



November 15, 2022

National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block
Bandra Kurla Complex, Bandra
(E)
Mumbai 400 051
Scrip Code – **TATACONSUM**

BSE Limited
Phiroze Jeejeebhoy
Towers
Dalal Street
Mumbai 400001
Scrip Code - **500800**

The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata 700 001
Scrip Code – **10000027**
(Demat)
27 (Physical)

Sub: Details of Voting Results and Scrutinizer's Report with respect NCLT Convened Shareholders' Meeting held on November 12, 2022

Re: Composite Scheme of Arrangement amongst Tata Consumer Products Limited, Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Scheme")

Dear Sir/Madam,

In furtherance to our letter dated November 12, 2022, we are pleased to submit herewith the following with respect to the National Company Law Tribunal convened meeting of the Equity Shareholders of the Company held on November 12, 2022, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM):

- 1) Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (**Annexure A**).
- 2) Report of the Scrutinizer dated November 14, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (**Annexure B**)

As per the consolidated Scrutinizer's Report dated November 14, 2022, resolution for approval of "*the Composite Scheme of Arrangement amongst Tata Consumer Products Limited, Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013*" was passed by the Members of the Company with the requisite majority. The requisite majority for the purpose of this meeting means persons representing three-fourths in value (as per Companies Act, 2013) as well as the majority of Public Shareholders in terms of the Master Circular issued by the Securities and Exchange Board of India dated November 23, 2021 bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000065.

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



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

We request you take this on record and treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

Yours Sincerely,

For Tata Consumer Products Limited

Neelabja Chakrabarty
Company Secretary & Compliance Officer

Encl.: as above

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**Annexure A****TATA CONSUMER PRODUCTS LIMITED**

VOTING RESULT Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015		
Sr. No.	Particulars	Details
1	Date of the NCLT Convened Meeting	Saturday, November 12, 2022
2	Total number of shareholders as on record date* (As of the cut-off date i.e. November 5, 2022)	8,45,534
3	Number of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not applicable. As the meeting was held through VC/OAVM and no arrangement for a physical meeting or appointment of proxy was made at the Meeting.
4	A number of Shareholders attended the meeting through VC/OAVM Promoters and Promoter Group: Public:	14 81
5	No. of resolutions passed in the meeting	1 (one) Resolution-wise details of voting results attached

**Corporate Action for 74,59,935 equity shares allotted (to one account holder) on October 21, 2022, on a preferential basis, was pending as of the Cut-off date and the meeting date. Hence such shares are excluded from the above as those shares were not reflected in the Beneficiary Position maintained by Depositories. Such Corporate Action was pending on account of the application of listing and trading approval under process with the Stock Exchanges.*

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Resolution Number 1

Resolution required (Ordinary / Special) as per Companies Act, 2013				Special Resolution: Approval of the Composite Scheme of Arrangement amongst Tata Consumer Products Limited, Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013				
Whether promoters / promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares held [#]	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	31,96,29,733	31,96,29,676	100.00	31,96,29,676	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	31,96,29,733	31,96,29,676	100.00	31,96,29,676	0	100.00	0.00
Public - Institutions	E-Voting	37,30,49,540	32,27,58,353	86.5189	32,27,58,353	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	37,30,49,540	32,27,58,353	86.5189	32,27,58,353	0	100.00	0.00
Public – Non Institutions	E-Voting	22,88,72,442	45,14,918	1.9725	45,12,622	2,296	99.9491	0.0509
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	22,88,72,442	45,14,918	1.9725	45,12,622	2,296	99.9491	0.0509
Total		92,15,51,715	64,69,02,947	70.1971	64,69,00,651	2,296	99.9996	0.0004

[#] Shareholding as on November 5, 2022, as per Register of Members and Register of Beneficiary Position maintained by Depositories. Corporate Action for 74,59,935 equity shares allotted (to one account holder) on October 21, 2022, on a preferential basis, was pending as of the Cut-off date and the meeting date. Hence such shares are excluded from the above as those shares were not reflected in the Beneficiary Position maintained by Depositories as on the Cut-Off date. Such Corporate Action was pending on account of the application for listing and trading approval under process with the Stock Exchanges.

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Resolution Number 1

Resolution required: Requisite Majority which means Majority of the votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Applicant Company) as per SEBI Circular reference No. SEBI/HO/CFD/DIL1 /CIR/P/2021/ 000000065 dated November 23, 2021				Requisite Majority: Approval of the Composite Scheme of Arrangement amongst Tata Consumer Products Limited, Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013				
Whether promoters / promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares held [#]	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	37,30,49,540	32,27,58,353	86.5189	32,27,58,353	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	37,30,49,540	32,27,58,353	86.5189	32,27,58,353	0	100.00	0.00
Public – Non Institutions	E-Voting	22,88,72,442	45,14,918	1.9725	45,12,622	2,296	99.9491	0.0509
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	22,88,72,442	45,14,918	1.9725	45,12,622	2,296	99.9491	0.0509
Total		60,19,21,982	32,72,73,271	54.3714	32,72,70,975	2,296	99.9993	0.0007

[#] Shareholding as on November 5, 2022, as per Register of Members and Register of Beneficiary Position maintained by Depositories. Corporate Action for 74,59,935 equity shares allotted (to one account holder) on October 21, 2022, on a preferential basis, was pending as of the Cut-off date and the meeting date. Hence such shares are excluded from the above as those shares were not reflected in the Beneficiary Position maintained by Depositories as on the Cut-Off date. Such Corporate Action was pending on account of the application for listing and trading approval under process with the Stock Exchanges.

