



#### ANNEXURE IV

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

**Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation of Mount Everest Mineral Water Limited with Tata Global Beverages Limited pursuant to Sections 391 and 394 of the Companies Act, 1956**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied The Board of Tata Global Beverages Limited (TGBL or the Transferee Company) has resolved to choose BSE Limited (Bombay Stock Exchange) as the designated stock exchange.
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied and copy of scheme Attached
2.b	Valuation Report from Independent Chartered Accountant	Complied and copy of the Joint Valuation Report Attached
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied and copy of Report of the Audit Committee Attached
2.d	Fairness opinion by merchant banker	Complied and copy of Fairness opinion Attached

#### **TATA GLOBAL BEVERAGES LIMITED**

Registered Office : 1 Bishop Lefroy Road, Kolkata – 700020  
Kirloskar Business Park, Block C -3<sup>rd</sup> & 4th Floor, Hebbal, Bangalore - 560 024.  
Tel 080 67171200 Fax 080 67171201.

  
V. MADAN  
Vice President & Secretary



2.e	Pre and post amalgamation shareholding pattern of unlisted company	Pre and Post amalgamation shareholding pattern of TGBL Attached
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Attached
2.g	Compliance with Clause 49 of Listing Agreement	Complied and copy of the Compliance Attached
2.h	Complaints Report	Will be submitted within 7 days of the expiry of 21 days from the date of filing of the draft scheme
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	The Transferee Company or the issuer company is a listed company, hence not applicable. As per the scheme, TGBL will be issuing 1,27,31,159 equity shares of Re. 1 each to the shareholders of Mount Everest Mineral Water Limited (MEMW), the transferor company other than TGBL itself. Both TGBL and MEMW are listed.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Complied. The holding of public shareholders in TGBL, the transferee company post merger is 64.20%. Please also refer the post merger shareholding pattern
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	The Transferee company will not issue/reissue any shares, not covered under the Draft scheme
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Complied As on date, there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the Transferee Company at any future date.

### TATA GLOBAL BEVERAGES LIMITED

Registered Office : 1 Bishop Lefroy Road, Kolkata – 700020,  
Kirloskar Business Park, Block C -3<sup>rd</sup> & 4th Floor, Hebbal, Bangalore - 560 024.  
Tel 080 67171200 Fax 080 67171201.

For TATA GLOBAL BEVERAGES LIMITED

  
V. MADAN  
Vice President & Secretary






7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	There are no locked in shares in the Transferor Company and hence shares of Transferee Company issued will not be subject to any lock – in.
----	--	---

For Tata Global Beverages Limited

Date: 22<sup>nd</sup> t November 2013

  
\_\_\_\_\_  
V Madan  
Company Secretary

For TATA GLOBAL BEVERAGES LIMITED

  
V. MADAN  
Vice President & Secretary

**TATA GLOBAL BEVERAGES LIMITED**

Registered Office : 1 Bishop Lefroy Road, Kolkata – 700020,  
Kirloskar Business Park, Block C -3<sup>rd</sup> & 4th Floor, Hebbal, Bangalore - 560 024.  
Tel 080 67171200 Fax 080 67171201.