 2019

I, **Vishnu Kumar Tulsyan**, Practicing Chartered Accountant (Membership No. - FCA 061953), Kolkata, have been appointed as the Scrutinizer, by the Hon'ble Kolkata Bench of National Company Law Tribunal vide its Order dated 20th September 2019 as Scrutinizer for the purpose of Scrutinizing and ascertaining the results of voting by remote e-voting, voting through Postal Ballot and through electronic voting at the venue of the aforesaid Meeting of the Equity Shareholders on the Resolution for approval of the Equity Shareholders to the Scheme of Arrangement amongst Tata Chemical Limited and Tata Global Beverages Limited and their respective Shareholders and Creditors, detailed in the notice dated 26th September, 2019 ("Notice") convening the meeting.

I do hereby report and submit as under:

1. Pursuant to Section 230(6) read with Section 109(5) of the Companies Act, 2013, Rule 13 of the Companies Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and as per the Order of the Hon'ble NCLT, the Company provided remote e-voting facility through National Securities Depository Limited ("NSDL") and the facility to vote by way of Postal Ballot prior to the meeting and through electronic voting at the venue of the Meeting.
2. The Compliance with the Hon'ble NCLT order dated 20th September 2019 in relation to voting through Remote E-voting/Postal Ballot/ and through electronic voting at the Hon'ble NCLT convened meeting on the proposed resolution is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the processes of voting by way of Remote e-voting, Postal Ballot and through electronic voting at the venue of the Meeting was conducted in a fair and transparent manner and to submit a consolidated scrutinizer report on the voting to the Chairperson of this meeting on the resolution, based on the report generated from the electronic voting system provided by NSDL and Physical Counting of votes by way of Postal Ballot and through electronic voting at the venue of the Meeting.
3. The Company had completed the dispatch of Notice of Meeting of Equity Shareholders to be held on 4th November, 2019 along with Explanatory Statement, attendance slip, proxy form, Postal Ballot Form and self-addressed postage pre-paid Business Reply Envelope by way of Speed post, Registered post, Registered Air Mail and email on 30th September, 2019 and 1st October, 2019, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 24th September, 2019 being the cut-off date fixed for the purpose. As per provisions of the Companies Act, 2013 and the Order of the Hon'ble NCLT, the number of votes cast in respect of the resolution have been counted according to the number of shares held by the



concerned Shareholders as on 24th September, 2019. One share held is equal to one vote. There were 193,952 members of shareholders on 24th September, 2019 i.e. the cutoff date. The Notice and Postal ballot form were also placed on Company's website i.e. www.tataglobalbeverages.com.

4. In compliance with the Order, an Advertisement was published in "Financial Express, All India Edition" (English Edition) on 2nd October, 2019 and "Aajkal, Kolkata" (Bengali Edition) on 3rd October, 2019, pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Amendments Rules, 2015 and Rule 7 of Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 informing the Members about completion of dispatch of the notice and other documents by speed post, registered post and registered air mail to their registered address or electronically by e-mail, wherever applicable along with other information as specified in the Rules.
5. The remote e-voting and Postal Ballot period commenced on Saturday, the 5th October, 2019 from 09:00 A.M. (IST) and concluded on Sunday, the 3rd November, 2019 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Demerged Company physically and/or electronically as on the "cut-off" date i.e., 24th September, 2019, fixed by Hon'ble NCLT, were entitled to vote on the resolutions set out in the notice dated 26th September, 2019 of Meeting of equity Shareholders of the Company by either electronically or through Postal Ballot or through electronic voting at the Meeting.
6. The equity shareholders were required to cast vote through remote e-voting or to send the postal ballot form duly completed so as to reach the scrutinizer on or before 05.00 p.m. (IST) on 3rd November 2019. The remote e-voting module was disabled by NSDL for voting thereafter.
7. On 4th November 2019 at the Hon'ble NCLT convened meeting, the Chairperson after discussion on the resolution mentioned in the said Notice announced that the Members present at the meeting who have not cast their vote by Remote E-voting or Postal Ballot, can exercise their voting rights by electronic voting, which was made available at the venue of the meeting.
8. After the closure of the voting through electronic voting at the said Meeting of Equity Shareholders, the votes cast through remote e-voting facility provided by NSDL was duly unblocked by me as a Scrutinizer in presence of 2 (two) witnesses, who were not in the employment of the Company. The votes cast by the Shareholders through electronic voting facility were scrutinized by verifying it using the scrutinizer's login on the NSDL e-voting website <https://www.evoting.nsdl.com>.
9. The voting Papers and details were reconciled with the records maintained by the Company and the authorizations lodged with the Company



