

Exhibit A**Form of consent Letter**Date: 06th April 2022

To, Tata Consumer Products Limited
Kirkoskar Business Park,
3rd and 4th Floor Hebbal,
Bengaluru – 560024

Attention: Mr..Ibrahim Lodhger/ Mr.Aayush Lohia

Dear Sir,

Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited (“TCPL”), Tata Coffee Limited (“TCL”) and TCPL Beverages & foods Limited (“TBFL”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Schemes”)

Sub: Your letter dated 30th March ,2022 (“Request Letter”)

1. We refer to your Request Letter requesting consent/ no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (as amended), we hereby provide our consent that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender/Security Trustee is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to TCPL
4. We hereby agree that the consent and authorization provided hereby shall be binding on our successors, endorsees, assigns and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following condition:
 - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specially agreed hereunder); and
 - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds, and agreements as may be required to give effect to give effect to the consents set out in this letter



7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, in the form set out in Exhibit B to the Request Letter, We hereby consent to within 10(ten) working days, issue and deliver to the Company such affidavit (duly stamped, executed and notarized), in the form in Exhibit B upon the Company's future request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.
8. The Company may submit this letter to the BSE, NSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/ no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalized terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Yours faithfully

For HDFC Bank Limited

Authorized Signatory



T. R. SARANY

Date: 06Apr'2022

To,
Tata Consumer Products Limited
Kirkoskar Business Park
3rd and 4th Floor, Hebbal,
Bengaluru - 560024

Attention: Mr. Ibrahim Lodhger/Mr. Aayush Lohia

Dear Sir,

Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL"), Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder ("Scheme").

Subj: Your letter dated 30th March, 2022 ("Request Letter")

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (*as amended*), we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender / Security Trustee is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to TCPL.
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
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The Hongkong and Shanghai Banking Corporation Limited

No.7, 2nd Floor, M G Road, Bangalore - 560 001, India.

Website : www.hsbc.co.in

Incorporated in Hong Kong SAR with limited liability

PUBLIC

7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, in the form set out in **Exhibit B** to the Request Letter. We hereby consent to within 10 (ten) working days, issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in the form in Exhibit B upon the Company's future request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.
8. The Company may submit this letter to the BSE, NSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

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Thank you.

Yours faithfully

For The Hongkong and Shanghai Banking Corporation Limited

Authorised Signatory



Exhibit A

Form of Consent Letter

Date: 22nd Apr 2022

To,
Tata Consumer Products Limited
Kirloskar Business Park
3rd and 4th Floor, Hebbal,
Bengaluru - 560024

Attention: Mr. Ibrahim Lodhger/Mr. Aayush Lohia

Dear Sir,

Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL" or "Company"), Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder ("Scheme").

Subj: Your letter dated 30th March, 2022 ("Request Letter")

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (*as amended*), we hereby provide our consent/no objection to the Scheme and all transactions therein, and confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme.
3. The Lender / Security Trustee is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to TCPL.
4. The consent provided in Paragraph 2 above shall be subject to the following conditions:
 - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and
 - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.

Standard Chartered Bank
Integrated Middle Office (IMO)

Mumbai : Crescenzo, 3A/F Plot No. C - 38 & 39, G-Block, Bandra Kurla Complex, Mumbai - 400 051. Phone: 91 (0) 22 6115 7891/892
Gurgaon : 7A, DLF Building, 2nd Floor, DLF Cyber City, Sector 24/25/25A, Gurgaon - 122 002. Phone: 91 (0) 124 487 6438/6410
Bangalore : 112, "Serenity", 3rd Floor, East Wing, Kormangala Industrial Area, 5th Block, Kormangala, Bangalore - 560 001 Phone: 91 (0) 80 2559 9292
Kolkata : 19, Netaji Subhas Road, Kolkata - 700 001. Phone: 91 (0) 33 2222 0191/0262
Chennai : 19, Rajaji Salai, 3rd Floor, Chennai - 600 001. Phone: 91 (0) 44 2534 9038, 91 (0) 44 3044 9883
Ahmedabad : Abhijeet II, Ground Floor, Near Mithakali Six Roads, Ahmedabad - 380 006. Phone: 91 (0) 79 6607 0829

Standard Chartered Bank is incorporated in England with limited liability. Bank Charter No. 2193. Registered Office: 1, Leadenhall Street, London EC3A 3BP.

5. The Company may submit this letter to the BSE, NSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully

For Standard Chartered Bank



Authorised Signatory

Standard Chartered Bank
Integrated Middle Office (IMO)

Mumbai : Crescenzo, 3A/F Plot No. C - 38 & 39, G-Block, Bandra Kurla Complex, Mumbai - 400 051. Phone: 91 (0) 22 6115 7891/892
Gurgaon : 7A, DLF Building, 2nd Floor, DLF Cyber City, Sector 24/25/25A, Gurgaon - 122 002. Phone: 91 (0) 124 487 6438/6410
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Ahmedabad : Abhijeet II, Ground Floor, Near Mithakali Six Roads, Ahmedabad - 380 006. Phone: 91 (0) 79 6607 0829

Exhibit A

Form of Consent Letter

Date: 11th April 2022

To,
Tata Consumer Products Limited
Kirloskar Business Park
3rd and 4th Floor, Hebbal,
Bengaluru - 560024

Attention: Mr. Ibrahim Lodhger/Mr. Aayush Lohia

Dear Sir,

Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL") , Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder ("Scheme").