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**Neha Somani**

[Practising Company Secretary, L.L.B., B.Com (H)]

8, Camac Street,
Shantiniketan Building,
8th Floor, Room no.813,
Kolkata -700017
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Email ID - neha_somani07@yahoo.in

SCRUTINIZER'S REPORT**To,****Mr. Shaunak Mitra, Advocate**

(Chairperson appointed by the Hon'ble National Company Law Tribunal,
Kolkata Bench (NCLT), in Company Application (CAA) No. 110/KB/2022)

Sir,

Sub: Report of the Scrutinizer on the results of voting by way of remote e-voting and e-voting in the meeting conducted via Video Conferencing of the equity shareholders of Tata Consumer Products Limited, pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench, in C.A. (CAA) No.110/KB/2022, on November 12, 2022

I, Neha Somani, Practising Company Secretary had been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide the order dated September 7, 2022, as modified by the order dated September 19, 2022 ("the Order"), in Company Application (CAA) No. 110/KB/2022, for the meeting of the equity shareholders of Tata Consumer Products Limited ("the Company"), in connection with the Composite Scheme of Arrangement amongst the Company, Tata Coffee Limited ("TCL") and TCPL Beverages & Foods Limited ("TBFL") and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), and provisions of Section 230 (4) and Section 108 of the



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Companies Act, 2013 ("Act") and rules made thereunder and Secretarial Standard-2 issued by the Institute of the Company Secretaries of India and in accordance with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (as amended from time to time) ("SEBI Scheme Circular"), for the purpose of scrutinizing the votes cast through remote e-voting and e-voting at the meeting by the equity shareholders of the Company in respect of the resolution proposed to be passed at the meeting of the equity shareholders, held on Saturday, November 12, 2022 at 10:30 a.m. (IST), through video-conferencing/other audio-visual means ("VC/ OAVM"), do hereby submit my report as follows:

- a) As per the Order of the Hon'ble NCLT, the quorum for the meeting was 1,000 equity shareholders and in case the quorum was not present within 30 minutes of the scheduled time of the meeting, the equity shareholders present through VC facility would constitute the quorum.
- b) The meeting started at 10:30 a.m. and since 1,000 shareholders were not present at that time through VC, the meeting was adjourned by 30 minutes to 11 a.m., in terms of the Order. Thus, the adjourned meeting was held at 11:00 am and the equity shareholders present through the VC facility at that time, constituted the valid quorum, as per the Order of the Hon'ble NCLT. The meeting concluded at 12:38 p.m. (including the time allowed for e-voting at



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the meeting and 15 minutes after the proceedings of the meeting were concluded by the Chairperson)

- c) The notice dated September 30, 2022 along with the statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and accompanying documents as confirmed by the Company, was sent to those equity shareholders of the Company, whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, through electronic mode, whose e-mail addresses were available with the Company/Depository Participant/ Registrar and Transfer Agent ("RTA"), as the case may be, and physically to the remaining shareholders on September 30, 2022.
- d) The equity shareholders who cast their votes through remote e-voting or e-voting at the meeting, were the equity shareholders as on the cut off date being November 5, 2022, as per the Order of the Hon'ble NCLT.
- e) The Company had appointed National Securities Depository Limited ("NSDL") as the Service Provider, who provided the facilities for casting votes through remote e-voting and e-voting at the meeting.
- f) The remote e-Voting period commenced from Tuesday, November 8, 2022 at 9 a.m. (IST) and ended on Friday, November 11, 2022 at 5 p.m. (IST).

Somani



Neha Somani

[Practising Company Secretary, L.L.B., B.Com (H)]

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- g) The e-voting during the meeting ended after 15 minutes from the conclusion of the meeting at 12:38 p.m.
- h) The management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder and the Order relating to voting through remote e-voting and e-voting at the meeting on the resolution stated in the said Notice.
- i) My responsibility as the Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution stated in the notice, based on the reports generated from the electronic voting system provided by the NSDL.
- j) The board resolutions under Section 113 of the Act as received from the corporate shareholders are annexed hereto and collectively marked as **"Annexure-A"**.
- k) The summary of the meeting as submitted to the stock exchanges by the Company on November 12, 2022 is annexed hereto and marked as **"Annexure-B"**.

I now submit my consolidated report as under on the result of the remote e-voting and e-voting conducted at the meeting.

Somani



Neha Somani

[Practising Company Secretary, L.L.B., B.Com (H)]

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(A) Votes cast by equity shareholders of the Company

	Number of votes (shares) cast through Remote E-voting	Number of Votes (shares) cast through e-voting during the meeting	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	64,68,97,961	2,690	64,69,00,651	99.99965
(2) Voted against the resolution	2,296	NIL	2,296	0.00035
Total	64,69,00,257	2,690	64,69,02,947	100
(3) Invalid votes:	NIL	NIL	NIL	NIL

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(B) Votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company) as required under Part 1(A)(10)(b) of the SEBI Scheme Circular.

	Number of votes (shares) cast by public shareholders through Remote E-voting	Number of Votes (shares) cast through e-voting by public shareholders during the meeting	Total (1)+(2)=(3)	% of total number of valid votes cast by public shareholders
(1) Voted in favour of the resolution	32,72,68,285	2,690	32,72,70,975	99.99930
(2) Voted against the resolution	2,296	NIL	2,296	0.000702
Total	32,72,70,581	2,690	32,72,73,271	100.0000
(3) Invalid votes:	NIL	NIL	NIL	NIL

Neha Somani



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Since majority of the equity shareholders, representing more than three-fourths in value of the equity shares of the Company, have voted for the resolution, and the votes cast by the public shareholders in favour of the proposed resolution are more than the number of votes cast by the public shareholders against it, as required under the SEBI Scheme Circular, the proposed resolution stated hereunder is declared as passed with requisite majority:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), including the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India ("**SEBI**") (as amended from time to time) or any other circulars issued by SEBI applicable to schemes of arrangement from time to time ("**SEBI Scheme Circular**"), as applicable, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Tata Consumer Products Limited, and subject to the approval of the Kolkata Bench and Bengaluru Bench of the Hon'ble National Company Law Tribunal ("**NCLT**") and approvals of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Kolkata Bench and the Bengaluru Bench of the NCLT, or by any statutory or regulatory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Tata



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*Consumer Products Limited (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Composite Scheme of Arrangement amongst Tata Consumer Products Limited, Tata Coffee Limited, and TCPL Beverages & Foods Limited, and their respective shareholders and creditors ("**Scheme**") placed before this meeting and initialed by the Company Secretary for the purpose of identification, be and is hereby approved."*

***"RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above Resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Kolkata Bench and the Bengaluru Bench of the NCLT while sanctioning the Scheme, or by any statutory or regulatory authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any*



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reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, SEBI, the Kolkata Bench and the Bengaluru Bench of the NCLT, and/or any other authority, are in its view not acceptable to Tata Consumer Products Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."