10. I have relied on the information provided by the Company and M/s. TSR Darashaw Consultants Pvt. Ltd., Registrar & Transfer Agent of the Company/ Depositories viz Central Depository Services Limited and National Securities Depository Limited in relation to the details regarding the number of Shares held by the Shareholders and signatures of the Shareholders.
11. The Postal ballot forms, which were incomplete and/or which were otherwise found to be defective, have been treated as invalid.
12. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, remote e-voting and electronic voting at the venue of the meeting are given below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, of the Companies Act, 2013 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of the Memorandum and Articles of Association of Tata Global Beverages Limited ("Resulting Company") and subject to the Sanction of the Mumbai and Kolkata Benches of the Hon'ble National Company Law Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, the Scheme of Arrangement amongst Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors presented in Company Application (CAA) No.1147/KB/2019 filed by the Resulting Company before the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal"), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Resulting Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any other person authorized by it to exercise its power including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Board may deem fit and proper."

V. K. TULSYAN
ACA
M. No:-61953



RESULT OF THE VOTING:

Mode of Voting	In favour		Against		Invalid	
	No. of Accounts	No. of Votes Cast	No. of Accounts	No. of Votes Cast	No. of Accounts	No. of Votes Cast
Remote e-voting	1181	439858761	35	61758	0	0
Postal Ballot	541	582061	12	17681	115	104560
Voting at the Venue	59	24507	1	30	0	0
Total	1781	440465329	48	79469	115	104560

14. The Resolution was duly passed by requisite majority, as aforesaid.
15. At the request of the Company, I have also given the results of the voting in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is enclosed herewith and marked as Annexure -A1. As will be apparent from the said results, the votes cast by the public shareholders in favour of the resolution were far in excess of the votes cast by them against the resolution.
16. All relevant documents, records and papers relating to Voting (Electronic Voting and Postal Ballot) were handed over to the Chairperson of the meeting.

Place : Kolkata

Date : November 5, 2019

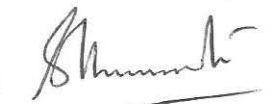
Yours faithfully

V. K. TULSYAN

(V. K. Tulsyan) 953

Scrutinizer

Practicing Chartered Accountant (Senior Advocate
CP: FCA 061953


Siddhanta Mitra

and Bonat-Law)

Chairperson appointed for
The Meeting

RESULTS OF VOTING

On Scheme of Arrangement by Equity Shareholders of Tata Global Beverages Limited*[In format prescribed under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]*

Subject of resolution: Approval of Scheme of Arrangement amongst Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders by requisite majority, as prescribed under Section 230(6) of the Companies Act, 2013.

Voting:

Resolution required:			Majority in number of members voting on the resolution, representing 3/4 th in value of such members, as prescribed under Section 230(6) of the Companies Act, 2013					
Whether Promoter/promoter group are interested in the agenda/resolution?			No, except to the extent of their shareholding in the company.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = 2[(2)/(1)] 100	(4)	(5)	(6) = [(4)/(2)] 100	(7) = [(5)/(2)] 100
A. Promoter & Promoter Group	E-Voting		217445190	100.00	217445190	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Voting at Venue		0	0	0	0	0	0
	Total	217445190	217445190	100.00	217445190	0	100.00	0
B. Public-Institutions	E-Voting		211168660	83.92	211168660	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Voting at Venue		0	0	0	0	0	0
	Total	251622139	211168660	83.92	211168660	0	100.00	0
C. Public Non-Institution	E-Voting		11306669	6.98	11244911	61758	99.45	0.55
	Postal Ballot		599742	0.37	582061	17681	97.05	2.95
	Voting at Venue		24537	0.02	24507	30	99.88	0.12
	Total	162062400	11930948	7.37	11851479	79469	99.33	0.67
D. Public Total (B+C)		413684539	223099608	91.29	223020139	79469	99.96	0.04
E. Grand Total (A+B+C)		631129729	440544798	69.80	440465329	79469	99.98	0.02

Place: Kolkata

Date: November 5, 2019

Yours faithfully
V. K. TULSYAN

M. No.-61953

(V. K. Tulsyan)

Scrutinizer



Visnu Kumar Tulsyan
F.C.A., F.C.S., D.E.M.

ANNEXURE D 2

Before the National Company Law Tribunal
Kolkata Bench
Company Application No. 1147 of 2019

In the Matter of the Companies Act, 2013 - Section 230(1) read with
Section 232(1)

And

In the Matter of:

Tata Global Beverages Limited, a Company incorporated under the provisions of the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification Number L15491WB1962PLC031425 and its registered office at 1, Bishop Lefroy Road, Kolkata 700 020 in the State of West Bengal.