Subj: Your letter dated 30th March, 2022 ("Request Letter")

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (*as amended*), we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender / Security Trustee is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to TCPL.
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
 - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and



- (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, in the form set out in **Exhibit B** to the Request Letter. We hereby consent to within 10 (ten) working days, issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in the form in Exhibit B upon the Company's future request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.
8. The Company may submit this letter to the BSE, NSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully

For Bank of America N.A.


Authorised Signatory

Exhibit A

Form of Consent Letter

Date: 13th April 2022

To,
Tata Consumer Products Limited
Kirkoskar Business Park
3rd and 4th Floor, Hebbal,
Bengaluru - 560024

Attention: Mr. Ibrahim Lodhger/Mr. Aayush Lohia

Dear Sir,

Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL"), Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder ("Scheme").

Subj: Your letter dated 30th March, 2022 ("Request Letter")

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (*as amended*), we hereby provide our consent/no objection to the Scheme and all transactions therein, and confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender / Security Trustee is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to TCPL.
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
 - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder);
 - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme; and
 - (c) you receive similar approvals from all the other lenders/creditors in relation to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.

7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, in the form set out in **Exhibit B** to the Request Letter. We hereby consent to within 10 (ten) working days, issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in the form in Exhibit B upon the Company's future request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.
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Thank you.

Yours faithfully

For Citibank N.A.



Authorised Signatory

Date: 13th April 2022

To,
Tata Consumer Products Limited
Kirkoskar Business Park
3rd and 4th Floor, Hebbal,
Bengaluru - 560024

Attention: Mr. Ibrahim Lodhger/Mr. Aayush Lohia

Dear Sir,

Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL") , Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder ("Scheme").

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3. The Lender / Security Trustee is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to TCPL.
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
 - (a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and
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6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.

Peninsula Co- Park Office : IndusInd Bank Limited, 4th Floor, Unit No 401 & 404, Peninsula Co-Park, Ganpat Rao Kadam Marg, Off. Senapati Bapat Marg, Lower Parel-400013, Tel: (9122) 43680300

Registered Office : 2401 Gen. Thimmayya Road, Pune 411 001, India
Tel.: (020) 2634 3201 Fax: (020) 2634 3241 Visit us at www.indusind.com
CIN: L65191PN1994PLC076333

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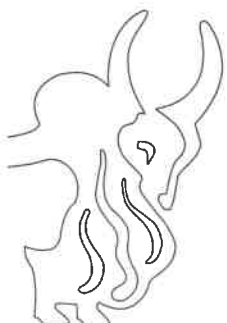
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Thank you.

Yours Sincerely

Compton Bhattacharyya
VP and Sr. Relationship Manger
Global Corporate & Institutional Banking
IndusInd Bank Limited (Mumbai)



Peninsula Co- Park Office : IndusInd Bank Limited, 4th Floor, Unit No 401 & 404, Peninsula Co-Park, Ganpat Rao Kadam Marg, Off. Senapati Bapat Marg, Lower Parel-400013, Tel: (9122) 43680300

Registered Office : 2401 Gen. Thimmayya Road, Pune 411 001, India
Tel.: (020) 2634 3201 Fax: (020) 2634 3241 Visit us at www.indusind.com
CIN: L65191PN1994PLC076333

Page 2 of 2



Exhibit A
Form of Consent Letter

Reference No: CCG/13042022/001
Date: 13-04-2022

To,
Tata Consumer Products Limited
Kirloskar Business Park
3rd and 4th Floor, Hebbal,
Bengaluru - 560024

Attention: Mr. Ibrahim Lodhger/Mr. Aayush Lohia

Dear Sir,

Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL"), Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder ("Scheme").

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3. The Lender / Security Trustee is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to TCPL.
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
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 - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
 - (c) Similar No-Objection from all other creditors and lenders to be obtained;





Kotak Mahindra Bank

- (d) All the existing securities furnished to the Bank shall continue to be available as security to the Bank; and
- (e) Copy of connected documents that are relevant to / required by Bank has to be submitted to the bank as and when required by the bank; and
- (f) If it's deemed necessary by the bank, necessary documentation to be executed with the Bank by the entity remaining for continuation of the facilities and/or the security created therefor.
- (g) This certificate has been issued by us without any risk, obligation, commitment, liability or any responsibility whatsoever attaching or devolving upon Kotak Mahindra Bank Ltd or upon any of the officials of Kotak Mahindra Bank Ltd by way of any manner of guarantee, indemnity, undertaking, assurance or otherwise whatsoever.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
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Thank you.

Yours faithfully

For Kotak Mahindra Bank Limited


Shridhar Pai



Associate Vice President – Service Solution – CIIB

Contact no: 080 – 61763413

Email id: shridhar.pai@kotak.com

Exhibit A

Form of Consent Letter

Date: 7th April 2022

To,
Tata Consumer Products Limited
Kirloskar Business Park
3rd and 4th Floor, Hebbal,
Bengaluru - 560024

Attention: Mr. Ibrahim Lodhger/Mr. Aayush Lohia

Dear Sir,

Re: Consent Letter for composite scheme of arrangement amongst Tata Consumer Products Limited ("TCPL"), Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder ("Scheme").

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4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
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6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.

FOR AXIS BANK

Authorised Signatory



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Thank you.

Yours faithfully

For Axis Bank Ltd
For AXIS BANK LTD.


Authorised Signatory