All the records pertaining to the remote e-voting and e-voting, as downloaded from the NSDL's portal have been handed over to the Company Secretary, Mr. Neelabja Chakrabarty, pursuant to the letter of authority dated November 11, 2022, issued by the Chairperson.

NEHA SOMANI

Practising Company Secretary

Membership No. A44522

UDIN: A044522D001689264

Date: 14.11.2022

Place : Kolkata

Received and Countersigned by

For TATA CONSUMER PRODUCTS LIMITED

Neelabja Chakrabarty
Company Secretary

15/11/2022



**CERTIFIED EXTRACT OF THE BOARD RESOLUTION PASSED AT THE BOARD MEETING
OF TATA SONS PRIVATE LIMITED HELD ON MAY 25, 2021 & MAY 26, 2021**

"RESOLVED THAT in supersession of the Resolution passed at the Meeting of the Board of Directors of the Company held on May 18, 2018 and pursuant to the provisions of Section 113 of the Companies Act, 2013, the following persons be and are hereby appointed as Authorized Representatives of Tata Sons Private Limited ("TSPL" or "the Company") to attend general meetings including Court / Tribunal convened meetings of all companies of which TSPL is a shareholder or debentureholder or creditor and to vote thereat for and on behalf of TSPL either in person or by e-voting and to exercise all rights and powers, including the right to vote on postal ballot, right to appoint proxy and give consent for convening meetings at shorter notice, as TSPL could exercise if it were an individual shareholder/ debentureholder / creditor of such companies:

Mr. R. N. Tata	failing him
Mr. N. Chandrasekaran	-do-
Mr. Saurabh Agrawal	-do-
Mr. Harish Bhat	-do-
Ms. Aarthi Subramanian	-do-
Ms. Nupur Malik	-do-
Mr. Banmali Agrawala	-do-
Mr. Tanmoy Chakrabarty	-do-
Mr. S. Padmanabhan	-do-
Mr. Suprakash Mukhopadhyay	-do-
Mr. Eruch N. Kapadia	-do-
Mr. Modan Saha	-do-
Mr. Ankur Verma	-do-
Mr. Nipun Aggarwal	-do-
Mr. Girish Valecha	-do-
Mr. Nikhil Kumar	-do-
Mr. Chetan Nage	-do-
Mr. Srikant Nair	-do-

TATA SONS PRIVATE LIMITED

SUPRAKASH Digitally signed by
SUPRAKASH
MUKHOPA MUKHOPADHYAY
DHYAY Date: 2021.06.01
20:52:41 +05'30'
Suprakash Mukhopadhyay
Company Secretary

Souveni

TATA SONS PRIVATE LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282 Fax 91 22 6665 8080 e-mail tatasons@tata.com

website www.tata.com CIN U99999MH1917PTC000478

ELPHINSTONE BUILDING, 1ST FLOOR, 10 VEER NARIMAN ROAD, FORT, MUMBAI – 400001
TEL 91 22 6665 7194 TELEFAX 91 22 6665 7738
CIN – U74999MH1922PLC001030

Digitally signed by MANO KJUMAR
DN: cn=Personal,
c=IN, o=1a1010133.Ra2235ccom6672895c669477395d,
ou=29687d1f1fc6b33844, postalCode=400205,
st=MAHARASHTRA

Зачем?



**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF
BOARD OF DIRECTORS OF THE COMPANY HELD ON 28th JUNE 2021**

“RESOLVED THAT in supersession of the resolution passed at the Board Meeting of the Company held on 3rd August 2018, the following viz:

Mr. C. K. Venkataraman, Managing Director
Mr. Ashok Kumar Sonthalia, CFO Designate
Mr. Ajoy Chawla, CEO, Jewellery Division
Ms. Suparna Mitra, CEO, Watches & Wearables Division
Mr. Saumen Bhaumik, CEO, Eyewear Division
Mr. Swadesh Kumar Behera, Chief People Officer Designate
Mr. Dinesh Shetty, General Counsel & Company Secretary

be and are hereby severally authorised with effect from 1st July 2021, to act as representatives of Titan Company Limited at a Members Meeting or at a Meeting of any class of Members or a Meeting of Debenture holders of a company in which shares / debentures are held by Titan Company Limited or in which Titan Company Limited is a member and to attend and vote for and on behalf of Titan Company Limited at any such meetings and at any adjournment thereof and to exercise the same rights and powers (including the right to vote by proxy) as Titan Company Limited could exercise as a Member / Debenture holder of such company, including voting through a Postal Ballot process.

RESOLVED FURTHER THAT the representatives appointed by the Company will also be entitled to authorize any other staff member to represent the Company at a Members Meeting or at a Meeting of any class of Members or Debenture holders of a Company provided such authority is issued in writing by any such representative.”