..... Applicant

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 230(6) read with Section 109(5) of the Companies Act, 2013, Rule 13 of the Companies Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To

Mr. Siddhartha Mitra,
Senior Advocate & Bar-at-Law
The Chairperson,

Meeting of the Equity Shareholders of Tata Global Beverages Limited (CIN: L15491WB1962PLC031425) held on Monday, the 4th November, 2019 at Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017 at 11.00 A.M.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on result of voting by way of remote e-voting, Postal Ballot and through electronic voting at venue of the Meeting in connection with resolution detailed in Notice dated 26th September 2019, convening the meeting of Equity Shareholders of the Company (excluding Promoter, Promoter Group) of Tata Global Beverages Limited ("Company") held on Monday, the 4th November, 2019 at Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017 at 11.00 A.M. pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"/Tribunal")

V. K. TULSYAN
FCA
M. No:-61953

Kolkata Bench ("NCLT"/Tribunal") vide its order dated 20th September 2019 ("Order"), in Company Application no. 1147 of 2019

I, **Vishnu Kumar Tulsyan**, Practicing Chartered Accountant (Membership No. - FCA 061953), Kolkata, have been appointed as the Scrutinizer, by the Hon'ble Kolkata Bench of National Company Law Tribunal vide its Order dated 20th September 2019 as Scrutinizer for the purpose of Scrutinizing and ascertaining the results of voting by remote e-voting, voting through Postal Ballot and through electronic voting at the venue of the aforesaid Meeting of the Equity Shareholders on the Resolution for approval of the Equity Shareholders to the Scheme of Arrangement amongst Tata Chemical Limited and Tata Global Beverages Limited and their respective Shareholders and Creditors, detailed in the notice dated 26th September, 2019 ("Notice") convening the meeting.

I do hereby report and submit as under:

1. Pursuant to Section 230(6) read with Section 109(5) of the Companies Act, 2013, Rule 13 of the Companies Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and as per the Order of the Hon'ble NCLT, the Company provided remote e-voting facility through National Securities Depository Limited ("NSDL") and the facility to vote by way of Postal Ballot prior to the meeting and through electronic voting at the venue of the Meeting.
2. The Compliance with the Hon'ble NCLT order dated 20th September 2019 in relation to voting through Remote E-voting/Postal Ballot/ and through electronic voting at the Hon'ble NCLT convened meeting on the proposed resolution is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the processes of voting by way of Remote e-voting, Postal Ballot and through electronic voting at the venue of the Meeting was conducted in a fair and transparent manner and to submit a consolidated scrutinizer report on the voting to the Chairperson of this meeting on the resolution, based on the report generated from the electronic voting system provided by NSDL and Physical Counting of votes by way of Postal Ballot and through electronic voting at the venue of the Meeting.
3. The Company had completed the dispatch of Notice of Meeting of Equity Shareholders to be held on 4th November, 2019 along with Explanatory Statement, attendance slip, proxy form, Postal Ballot Form and self-addressed postage pre-paid Business Reply Envelope by way of Speed post, Registered post, Registered Air Mail and email on 30th September, 2019 and 1st October, 2019, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 24th September, 2019 being the cut-off date fixed for the purpose. As per provisions of the Companies Act, 2013 and the Order of the Hon'ble NCLT, the number of votes cast in respect of the resolution have been counted according to the number of shares held by the concerned Shareholders as on 24th September, 2019. One share held is equal to one

vote. There were 193,952 members of shareholders on 24th September, 2019 i.e. the cutoff date. The Notice and Postal ballot form were also placed on Company's website i.e. www.tataglobalbeverages.com.

4. In compliance with the Order, an Advertisement was published in "Financial Express, All India Edition" (English Edition) on 2nd October, 2019 and "Aajkal, Kolkata" (Bengali Edition) on 3rd October, 2019, pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Amendments Rules, 2015 and Rule 7 of Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 informing the Members about completion of dispatch of the notice and other documents by speed post, registered post and registered air mail to their registered address or electronically by e-mail, wherever applicable along with other information as specified in the Rules.
5. The remote e-voting and Postal Ballot period commenced on Saturday, the 5th October, 2019 from 09:00 A.M. (IST) and concluded on Sunday, the 3rd November, 2019 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Demerged Company physically and/or electronically as on the "cut-off" date i.e., 24th September, 2019, fixed by Hon'ble NCLT, were entitled to vote on the resolutions set out in the notice dated 26th September, 2019 of Meeting of equity Shareholders of the Company by either electronically or through Postal Ballot or through electronic voting at the Meeting.
6. The equity shareholders were required to cast vote through remote e-voting or to send the postal ballot form duly completed so as to reach the scrutinizer on or before 05.00 p.m. (IST) on 3rd November 2019. The remote e-voting module was disabled by NSDL for voting thereafter.
7. On 4th November 2019 at the Hon'ble NCLT convened meeting, the Chairperson after discussion on the resolution mentioned in the said Notice announced that the Members present at the meeting who have not cast their vote by Remote E-voting or Postal Ballot, can exercise their voting rights by electronic voting, which was made available at the venue of the meeting.
8. After the closure of the voting through electronic voting at the said Meeting of Equity Shareholders, the votes cast through remote e-voting facility provided by NDSL was duly unblocked by me as a Scrutinizer in presence of 2 (two) witnesses, who were not in the employment of the Company. The votes cast by the Shareholders through electronic voting facility were scrutinized by verifying it using the scrutinizer's login on the NDSL e-voting website <https://www.evoting.nsdl.com>.
9. The voting Papers and details were reconciled with the records maintained by the Company and the authorizations lodged with the Company
10. I have relied on the information provided by the Company and M/s. TSR Darashaw Consultants Pvt. Ltd., Registrar & Transfer Agent of the Company/ Depositories viz Central Depository Services Limited and National Securities Depository Limited in

