



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.

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
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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
Company Secretary & Compliance Officer

Encl.: as above

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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.

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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

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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")

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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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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
Company Secretary & Compliance Officer

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