“CERTIFIED TRUE COPY”
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

Date: 8th November 2022
Place: Bengaluru

10th November, 2022

Certified true Copy of the Resolution passed by the Directors at the Board Meeting of the Company held on 6th August, 2021

Re: Representation in Other Bodies Corporate:

“RESOLVED that in supersession of the earlier Resolution/s passed by the Board of Directors from time to time in that behalf and pursuant to the provisions of Section 113 of the Companies Act, 2013, as applicable and in force, the Company hereby appoints the following persons as its representative to attend the General Meetings of companies in which it is a shareholder and/or a creditor or debenture holder and to vote thereat for and on behalf of Voltas Limited and exercise the same rights and powers, including the right to vote by Proxy and/or vote by postal ballot as Voltas Limited could exercise as a member/ creditor/debenture holder of such companies:-

Mr. Noel N Tata
Mr. Vinayak Deshpande
Mr. Pradeep Bakshi
Mr. Jitender P Verma
Mr. Narendren Nair
Mr. Dinesh Singh
Mr. Jayant Balan
Ms. Vijayalakshmi Suresh
Mr. V. P. Malhotra
Mr. Prasanna Patro
Mr. Pradip Roy
Mr. Manish Desai
Mr. Kuldeep Saxena
Mr. Vinod Chandrashekar
Mr. Rajesh Bhatia
Mr. Gopal Bub

RESOLVED FURTHER that a copy of the foregoing Resolution certified to be true by the Chairman/Secretary of the Company be furnished to the concerned companies and they be requested to act thereon.”

VOLTAS LIMITED



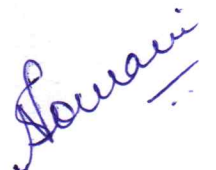
V. P. Malhotra
Head – Taxation,
Legal & Company Secretary

VOLTAS LIMITED

Corporate Management Office

Registered Office Voltas House 'A' Dr Babasaheb Ambedkar Road Chinchpokli Mumbai 400 033 India
Tel 91 22 66656251 66656258 Fax 91 22 66656311 e-mail vpmalhotra@voltas.com website www.voltas.com
Corporate Identity Number L29308MH1954PLC009371

A **TATA** Enterprise





CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF TATA MOTORS FINANCE LIMITED HELD ON FRIDAY, JULY 22, 2022

APPOINTMENT OF CORPORATE REPRESENTATIVE TO ATTEND THE GENERAL MEETINGS/ CREDITORS'S MEETINGS

"RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), unless specific authorization given to any other person, Mr. Samrat Gupta - Managing Director & Chief Executive Officer, Ms. Ridhi Gangar - Chief Financial Officer, Mr. Vinay Lavannis - Company Secretary, Mr. Anand Bang - Chief Operating Officer, Mr. Maloy Gupta - Authorised Representative, Mr. Vispi Patel - Authorised Representative, Mr. Uday Uchil - Head Business Planning, Mr. Lalit Tater - Head Accounts & Taxation and Mr. Neeraj Dwivedi - AVP - Secretarial be and are hereby severally authorized to attend and vote at any meeting of the members/ creditors including meetings to be held for mergers/demergers /amalgamations etc. or any meeting of the class of members/creditors/ National Company Law Tribunal convened meeting for an on behalf of the Company and exercise any rights and powers (including the right to vote by proxy and E-Voting) in the same manner as the Company could exercise as a member/ creditor of the companies of which Tata Motors Finance Limited (TMFL) is a shareholder/creditor."

"RESOLVED FURTHER THAT Mr. Samrat Gupta - Managing Director & Chief Executive Officer, Ms. Ridhi Gangar - Chief Financial Officer, Mr. Vinay Lavannis - Company Secretary, Mr. Anand Bang - Chief Operating Officer, Mr. Maloy Gupta - Authorised Representative, Mr. Vispi Patel - Authorised Representative, Mr. Uday Uchil - Head Business Planning, Mr. Lalit Tater - Head Accounts & Taxation and Mr. Neeraj Dwivedi - AVP - Secretarial be and are hereby severally authorized, on behalf of Tata Motors Finance Limited (TMFL), to give consent for holding of General Meetings on shorter notice pursuant to Section 101 of the Companies Act, 2013, of the companies of which Tata Motors Finance Limited (TMFL) is a shareholder."

"RESOLVED FURTHER THAT aforesaid signatories be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution."

For TATA MOTORS FINANCE LIMITED

VINAY LAVANNIS
Company Secretary
Membership No: A7911

Date: August 01, 2022
Place: Mumbai

TATA MOTORS FINANCE LIMITED

I-Think Techno Campus Building A 2nd Floor Off Pokhran Road 2 Thane West 400 601
Tel 91 22 6181 5400 Fax 91 22 6181 5700 website www.tmf.co.in CIN - U45200MH1989PLC050444
Registered Office 14 4th Floor Sir H C Dinshaw Building 16 Horniman Circle Fort Mumbai 400 001 Maharashtra



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD
OF DIRECTORS OF TATA INDUSTRIES LIMITED ON MAY 9, 2022.**

"RESOLVED that in supersession of the resolution passed by the Board of Directors on January 31, 2020 and pursuant to the provisions of Section 113 of the Companies Act, 2013 read with Section 192A of the Companies Act, until such time they are on the Board of the Company and officers of the Company, until such time they are in the employment of the Company, be and are hereby appointed as its representatives to attend general meetings including court/ NCLT convened meetings of companies in which it is a member/ shareholder and/or debenture holder and to vote thereat including e-voting, for and on behalf of Tata Industries Limited and to exercise all rights and powers as Tata Industries Limited could exercise as a member/shareholder/debenture holder of such companies including the right to vote by proxy, give consent for convening meetings at shorter notice and cast votes by signing Postal Ballot forms and related documents, as each case may require:-

Mr. F.N. Subedar	failing him
Mr. N. Srinath	failing him
Ms. Aarthi Subramanian	failing her
Mr. K. R. S. Jamwal	failing him
Mr. S. Sriram	failing him
Mr. Modan Saha	failing him
Mr. Milind Shahane	failing him
Mr. Manzoor Ul Ameen	failing him
Mr. Tarun George	failing him
Mr. Mangesh Sathe	failing him
Mr. Amiya Ranjan Tripathy	failing him
Mr. Anish Raghunandan	failing him
Ms. Deepika Bhagwagar	failing her
Mr. Mahendra Mandhana	failing him
Mr. Sandeep Joshi	failing him
Ms. Komal Gunjal	failing her
Mr. Kamlesh Bhatt"	

