

Ref: NSE/LIST/231212-P

February 24, 2014

The Vice President & Company Secretary  
Tata Global Beverages Limited  
1, Bishop Lefroy Road,  
Kolkata – 700020.

**Kind Attn.: Mr. V. Madan**

Dear Sir,

**Sub.: Observation letter for draft Scheme of Amalgamation of Mount Everest Mineral Water Limited with Tata Global Beverages Limited pursuant to Sections 391 to 394 of the Companies Act, 1956.**

We are in receipt of the draft Scheme of Amalgamation of Mount Everest Mineral Water Limited with Tata Global Beverages Limited pursuant to Sections 391 to 394 of the Companies Act, 1956.

We have perused the draft Scheme of Amalgamation and the related documents /details submitted by Tata Global Beverages Limited including the confirmation of the Company Secretary that the Scheme so submitted does not in any way violate, over-ride or circumscribe the provisions of Securities Laws or the Stock Exchange requirements.

Pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide its letter dated February 21, 2014, has given following comments on the draft Scheme of Amalgamation:

"a. The companies shall duly comply with various provisions of the Circulars.

b. The companies shall comply with the requirements of Para 5.16 of the SEBI Circular regarding obtaining approval of public shareholders through postal ballot/e-voting and the Scheme shall be acted upon only if the same is approved by majority of the public shareholders voting on the resolution. The companies shall also ensure that the draft scheme submitted to Hon'ble High Courts shall contain a provision to that effect."

Accordingly, we do hereby convey our 'No-objection' with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the Scheme with the Hon'ble High Court.

However, the Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.



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The validity of the "Observation Letter" shall be six months from February 24, 2014, within which the Scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the Stock Exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of this Circular.

Yours faithfully,  
For National Stock Exchange of India Limited

Kamlesh Patel  
Manager

P.S. Checklist of all the further issues is available on website of the exchange at the following URL  
[http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)

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