relation to the details regarding the number of Shares held by the Shareholders and signatures of the Shareholders.

11. The Postal ballot forms, which were incomplete and/or which were otherwise found to be defective, have been treated as invalid.
12. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, remote e-voting and electronic voting at the venue of the meeting are given below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, of the Companies Act, 2013 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of the Memorandum and Articles of Association of Tata Global Beverages Limited ("Resulting Company") and subject to the Sanction of the Mumbai and Kolkata Benches of the Hon'ble National Company Law Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, the Scheme of Arrangement amongst Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders and creditors presented in Company Application (CAA) No.1147/KB/2019 filed by the Resulting Company before the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal"), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Resulting Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any other person authorized by it to exercise its power including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Board may deem fit and proper."

V. K. TULSYAN
F.C.A.
M. No:-61953





RESULT OF THE VOTING:

Mode of Voting	In favour		Against		Invalid	
	No. of Accounts	No. of Votes Cast	No. of Accounts	No. of Votes Cast	No. of Accounts	No. of Votes Cast
Remote e-voting	1171	222413571	35	61758	0	0
Postal Ballot	541	582061	12	17681	115	104560
Voting at the Venue	59	24507	1	30	0	0
Total	1771	223020139	48	79469	115	104560

13. The Resolution was duly passed by requisite majority, as aforesaid.
14. At the request of the Company, I have also given the results of the voting in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is enclosed herewith and marked as Annexure -A1. As will be apparent from the said results, the votes cast by the public shareholders in favour of the resolution were far in excess of the votes cast by them against the resolution.
15. All relevant documents, records and papers relating to Voting (Electronic Voting and Postal Ballot) were handed over to the Chairperson of the meeting.

Place : Kolkata
Date : November 5, 2019

Yours faithfully


V. K. TULSYAN
 (V. K. Tulsyan) FCA
 Scrutinizer
 Practicing Chartered Accountant
 CP: FCA 061953

 Siddhantha Mitra
 (Senior Advocate
 and Barrister-at-Law)
 Chairperson appointed For
 The Meeting

RESULTS OF VOTING

On Scheme of Arrangement by Equity Shareholders of Tata Global Beverages Limited*[In format prescribed under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]*

Subject of resolution: Approval of Scheme of Arrangement amongst Tata Chemicals Limited and Tata Global Beverages Limited and their respective shareholders by requisite majority, as prescribed under Section 230(6) of the Companies Act, 2013.

Voting:

Resolution required:			Majority in number of members voting on the resolution, representing majority in number as well as in value.					
Whether Promoter/promoter group are interested in the agenda/resolution?			No, except to the extent of their shareholding in the company.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = $2[(2)/(1)] 100$	(4)	(5)	(6) = $[(4)/(2)] 100$	(7) = $[(5)/(2)] 100$
A. Promoter & Promoter Group	E-Voting		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Voting at Venue		0	0	0	0	0	0
	Total	217445190	0	0	0	0	0	0
B. Public-Institutions	E-Voting		211168660	83.92	211168660	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Voting at Venue		0	0	0	0	0	0
	Total	251622139	211168660	83.92	211168660	0	100.00	0
C. Public Non-Institution	E-Voting		11306669	6.98	11244911	61758	99.45	0.55
	Postal Ballot		599742	0.37	582061	17681	97.05	2.95
	Voting at Venue		24537	0.02	24507	30	99.88	0.12
	Total	162062400	11930948	7.37	11851479	79469	99.33	0.67
D. Public Total (B+C)		413684539	223099608	91.29	223020139	79469	99.96	0.04
E. Grand Total (A+B+C)		631129729	223099608	35.35	223020139	79469	99.96	0.04

Place: Kolkata

Date: November 5, 2019

Yours faithfully

V. K. TULSYAN
 (V. K. Tulsyan)
 Scrutinizer



We the undersigned witnesses confirm that the votes were unblocked from the e-voting website of (National Securities Depository Ltd) in our presence at 01:15 P.M. on Monday, 4th day of November 2019 at the Venue of the Meeting.

Sheila Shaw.

04/11/2019

Maice Delmuel

4/11/19