TATA INDUSTRIES LIMITED

**Deepika H. Bhagwagar
Dy. Company Secretary**

TATA INDUSTRIES LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 7974 e-mail tataind@tata.com
website www.tata.com CIN U44003MH1945PLC004403
GSTIN 27AACT4058L122



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD
OF DIRECTORS AT ITS MEETING HELD ON 25TH APRIL, 2022.**

"RESOLVED THAT pursuant to Section 113 of the Companies Act, 2013, and in supersession of all the previous Resolutions passed in this behalf :

Mr. Noel N. Tata	Chairman	Or failing him
Mr. F. N. Subedar	Vice Chairman	"
Mr. S. Mukhopadhyay	Director	"
Mr. A. N. Dalal	Executive Director	"
Mr. Manoj Kumar C V	Chief Financial Officer & Company Secretary	"
Ms. Varsha Pawar	General Manager	"
Mr. S. D. Mehta	General Manager – Investments	"
Ms. Sanaea Bala	Manager	

and each of them, be and is hereby authorized to act as the representative of the Company at any meeting of any company or at any meeting (including court convened meetings) of any class of members of a company or at any meeting of any secured or unsecured creditors (including a holder of debentures) of any company of which the Company is a member and/or a creditor and to attend and to vote for and on behalf of the Company at such meetings and any adjournments thereof and/or by postal ballot/e-vote and to exercise the same rights and powers including the right to vote by proxy and to give consent for convening meetings at shorter notice, on behalf of the Company, as the Company could exercise as if it were an individual member, creditor or holder of debentures of such companies."

**CERTIFIED TRUE COPY
TATA INVESTMENT CORPORATION LIMITED**

**(MANOJ KUMAR C V)
CHIEF FINANCIAL OFFICER &
COMPANY SECRETARY
Membership No. 15140**

TATA INVESTMENT CORPORATION LIMITED

Elphinstone Building 10 Veer Nariman Road Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 7917 e-mail ticl@tata.com
website www.tatainvestment.com CIN L67200MH1937PLC002622

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF TRUSTEES OF CANARA ROBECO
MUTUAL FUND AT THE MEETING HELD ON 25TH APRIL 2019

Voting including Electronic Voting at General Meetings and Court/Tribunal Convened Meeting & Postal Ballots of investee companies of CRMF Schemes

"RESOLVED THAT the Chief Executive Officer/ Chief Operating Officer/ Compliance Officer/ Head-Equities/ Head- Fixed Income/ Head-Risk Management of Canara Robeco Asset Management Company ("AMC") be and is hereby severally authorized to:

1. issue authorization in favour of any employee(s) of AMC/ employees of custodian or any employee of the agency hired for the purpose of representing and voting including Electronic Voting on behalf of the Scheme(s) of Canara Robeco Mutual Fund in the General Meetings or Court/Tribunal Convened Meetings and Postal Ballots of the Companies in which the scheme(s) of Canara Robeco has invested.
2. issue necessary instruction in writing to the said representative regarding manner of voting i.e. whether to vote in favour of the proposal or vote against the proposal or abstain from voting.

FURTHER RESOLVED THAT Chief Executive Officer/ Chief Operating Officer/ Compliance Officer/ Head-Equities/ Head-Debt/Head-Risk Management of the AMC be and is hereby severally authorized to do all such acts, matters, things as may be necessary and required to give effect to this resolution".

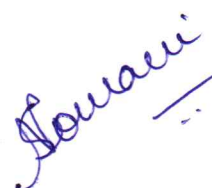
CERTIFIED TO BE TRUE

FOR CANARA ROBECO MUTUAL FUND



ASHUTOSH VAIDYA

AUTHORISED SIGNATORY



Canara Robeco Mutual Fund

Construction House, 4th Floor, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001, India T (B) +91 22 6658 5000
F +91 22 6658 5012 / 13 E crmf@canararobeco.com www.canararobeco.com

**Listed of Authorised Signatories of Canara Robeco Asset Management Company
Limited alongwith their specimen signature**

Sr. NO.	Name of authorized signatories	Specimen signature
1	Mr. Rajnish Narula Chief Executive Officer	
2	Mr. Albert Wisgerhof Chief Operating Officer	
3	Mr. Ashutosh Vaidya Compliance Officer	
4	Mr. Sunil Rao Head - Risk Management	
5	Mr. Shridatta Bhandwalder Head - Equities	
6	Mr. Avnish Jain Head – Fixed Income	



Canara Robeco Mutual Fund

Construction House, 4th Floor, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001, India T (B) +91226658000
crm@canararobeco.com www.canararobeco.com



Edelweiss
Ideas create, values protect

**ASSET
MANAGEMENT**

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS
OF EDELWEISS ASSET MANAGEMENT LIMITED AT THEIR MEETING HELD ON
APRIL 27, 2010**

TO CONSIDER THE VOTING POLICY

"RESOLVED THAT the Voting Rights Policy of Edelweiss Asset Management Limited, as placed before the Board, be and is hereby approved."

For Edelweiss Asset Management Limited

**Nirav Sanghavi
Company Secretary**

Date: October 29, 2015
Place: Mumbai

Edelweiss Asset Management Limited

Corporate Identity Number : U65991MH2007PLC173409

Registered Office : Edelweiss House, Off CST Road, Kalina, Mumbai 400098 ☎ +91 22 4097 9900 ☎ +91 22 4097 9878 www.edelweissmf.com

VOTING RIGHTS POLICY OF EDELWEISS ASSET MANAGEMENT LIMITED

Background:

Edelweiss Asset Management Limited ("the AMC") is the Investment Manager to Edelweiss Mutual Fund ("the Fund"). As an Investment Manager, it has a fiduciary responsibility to act in the best interest of the unit holders of the Fund. This responsibility also includes exercising voting rights towards the securities in which the Schemes of the Fund have invested ("Investee Company"), either at the general meetings of the Investee Company(s) or through postal ballots, in the best interest of the unit holders. In accordance with the Securities and Exchange Board of India ("SEBI") circular no. SEBI/IMD/CIR No.18/198647/2010 dated March 15, 2010 and circular no. CIR/IMD/DF/05/2014 dated March 24, 2014 the AMC has set out this Voting Rights Policy.

