



Compliance Report to be submitted along with the draft scheme

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Dear Sir/Madam,

It is hereby certified that the draft composite scheme of arrangement involving **Tata Consumer Products Limited ("TCPL")**, **Tata Coffee Limited ("TCL")**, **TCPL Beverages & Foods Limited ("TBFL")** and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("**SEBI Master Circular**"), including the following:

Sl.	Reference	Particulars	Whether complied or not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied The documents have been submitted vide our application dated March 30, 2022 with BSE Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st 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





(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities.	Conditions as stated in Para (I)(A)(3)(a) of SEBI Circular will be complied with. Conditions as stated in Para (I)(A)(3) (b) and Para (I)(A)(3) (c) of SEBI Circular are not applicable since the Scheme does not involve merger of unlisted entity with a listed entity.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied Enclosed as Annexure 2A to this application
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied Enclosed as Annexure 9 to this application.



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(e)	Para (I)(A)(9)1	Provision of approval of public shareholders through e-voting, will be complied.	Complied. The Scheme specifically provides that it is conditional upon the Scheme being approved by the public shareholders of the of TCPL and TCL through e-voting as required under the SEBI Master Circular.
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Tata Consumer Products Limited


Neelabja Chakrabarty
Company Secretary

Tata Consumer Products Limited


Sunil D'Souza
Managing Director & CEO
DIN: 07194259

Certified that the transactions / accounting treatment provided in the draft composite scheme of arrangement involving **Tata Consumer Products Limited, Tata Coffee Limited, TCPL Beverages & Foods Limited** are in compliance with all the Accounting Standards applicable to a listed entity.

Tata Consumer Products Limited


John Jacob
Chief Financial Officer

Tata Consumer Products Limited


Sunil D'Souza
Managing Director & CEO
DIN: 07194259



March 30, 2022

¹ Reference to Para (I)(A)(9) is based on the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and is the covered under Para (I)(A)(10) of the SEBI Master Circular.

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