The Policy contains the principles that form the basis of all votes. The AMC believes that these principles are essential to ensure the long-term performance of assets managed by the AMC. The AMC will manage voting rights with the same level of care and skill as it manages the funds. In general, the AMC does not have the intention to participate directly or indirectly in the management of the companies but it will use its influence as the representative of the shareholders amongst others by exercising its voting rights in accordance with the best interests of its Fund's unit holders.

Matters generally coming up for voting:

Following are some of the general matters that come up for voting either at the general meetings of the Investee Company(s) or through postal ballots:

- Corporate governance matters, including changes in the state of incorporation, merger and other corporate restructuring, and anti takeover provisions;
- Changes to capital structure, including increases and decreases of capital and preferred stock issuances;
- Appointment, remuneration, retirement and removal of Directors;
- Stock option plans and other management compensation issues;
- Changes to the Memorandum and Article of Association of the Company;
- Social and corporate responsibility issues;
- Appointment and remuneration of Statutory Auditors;
- Transactions with Related Party(ies);
- Other Corporate governance matters; and
- Other issues affecting the interest of the Shareholders.

Philosophy of Voting Policy:

Voting Right means, the right of a Shareholder to vote on matters of corporate policy and other resolutions. The exercise of voting rights will require regular monitoring of financial performance, corporate governance matters, industry performance and subsequent consideration of the potential impact of a vote on the value of the securities of the issuer held by the schemes of the Fund. In order to discharge its obligations under this policy, the AMC will access and utilize research on management performance and corporate governance issues of the Investee Company(ies), drawn either from its in-house Fund Management team or from an independent consultants/firms amongst others.

The Schemes are entitled to exercise the voting rights attached to the shares of the Investee Company (ies). The shareholders do not necessarily need to be physically present at the site of the Investee company's annual general meeting / extra-ordinary general meeting in order to exercise their right to vote. It is common for shareholders to voice their vote through an E-Voting system provided by entities such as NSDL, CSDL, Karvy etc. or by appointing a Proxy.

In connection herewith, the AMC will exercise adequate safeguards to address any conflicts of interest with regard to any individual investments made by the schemes of the Fund. This may imply that the AMC may decide to refrain from exercising its voting rights if considered appropriate.

The AMC is an affiliate of a large, diverse financial services organization with many associate companies, which may lead to situation creating conflicts of interest. Conflicts of interest may arise in certain situations, where:

- The Investee Company is a client of its affiliates;
- In certain cases, wherein any affiliates of the AMC are lender to the Investee Company;
- The Investee Company is a seller whose products or services are important to the business of AMC and/or its affiliates;
- The Investee Company is an entity participating in the distribution of investment products advised or administered by the AMC and/or any of its affiliates.

However, the AMC will make its best efforts to avoid such conflicts and ensure that any conflicts of interest are resolved in the best interests of unit holders of the Fund.

In cases where investments are in group companies of the AMC or where the Investee Companies have substantial investments in the Schemes of the Fund, the AMC shall specifically review all voting proposals, routine as well as non routine and take decisions with respect to voting on such proposals in the best interest of the unit holders. The AMC may also decide to abstain from such voting, if it deems fit to do so in the best interest of the unit holders or if there is a conflict of interest.

Mutual Fund assets will only be voted in the exclusive interest of the unitholders, without taking into consideration the interest of the businesses of Edelweiss Group Companies. The strict separation of the AMC's asset management activities from other activities within Edelweiss Group prevents access of the Asset Management Company to insider and unpublished price sensitive information for which use and/or disclosure of such information could generate conflicts of interest. As a result, Edelweiss Group companies inter se may cast different votes on a voting issue.

The AMC supports resolutions that promote the functioning of boards in the best interests of the shareholders, resolutions that change the state of incorporation, merger etc. which are in the shareholders value. Issues, including those business issues specific to the issuer or those raised by shareholders of the issuer, would be addressed on a case-by-case basis with a focus on the potential impact of the vote on shareholder value. The AMC reserves the right to vote against any resolution that goes against the interest of its unit holders. The AMC in such other matters may decide to abstain from voting if it has insufficient information or there is conflict of interest or the AMC does not have a clear stance on the proposal.

The decision regarding voting for a particular resolution, i.e. whether the AMC will vote for/against or abstain, will be taken by the Equity Fund Managers, in consultation with the CEO. The Fund Manager may also seek the analysis and recommendations of a research firm or other competent authority or individual to aid such decision(s).

Voting Procedure

The decision of the Equity Investment Team on voting for shareholders resolution(s) to be passed at all the general meeting or through postal ballot of the investee company, shall be executed by the AMC by casting votes through the e-voting facility provided by NSDL/CDSL/Karvy.

However, in case the e-voting facility is not offered by any Investee Company or the AMC is not in a position to cast its vote through e-voting, any of the following personnel/ representatives of the AMC or an externally authorised agency would be delegated the responsibility for exercising the physical voting rights by the Managing Director or Chief Executive Officer (CEO) (by whatever designation called) or Chief Investment Officer (CIO), if any:

1. Chief Investment Officer (CIO)
2. Head - Equities
3. Fund Manager (s)
4. Head – Compliance & Risk
5. Head-Operations
6. AVP - Compliance
7. Company Secretary
8. Head – Research/ Research Analyst(s)
9. Representative of an externally authorized agency such as the Custodian

A report on votes exercised by the AMC and the rationale recorded for each voting decision will be placed before the Board of Director of the AMC and Trustee Company from time to time to review that the AMC has voted on important decisions that may affect the interest of investors and the rationale recorded for vote decision is prudent and adequate.

Although the AMC will generally vote in accordance with the Voting Rights Policy, there may be circumstances where the AMC may believe it is in the best interests of the AMC to vote differently than in the manner contemplated by the Guidelines. Hence, the AMC may deviate from the Voting Rights Policy which it determines that the deviation is necessary to protect the interests of the Unit holders.

The ultimate decision as to the manner in which the AMC's representatives / proxies will vote rests with the AMC.

Review and Control

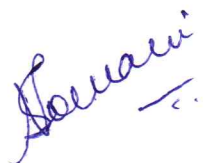
The Voting Rights Policy and the actual process of exercising the proxy voting will be reviewed regularly by the AMC. Any change in the guideline by the Regulator will be incorporated appropriately and duly complied with.

Disclosure of Voting Rights Policy and exercise of Proxy Votes:

The Voting Rights Policy is accessible on the Fund's website i.e. www.edelweissmf.com.

The requisite reports/certification, as specified in SEBI's Circular CIR/IMD/DF/05/2014 dated March 24, 2014, will also be disclosed on the Fund's website and/or in the Annual Report of the Fund.

Date:- January 1, 2016





Annexure - B

November 12, 2022

National Stock Exchange of India Limited

Exchange Plaza, C-1, G Block
Bandra Kurla Complex, Bandra
(E)
Mumbai 400 051
Scrip Code – TATACONSUM

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Scrip Code - 500800

The Calcutta Stock Exchange Limited

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

Sub: Summary of National Company Law Tribunal convened meeting of the Equity Shareholders of the Company held on November 12, 2022

Re: Composite Scheme of Arrangement amongst Tata Consumer Products Limited, Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013

Dear Sir/Madam,

This is to inform you that as per an order dated September 07, 2022, as modified by an order dated September 19, 2022 (the "Order"), of the Kolkata Bench of the Hon'ble National Company Law Tribunal ("NCLT"), a meeting of the equity shareholders of the Company was held on Saturday, November 12, 2022, at 10:30 a.m. IST ("**NCLT Convened Meeting**" or "**Meeting**") through Video-Conference and Other Audio-Visual Means for the purpose of considering, and if thought fit, approving the proposed Composite Scheme of Arrangement amongst the Company, Tata Coffee Limited ("**TCL**") and TCPL Beverages & Foods Limited ("**TBFL**") and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("**Scheme**").

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**Listing Regulations**"), we are pleased to submit the summary of proceedings of the NCLT Convened Meeting of the Equity Shareholders of the Company ("**the Meeting**") held on Saturday, November 12, 2022.

We request you take this on record and treat the same as compliance with the applicable provisions of the Listing Regulations.

Sawani

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



The Voting results pursuant to Regulation 44(3) of the Listing Regulations and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, will be submitted in due course.

Thanking you,

Yours Sincerely,

For **Tata Consumer Products Limited**

NEELABJA

CHAKRABARTY

Digitally signed by NEELABJA
CHAKRABARTY
Date: 2022.11.12 19:26:38
+05'30'

Neelabja Chakrabarty

Company Secretary & Compliance Officer

Encl.: as above

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



Annexure

Summary of the Proceedings of National Company Law Tribunal convened meeting of the Equity Shareholders of Tata Consumer Products Limited held through Video-Conferencing and Other Audio-Visual Means on Saturday, November 12, 2022

Meeting Day, Date, and Time: Saturday, November 12, 2022, scheduled at 10:30 a.m.

As per the Order of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") dated September 07, 2022, as modified by an order dated September 19, 2022 (the "Order"), the quorum for this meeting has been fixed at 1,000 equity shareholders and in case the quorum, as such for the Meeting, is not present within 30 minutes of the scheduled time of the Meeting, then the equity shareholders present through VC facility shall constitute the quorum.

The meeting, as scheduled, started at 10:30 a.m. and as 1,000 shareholders were not present at that time through VC, the Meeting was adjourned by 30 minutes that is to 11:00 am on the same day, in terms of the Order. Thus, the meeting was re-begun at 11:00 am and the Equity shareholders present through the VC facility at that time, constituted the valid quorum, as per the above directive of the NCLT.

The Meeting concluded at 12:38 p.m. (including the time allowed for e-voting at the Meeting and 15 minutes after the proceedings of the Meeting were concluded by the Chairperson, as declared by the Chairperson).

Mode: Through Video-Conferencing (VC) and Other Audio-Visual Means (OAVM), as per the directive of the NCLT vide the Order and following the operating procedures referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, and General Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars").

Chairperson: The NCLT has appointed Mr. Shaunak Mitra, Advocate, as Chairperson for the Meeting. Mr. Shaunak Mitra joined the meeting from the registered office of the Company at 1, Bishop Lefroy Road, Kolkata – 700 020, West Bengal (hereinafter referred to as "Common Venue") over Video Conference ("VC"). He took the Chair in terms of the Order of the NCLT.

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

Signature



Directors in attendance:

Sr. No.	Name of Director	Designation/Committee Position.	Location
1	Dr. K. P. Krishnan	Independent Director and the Chairperson of the Audit Committee	Joined over VC from Delhi
2	Mr. Bharat Puri	Independent Director and the Chairperson of the Risk Management Committee	Joined over VC from Mumbai
3	Ms. Shikha Sharma	Independent Director and the Chairperson of the Nomination and Remuneration Committee	Joined over VC from Mumbai
4	Mr. Siraj Chaudhry	Independent Director and the Chairperson of the Stakeholders' Relationship Committee and Corporate Social Responsibility & Sustainability Committee	Joined over VC from Gurgaon
5	Mr. David Crean	Independent Director	Joined over VC from the London
6	Mr. P. B. Balaji	Non-Executive (Non-Independent) Director	Joined over VC from Mumbai
7	Mr. Sunil D'Souza	Managing Director & CEO	Joined over VC from the Common Venue in Kolkata
8	Mr. L. Krishnakumar	Executive Director & Group CFO	Joined over VC from the United States of America

Mr. N. Chandrasekaran, Chairperson of the Company, could not attend the meeting due to his other preoccupations. A leave of absence was granted to him.

Chief Operating Officer, Chief Financial Officer, and Company Secretary:

Sr. No.	Name	Designation	Location
1	Mr. Ajit Krishnakumar	Chief Operating Officer	Joined over VC from the Common Venue in Kolkata
2	Mr. Sivakumar Sivasankaran	Chief Financial Officer	Joined over VC from the Common Venue in Kolkata
3	Mr. Neelabja Chakrabarty	Company Secretary	Joined over VC from the Common Venue in Kolkata

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

Souveni



The representatives of the Statutory Auditors, Cost Auditors and Secretarial Auditors were also present through VC from their respective locations. The members of the senior leadership team were also present through VC from their respective locations.

Ms. Neha Somani, Practicing Company Secretary, and the NCLT appointed scrutinizer for this meeting, has also joined this meeting through Video Conference from Kolkata.

Members attending the Meeting: 95 Members were attending the meeting virtually. In terms of the MCA circulars and SEBI circulars, the requirement of appointing proxies was not applicable.

Quorum: As per the direction of the NCLT, the quorum for this meeting was fixed at 1,000 equity shareholders and in case the quorum, as such for the Meeting, is not present within 30 minutes of the scheduled time of the Meeting, then the equity shareholders present through VC facility shall constitute the quorum. Since the shareholders present at 11:00 a.m. were considered a valid quorum as laid down by the Order of the Hon'ble National Company Law Tribunal, Kolkata, the Chairperson called the meeting to order.

Proceedings:

The Chairperson informed that this meeting was convened through Video-Conferencing /other Audio-Visual means in compliance with the directions of the NCLT, in the matter of the Composite Scheme of Arrangement amongst the Company, Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective creditors and shareholders for:

- the demerger of Plantation Business of Tata Coffee Limited into TCPL Beverages & Foods Limited, a wholly-owned subsidiary of the Company, in exchange of new equity shares of the Company to be issued to the equity shareholders of Tata Coffee Limited, on the basis of 1 equity share of the Company for every 22 equity shares held in Tata Coffee Limited
- followed immediately by the amalgamation of the remaining business of Tata Coffee Limited with the Company in exchange of new equity shares of the Company to be issued to the equity shareholders of Tata Coffee Limited, on the basis of 14 equity shares of the Company for every 55 equity shares held in Tata Coffee Limited
- upon completion of the above demerger and the amalgamation, Tata Coffee Limited will stand dissolved, without being wound up
- based on the above-mentioned ratios, the equity shareholders of Tata Coffee Limited will effectively receive 3 new equity shares of the Company in exchange for every 10 equity shares of Tata Coffee Limited, held as of the record date for the Scheme.

(hereinafter referred as "the Scheme")

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



The Chairperson informed that the above reorganization plan would benefit the shareholders of both Tata Consumer Products Limited as well as Tata Coffee Limited. The objective of this Scheme was to simplify, align and synergize the group operations, in order to create long-lasting value for the shareholders.

The Chairperson further explained the rationale and the benefits of the Scheme.

It was announced that since there was no physical attendance of Members, the requirement of appointing proxies was not applicable.

It was announced the Registers as required under the Companies Act, 2013 and the documents that were required to be kept open in terms of the resolutions provided in the Notice of the Meeting were kept open for inspection.

It was informed that Ms. Neha Somani, Practicing Company Secretary, was appointed as Scrutinizer by the NCLT to scrutinize the remote e-voting process before the Meeting as well as e-voting during the Meeting, fairly and transparently.

It was further stated that after the declaration of the result, a Petition would be filed before the Hon'ble NCLT, Kolkata Bench, for the final hearing and approval of the Scheme.

With the permission of the Members, Notice convening the meeting along with the Scheme and other documents sent therewith, was taken as read.

The Chairperson read the resolution as per the Notice and proposed the same for the approval of shareholders.

The following resolution as set out in the Notice convening the Meeting were put to vote by Remote e-voting and e-voting during the meeting:

Special Business
Approval of the Composite Scheme of Arrangement amongst Tata Consumer Products Limited, Tata Coffee Limited and TCPL Beverages & Foods Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013. (Requisite Majority*)

** majority of persons representing three-fourths in value (as per Companies Act, 2013) and majority of Public Shareholders in terms of the Master Circular issued by Securities and Exchange Board of India dated November 23, 2021 bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000065*

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Somani



The Chairperson then invited the Members to express their views, make comments and seek clarifications on the Scheme and on the resolutions set out in the Notice of the Meeting. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, Mr. Sunil D'Souza, Managing Director & CEO, replied to the queries raised by the Members.

The Chairperson authorized the Company Secretary to conduct the e-voting process and conclude the meeting.

The Chairperson then declared the e-voting facility will remain open for the next 15 minutes to enable the members to cast their votes. He had authorized the Company Secretary to accept, acknowledge and countersign the Scrutinizer's report in connection with the Meeting and declare the results of the e-voting in accordance with the requirements of the Order of the NCLT, as prescribed under the Companies Act, 2013 and other applicable laws.

The Chairperson stated that the consolidated results of the remote e-voting and e-voting at the Meeting venue would be announced within 2 working days of the conclusion of the meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the 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 thanked the Members for attending and participating in the meeting. He also thanked the Directors for joining the meeting. The Chairperson declared that the business of the meeting was complete.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their votes. Upon completion of the e-voting process, the Company Secretary declared the meeting closed.

For **Tata Consumer Products Limited**
NEELABJA
CHAKRABARTY
Neelabja Chakrabarty
Company Secretary & Compliance Officer

Digitally signed by NEELABJA
CHAKRABARTY
Date: 2022.11.12 19:27:10
+05'30'

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